



MTNL/SECTT/SE/2017  
September 28, 2017

1. The National Stock Exchange of India Ltd.,
2. The Bombay Stock Exchange Ltd.
3. OTCQX

Dear Sir/Madam,

**SUB: Regulation 44(3) of the SEBI (LODR), 2015-Voting Results of 31<sup>st</sup> AGM held on 27<sup>th</sup> September, 2017.**

In accordance with the Regulation 44(3) of the SEBI (LODR), 2015, we write to inform you that the Members of the company at the Annual General Meeting held on Wednesday, 27 September, 2017 at 11:30 A.M., transacted the following business:

S.NO.	DESCRIPTION					
A.	DATE OF AGM	27/09/2017				
B.	TOTAL NO. OF SHAREHOLDERS ON RECORD DATE	133254				
C.	NUMBER OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY					
	SHAREHOLDER	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
	PROMOTER AND PROMOTER GROUP	1	0	1	354378740	56.25%
	PUBLIC	32	0	32	3844	0.0006%
	TOTAL	33	0	33	354382584	56.25%
D.	No. of shareholders attended the meeting through Video Conferencing-No video Conferencing facility was made available.					

*[Handwritten signature]*

**Outcome of the Annual General Meeting of the Members of the company**

The Annual General Meeting of the members of the Company was held on Wednesday, 27<sup>th</sup> September, 2017 at 11.30 A.M. at Mahanagar Doorsanchar Sadan, 9 CGO Complex, Lodhi Road, New-Delhi-110003. The mode of voting was by the way of poll/ E-Voting. The Shareholders transacted the business as provided in Annexure. Scrutiniser's Report is also enclosed.

We request you to kindly take the same on record.


Thanking You

Yours Faithfully



(S.R.SAYAL)

Company Secretary

  
Encl: As above



## Consolidated Scrutinizer's Report

[Pursuant to Section 108, 109 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Amendment Rules, 2015, Rule 21 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Chairman,

31<sup>st</sup> (Thirty First) Annual General Meeting (AGM) of the Members of **Mahanagar Telephone Nigam Limited** held on Wednesday, September 27, 2017 at 11:30 A.M. at Auditorium, Mahanagar Doorsanchar Sadan, 9 CGO Complex, Lodhi Road, New Delhi-110003.

Dear Sir,

I, Hemant Kumar Singh, Partner of M/s Hemant Singh & Associates, Company Secretaries, at 306, Surya Complex, 21, Veer Savarkar Block, Shakarpur, Delhi-110092, was appointed as Scrutinizer by the Board of Directors of **Mahanagar Telephone Nigam Limited** (the Company) for the purpose of scrutinizing e-voting process (remote e-voting) and voting by use of ballot at the AGM pursuant to section 108 and 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the below mentioned resolutions proposed at the 31<sup>st</sup> Annual General Meeting of the members of the Company held on Wednesday, September 27, 2017 at 11.30 A.M. at Auditorium, Mahanagar Doorsanchar Sadan, 9 CGO Complex, Lodhi Road, New Delhi-110003, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by use of ballots by the shareholders on the resolutions proposed in notice of the 31<sup>st</sup> Annual General Meeting of the Company is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and the report generated physically for voting by use of ballots at the meeting.
2. In accordance with the Notice of the 31<sup>st</sup> Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4) (v) of the





Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on September 2, 2017, the remote e-voting opened at 9:00 A.M. (IST) on September 24, 2017 and remained open till 5:00 P.M. (IST) on September 26, 2017.

3. The Equity Shareholders holding shares as on September 20, 2017 were entitled to vote on the resolutions stated in the Notice of the 31<sup>st</sup> Annual General Meeting of the Company.
4. After declaration of voting by use of ballot by the Chairman at the meeting, ballot boxes were locked and kept for voting duly marked by identification mark placed on them. The ballot boxes subsequently on close of voting hours were opened in the presence of two witnesses who are not the employees of the company, and ballots received were serially numbered, sorted, signatures verified and were scrutinized and initialled by the scrutinizer. The ballots were reconciled with the records maintained by the Company/ Registrar and Transfer Agent (R&TA) of the Company and authorizations/ proxies lodged with the Company. The votes were also scrutinized for the purpose of eliminating duplicate voting i.e. on remote e-voting as well as by use of ballot.
5. The ballots, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. The votes cast by use of Ballots at the meeting were first counted physically.
6. The votes on remote e-voting were unblocked at around 12:45 p.m., after conclusion of voting at the AGM in the presence of two witnesses who are not the employees of the Company and the e-voting results/ list of equity shareholders who have voted for and against were downloaded from the e- voting website of National Securities Depository Limited (NSDL) (<https://www.evoting.nsdl.com>) and the same will be handed over to the Chairman.
7. The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

a) **Resolution-1: Ordinary Business-Ordinary Resolution**

To receive, consider and adopt the audited standalone and the consolidated Financial Statements of the company for the Financial Year ended 31st March 2017, the reports of the Auditors and Board of Directors thereon together with the comments of the Comptroller & Auditor General of India (C & AG) thereon.

