

**MTNL****MAHANAGAR TELEPHONE NIGAM LIMITED**

(A GOVERNMENT OF INDIA ENTERPRISE)

CIN L32101DL1986GOI023501

Registered and Corporate Office: MahanagarDoorsancharSadon 5<sup>th</sup> Floor, 9 CGO Complex, Lodhi Road, New Delhi - 110 003. Tel: 011-24319020, Fax: 011-24324243, Website: [www.mtnl.net.in](http://www.mtnl.net.in)[www.bol.net.in](http://www.bol.net.in)**MTNL/SECTT/SE/2021****November 26, 2021**

The Listing Department,  
Bombay Stock Exchange (BSE)  
National Stock Exchange (NSE)  
OTCIQ

**Ref: BSE Scrip Code: 500108/ NSE Symbol: MTNL/ OTCIQ Symbol: MTENY****SUB: REGULATION 44(3) OF THE SEBI (LODR), 2015-VOTING RESULTS OF 35<sup>TH</sup> AGM HELD ON 25<sup>TH</sup> NOVEMBER, 2021.**

Dear Sir/Madam,

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 Thursday, 25<sup>th</sup> November, 2021 at 11:30 A.M., transacted the following business:

S.NO.	DESCRIPTION					
A.	DATE OF AGM					25/11/2021
B.	TOTAL NO. OF SHAREHOLDERS ON RECORD DATE i.e. 18/11/2021					171184
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	0	0	0	0	0

	GROUP					
	PUBLIC	0	0	0	0	0
	TOTAL	0	0	0	0	0
D.	NO. OF SHAREHOLDERS ATTENDED THE MEETING THROUGH VIDEO CONFERENCING- 36					

**OUTCOME OF THE 35<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY**

The 35<sup>th</sup> Annual General Meeting of the Members of the Company was held on Thursday, 25<sup>th</sup> November, 2021 at 11:30 A.M through Video Conferencing. The mode of voting was by the way of Remote E-Voting and E-Voting at AGM. The Scrutiniser's Report forwarded by M/s Hemant Singh & Associates, Practising Company Secretaries dtd 26.11.2021 is attached herewith.

Minutes of 35<sup>th</sup> AGM will be forwarded to you as soon as it is signed by CMD.

We request you to kindly take the same on record.

Thanking You  
Yours Faithfully



**(S.R.SAYAL)**  
**Company Secretary**

Encl: As above

SCRUTINIZER'S REPORT

To,  
The Chairman  
Mahanagar Telephone Nigam Limited  
Mahanagar Doorsanchar Sadan 5th Floor,  
9 CGO Complex, Lodhi Road, Delhi-110003

Subject : Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and voting through electronic voting system at the 35<sup>th</sup> Annual General Meeting (AGM) of Mahanagar Telephone Nigam Limited (hereinafter referred to as "the Company") held on Thursday, November 25, 2021 at 11:30 A.M. (IST) through Video Conference ('VC')/Other Audio Visual Means ('OAVM').

NAME OF THE COMPANY	Mahanagar Telephone Nigam Limited
MEETING	35 <sup>th</sup> Annual General Meeting
DATE & TIME	Thursday, November 25, 2021 at 11:30 A.M. (IST) (Scheduled) Actual Start Time: 11:51 A.M. (IST)
MODE	Video Conference ('VC')/Other Audio Visual Means ('OAVM').

Note: Pursuant to the General Circular no. 20/2020 dated May 5, 2020 and in its continuation the general circular no. 02/2021 dated January 13, 2021 (collectively referred to as "MCA Circulars") and SEBI circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI), Companies are allowed to hold AGM through VC/OAVM, without the physical presence of members at a common venue. The AGM was conducted through VC/OAVM and the venue of the AGM was deemed to be the Registered Office of the Company at Mahanagar Doorsanchar Sadan, 5th Floor, 9 CGO Complex, Lodhi Road, Delhi-110003.

**1. Appointment as Scrutinizer :**

I, Hemant Kumar Singh, Practising Company Secretary, was appointed as the Scrutinizer for the purpose of scrutinizing e-voting process (Remote e-voting ) and voting by the use of electronic means (hereinafter referred to as "electronic voting") at the meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) carried out at the 35<sup>th</sup> Annual General Meeting (AGM) of Mahanagar Telephone Nigam Limited (hereinafter referred to as "the Company") held on Thursday, November 25, 2021 at 11:30 A.M. (IST) through Video Conference ('VC')/Other Audio Visual Means ('OAVM').

**2. Compliance with Act:**

The compliance with the provision of the Companies Act, 2013 and the rules made thereunder relating to voting through electronic means (by remote e-voting) and by use



of electronic means (electronic voting) at the AGM by the shareholders on the resolutions proposed in the Notice of the 35<sup>th</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 electronic means (electronic voting) 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 and voting by use of electronic means (electronic voting) provided by Central Depositories Services (India) Limited (CDSL).

