

FORM NO. MGT-13

Scrutinizer's Report

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
28th Annual General Meeting of the Equity Shareholders of MAHANAGAR TELEPHONE
NIGAM LIMITED
Held on Tuesday the 30th September, 2014 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, Practicing Company Secretaries having its office at 306, Surya Complex, 21, Veer Savarkar Block, Shakarpur, New Delhi-110092, appointed as Scrutinizer of MAHANAGAR TELEPHONE NIGAM LIMITED ("Company") for the purpose of the poll taken on the below mentioned resolutions, at the 28th Annual General Meeting of the Equity Shareholders of MAHANAGAR TELEPHONE NIGAM LIMITED, held on 30th September, 2014 at Auditorium, Mahanagar Doorsanchar Sadan, 9 CGO Complex, Lodhi Road, New Delhi-110003, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, The ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot boxes were subsequently opened in our presence (including two shareholders namely Mr. K K Kapil having Folio No. IN 302620/10139360 and Mr. Mukesh Kumar having Folio No. IN 301143/10045136) and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



4. The result of the poll is as under:

- (a). **Resolution 1- To receive, consider & adopt the Audited Financial Satatements and the Consolidated Financial Statement for the Financial year ended 31st March, 2014, the report of the Board of Directors and Auditors thereon and the Comments of C&AG of India thereon.**

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	354379135	99.99

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	22519	0.01

iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	4850

- (b). **Resolution 2- To appoint a Director in place of Shri V. Uma Shankar (DIN 06553185) who retires by rotation and being eligible offers himself for re-appointment.**

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	354378895	99.99

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	22759	0.01

iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	4850



(c). **Resolution 3- To fix the Remuneration of Auditors.**

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	354401504	100

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	4850

(d) **Resolution 4- Issue of Non-Convertible Debentures on Private placement basis.**

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
11	354401654	100

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	4850



(e). Resolution 5- Approval of Remuneration Payable to the Cost Auditor.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
11	354401654	100

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil


iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	4850

5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorised by the Board for safe keeping.

Thanking you,

Yours faithfully,


Hemant Kumar Singh
Partner,
M/s Hemant Singh & Associates
Practicing Company Secretaries



Place: Delhi
Date: 01.10.2014