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	120	2989508	
Voting by poll	9	354379610	
Total	129	357369118	99.40



(ii) Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	17	2151521	
Voting by poll	0	0	
Total	17	2151521	0.60

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

**b) Resolution-2: Ordinary Business-Ordinary Resolution**

To appoint a director in place of Shri Amit Yadav (DIN - 06491798) who retires by rotation and being eligible, offers himself for reappointment. In this connection to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Shri Amit Yadav (DIN- 06491798) who retires by rotation at this AGM and being eligible, offered for reappointment, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

(i) Voted in **favour** of the resolution:

Mode of voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	106	2986386	
Voting by poll	8	354379410	
Total	114	357365796	99.40

(ii) Voted **against** the resolution:

Mode of Voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	29	2154198	
Voting by poll	1	200	
Total	30	2154398	0.60

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-





**c) Resolution-3: Ordinary Business-Ordinary Resolution**

To appoint a director in place of Shri Sanjeev Kumar (DIN- 07566882) who retires by rotation and being eligible, offers himself for reappointment. In this connection to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Shri Sanjeev Kumar (DIN- 07566882) who retires by rotation at this AGM and being eligible, offered for reappointment, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

(i) Voted in **favour** of the resolution:

Mode of voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	108	2986577	
Voting by poll	8	354379410	
Total	116	357365987	99.40

(ii) Voted **against** the resolution:

Mode of Voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	27	2154007	
Voting by poll	1	200	
Total	28	2154207	0.60

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

**d) Resolution-4: Ordinary Business-Ordinary Resolution**

To fix the remuneration of the Statutory Auditors of the Company appointed by the Comptroller & Auditor General of India for auditing the accounts of the Company for the Financial Year 2017-18. In this connection to pass with or without modification(s) the following resolution, as an Ordinary Resolution:

“RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to decide and fix the remuneration of the Statutory Auditors of the Company appointed by Comptroller & Auditor General of India for the Financial Year 2017-18, as may be deemed fit”

(i) Voted in **favour** of the resolution:

Mode of voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	118	3450762	
Voting by poll	8	354379410	
Total	126	357830172	99.53





(ii) Voted **against** the resolution:

Mode of Voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	16	1690062	
Voting by poll	1	200	
Total	17	1690262	0.47

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

**e) Resolution-5: Special Business-Special Resolution**

To approve Issue of Non-Convertible Debentures on Private Placement basis

In this connection, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 42 & Section 71 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to the provisions of the Article of Association of the Company, approval of the members be and is hereby accorded to authorize the Board of Directors of the Company to offer or invite or invite subscriptions for Govt. Guaranteed/ Unsecured/ Listed/ Redeemable non- convertible debentures in the nature of Bonds (NCDs), in one or more series / tranches, aggregating up to Rs. 5500 crores on private placement basis, on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including the timing/date of issue of debenture, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto."

(i) Voted in **favour** of the resolution:

Mode of voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	115	5025012	
Voting by poll	9	354379610	
Total	124	359404622	99.97

(ii) Voted **against** the resolution:

Mode of Voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	18	115772	
Voting by poll	0	0	
Total	18	115772	0.03

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-



## f) Resolution-6: Special Business-Ordinary Resolution

To Approve Remuneration payable to Cost Auditors

In this connection, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, including any Statutory modification(s) or re-enactment thereof, for the time being in force, the Cost Auditors appointed by the Board of Directors of the Company M/s. R.M. Bansal & Co., to conduct the Cost Audit of the Company for the Financial Year 2017-18, be paid the remuneration of Rs. 1,12,100/- inclusive of 18% GST and out of pocket expenses as applicable, as set out in the statement in the Notice convening this Meeting."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution..

(i) Voted in **favour** of the resolution:

Mode of voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	122	5130880	
Voting by poll	9	354379610	
Total	131	359510490	99.997

(ii) Voted **against** the resolution:

Mode of Voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	13	10944	
Voting by poll	0	0	
Total	13	10944	0.003

(iii) **Invalid** votes:


Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

8. All electronic data and all relevant records of electronic voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 31<sup>st</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.


For Hemant Singh & Associates  
(Company Secretaries)

Date: 27.09.2017  
Place: Delhi



  
Hemant Kumar Singh  
Partner  
FCS-6033  
C.P. No. 6370

Countersigned by:  
Fero Mahanagar Telephone Nigam Ltd

  
(CS. SAYAL)  
Company Secretary