### 3. Dispatch of Notice convening the meeting:

The Company has informed that the dispatch of the Notice of the AGM along with Annual Report for the financial year 2020-21 was completed on October 29, 2021 through electronic mode to those members whose email addresses were registered with the Company/Depositories in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020. The same was made available on the website of the Company, the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited and also on the website of Central Depositories Services (India) Limited (CDSL).

### 4. Cut- off Date

The voting rights were reckoned as on Thursday, November 18, 2021, being the Cut- off date for the purpose of deciding the entitlements of members for the remote e-voting and voting at the AGM.

### 5. Remote e-Voting:

#### 5.1 Agency:

The Company had appointed Central Depositories Services (India) Limited (CDSL) as the Agency for providing the remote e-voting platform.

#### 5.2 Remote e-Voting:

Remote e-Voting platform remained open from Monday, November 22, 2021 9:00 A.M. (IST) and ended on Wednesday, November 24, 2021 5:00 P.M. (IST) and members were required to cast their votes electronically, thereby conveying their assent or dissent in respect of the Ordinary/Special Resolutions, on the e-Voting platform provided by CDSL.

### 6. Voting at the AGM:

6.1 As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that members who have cast their votes through remote e-Voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-Voting and before the start of general meeting to only such details relating to members who have cast their votes through remote e-Voting, such as their names, DP ID/Client ID, folios, number of shares held but not the manner in which they have voted.

6.2 Accordingly, CDSL provided us the names, DP ID/ Client ID; folio Numbers and shareholding of the members who had cast their votes through remote e-Voting.



6.3 CDSL provided electronic voting facility (electronic voting) to the members who attended the AGM.

## 7. Counting process

7.1 On completion of voting at the meeting, CDSL provided me the list of members who had cast their votes, their holding details and details of vote cast on the resolution.

7.2 The votes were reconciled with the records maintained by the Company and CDSL with respect to the authorizations lodged with the Company.

7.3 The Electronic Voting started at 12.38 p.m. and ended at 12.53 p.m.

7.4 The votes on remote e-voting were unblocked at around 01:07 P.M. (IST) 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 CDSL ([www.evotingindia.com](http://www.evotingindia.com)) and the same are being handed over to the Chairperson.

## 8. Results:

8.1 The Consolidated Results with respect to each item on the agenda as set out in the Notice of the 35<sup>th</sup> AGM dated October 28, 2021 and the addendum to the notice of AGM on November 15, 2021 is enclosed.

8.2 Based on the aforesaid results, I report that Twelve Ordinary Resolutions and Three Special Resolutions as contained in Item No. 1 to 15 of the Notice dated October 28, 2021 and the addendum to the notice of AGM on November 15, 2021 have been passed with requisite majority.

Date: 26.11.2021  
Place: New Delhi



For Hemant Singh & Associates  
(Company Secretaries)

  
Hemant Kumar Singh  
Partner  
Membership No.: FCS 6033  
C.P. No.: 6370  
UDIN: F006033C001550598

## Consolidated Results

### a) Resolution-1: Ordinary Resolution

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the company for the Financial Year 2020-21 as at 31st March 2021, the reports of the Auditors and the Board of Directors thereon together with the comments of the Comptroller and Auditor General of India (C and AG) thereon.

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

Mode of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	74	355981660	
Electronic voting	2	505	
<b>Total</b>	<b>76</b>	<b>355982165</b>	<b>99.84</b>

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

Mode of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	8	556906	
Electronic voting	0	0	
<b>Total</b>	<b>8</b>	<b>556906</b>	<b>0.16</b>

#### (iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

### b) Resolution-2: Ordinary Resolution

To appoint a director in place of Shri P.K. Purwar (DIN- 06619060) who retires by rotation and being eligible, offers himself for reappointment.

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	77	439191799	
Electronic voting	2	505	
<b>Total</b>	<b>79</b>	<b>439192304</b>	<b>100</b>



(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	11	6224	
Electronic voting	0	0	
Total	11	6224	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

c) Resolution-3: Ordinary Resolution

To appoint a director in place of Shri Amitabh Ranjan Sinha (DIN- 08992887) who retires by rotation and being eligible, offers himself for reappointment.

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	75	438640364	
Electronic voting	2	505	
Total	77	438640869	99.87

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	13	557659	
Electronic voting	0	0	
Total	13	557659	0.13

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



d) Resolution-4: Ordinary Resolution

To fix the remuneration of the Statutory Auditors of the Company appointed by the Comptroller and Auditor General of India for auditing the accounts of the Company for the Financial Year 2021-22.

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	82	439197419	
Electronic voting	2	505	
<b>Total</b>	<b>84</b>	<b>439197924</b>	<b>100</b>

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	6	604	
Electronic voting	0	0	
<b>Total</b>	<b>6</b>	<b>604</b>	<b>0</b>

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

e) Resolution-5: Ordinary Resolution

Appointment of Shri Sushil Kumar Mishra (DIN-08726827), Director (Technical) of the Company.

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	77	438640804	
Electronic voting	2	505	
<b>Total</b>	<b>79</b>	<b>438641309</b>	<b>99.87</b>





(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	11	557219	
Electronic voting	0	0	
<b>Total</b>	<b>11</b>	<b>557219</b>	<b>0.13</b>

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

f) Resolution-6: Ordinary Resolution

Appointment of Smt. Yojana Das (DIN - 08987456), Director (Finance) of the Company.

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	78	438640668	
Electronic voting	2	505	
<b>Total</b>	<b>80</b>	<b>438641173</b>	<b>99.87</b>

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	10	557355	
Electronic voting	0	0	
<b>Total</b>	<b>10</b>	<b>557355</b>	<b>0.13</b>

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



g) **Resolution-7: Ordinary Resolution**

Appointment of Shri Arvind Vadnerkar (DIN - 08597016), Director (HR & EB) of the Company.

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	77	438640515	
Electronic voting	2	505	
<b>Total</b>	<b>79</b>	<b>438641020</b>	<b>99.87</b>

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

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	11	557508	
Electronic voting	0	0	
<b>Total</b>	<b>11</b>	<b>557508</b>	<b>0.13</b>

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

h) **Resolution-8: Special Resolution**

To approve alteration in Article 69(II) (F) and Article 72 of Articles of Association of MTNL.

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	81	439197401	
Electronic voting	2	505	
<b>Total</b>	<b>83</b>	<b>439197906</b>	<b>100</b>



(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	6	604	
Electronic voting	0	0	
<b>Total</b>	<b>6</b>	<b>604</b>	<b>0</b>

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

i) Resolution-9: Special Resolution

To raise the borrowing powers of Board from Rs. 25000 crore to Rs. 30000 crore.

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	76	438640831	
Electronic voting	2	505	
<b>Total</b>	<b>78</b>	<b>438641336</b>	<b>99.87</b>

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	12	557192	
Electronic voting	0	0	
<b>Total</b>	<b>12</b>	<b>557192</b>	<b>0.13</b>

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



j) Resolution-10: Special Resolution

To approve the issue of Non-Convertible Debentures on Private Placement basis.

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	79	438640859	
Electronic voting	2	505	
<b>Total</b>	<b>81</b>	<b>438641364</b>	<b>99.87</b>

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	9	557164	
Electronic voting	0	0	
<b>Total</b>	<b>9</b>	<b>557164</b>	<b>0.13</b>

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

k) Resolution-11: Ordinary Resolution

To approve the remuneration payable to Cost Auditors.

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	81	439197129	
Electronic voting	2	505	
<b>Total</b>	<b>83</b>	<b>439197634</b>	<b>100</b>



(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	894	
Electronic voting	0	0	
<b>Total</b>	<b>7</b>	<b>894</b>	<b>0</b>

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Note: Resolution No. 12 -15 were added by the company by issuing an addendum to the notice of AGM on November 15, 2021.

1) Resolution-12: Ordinary Resolution

Appointment of Shri Vishwas Pathak (DIN - 00093771), Non Official Independent Director of the Company.

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	78	438640668	
Electronic voting	2	505	
<b>Total</b>	<b>80</b>	<b>438641173</b>	<b>100</b>

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	9	6012	
Electronic voting	0	0	
<b>Total</b>	<b>9</b>	<b>6012</b>	<b>0</b>

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



m) Resolution-13: Ordinary Resolution

Appointment of Shri Sarv Daman Bharat (DIN - 09393017), Non Official Independent Director of the Company.

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	75	438640499	
Electronic voting	2	505	
<b>Total</b>	<b>77</b>	<b>438641004</b>	<b>100</b>

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	12	6181	
Electronic voting	0	0	
<b>Total</b>	<b>12</b>	<b>6181</b>	<b>0</b>

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

n) Resolution-14: Ordinary Resolution

Appointment of Smt. Deepika Mahajan (DIN - 06768620), Non Official Independent Director of the Company.

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	76	438640465	
Electronic voting	2	505	
<b>Total</b>	<b>78</b>	<b>438640970</b>	<b>100</b>



(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	11	6215	
Electronic voting	0	0	
<b>Total</b>	<b>11</b>	<b>6215</b>	<b>0</b>

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

#### 0) Resolution-15: Ordinary Resolution

Appointment of Shri Yogesh Kumar Tamrakar (DIN -00070734), Non Official Independent Director of the Company.

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	77	438640592	
Electronic voting	2	505	
<b>Total</b>	<b>79</b>	<b>438641097</b>	<b>100</b>

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	10	6088	
Electronic voting	0	0	
<b>Total</b>	<b>10</b>	<b>6088</b>	<b>0</b>

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0




All relevant records of voting will remain in our custody until the Chairperson considers, approves and signs the minutes of the 35<sup>th</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairperson/Company Secretary for safe keeping.

Thanking You,  
Yours faithfully,


For Hemant Singh & Associates  
(Company Secretaries)

Date: 26.11.2021  
Place: New Delhi



  
Hemant Kumar Singh  
Partner  
Membership No.: FCS 6033  
C.P. No.: 6370  
UDIN: F006033C001550598

Countersigned by:  
For Mahanagar Telephone Nigam Limited

  
26/11/21  
Shri Subru Ram Sayal  
(Company Secretary)

Date: 26.11.2021  
Place: New Delhi

