



MAHANAGAR TELEPHONE NIGAM LIMITED

(A GOVERNMENT OF INDIA ENTERPRISE)
CIN L32101DL1986GOI023501

Registered and Corporate Office: MahanagarDoorsancharSadon 5th Floor, 9 CGO Complex, Lodhi Road,
New Delhi - 110 003. Tel: 011-24319020, Fax: 011-24324243, Website: www.mtnl.net.in
[/www.bol.net.in](http://www.bol.net.in)

MTNL/SECTT/SE/2020
January 01, 2020

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

SUB:Regulation 44(3) of the SEBI (LODR), 2015-Voting Results of AGM held on 31st December, 2020.

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, 31st December, 2020 at 11:30 A.M., transacted the following business:

S.NO.	DESCRIPTION					
A.	DATE OF AGM	31/12/2020				
B.	TOTAL NO. OF SHAREHOLDERS ON RECORD DATE i.e. 24/12/2020	146020				
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	0	0	0	0	0
	PUBLIC	0	0	0	0	0
	TOTAL	0	0	0	0	0
D.	No. of shareholders attended the meeting through Video Conferencing-	36				

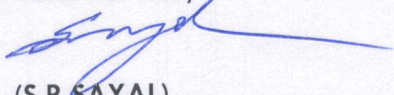

एस. आर. स्याल
S. R. SAYAL
कम्पनी सचिव/Company Secretary
म.टे.निलि. निगम कार्यालय/M.T.N.L., Corporate Office
महानगर दूरसंचार सदन/Mahanagar Doorsanchar Sadan
१,सी.जी.ओ. कॉम्प्लेक्स नई दिल्ली-३/१, C.G.O. Complex, Lodhi Road, New Delhi-3

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 Thursday, 31st December, 2020 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 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

एस. आर. स्याल
S. R. SAYAL
कम्पनी सचिव / Company Secretary
म.टे.नि.लि. निगम कार्यालय / M.T.N.L., Corporate Office
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9, सी.जी.ओ. कॉम्प्लेक्स, नई दिल्ली-3/9, C.G.O. Complex, Lodhi Road, New Delhi-3

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 34th Annual General Meeting (AGM) of Mahanagar Telephone Nigam Limited (hereinafter referred to as "the Company") held on Thursday, December 31, 2020 at 11:30 A.M. (IST) through Video Conference ('VC')/Other Audio Visual Means ('OAVM').

NAME OF THE COMPANY	Mahanagar Telephone Nigam Limited
MEETING	34 th Annual General Meeting
DATE & TIME	Thursday, December 31, 2020 at 11:30 A.M. (IST)
MODE	Video Conference ('VC')/Other Audio Visual Means ('OAVM').

Note: Pursuant to the General Circular no. 14/2020 dated April 8, 2020, Circular no. 17/2020 dated April 13, 2020 and Circular no. 20/2020 dated May 5, 2020 issued by Ministry of Corporate Affairs ('MCA') and Circular no. 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 (Insta-poll) 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 34th Annual General Meeting (AGM) of Mahanagar Telephone Nigam Limited (hereinafter referred to as "the Company") held on Thursday, December 31, 2020 at 11:30 A.M. (IST) through Video Conference ('VC')/Other Audio Visual Means ('OAVM').



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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 (Insta-poll) at the AGM by the shareholders on the resolutions proposed in the Notice of the 34th 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 (Insta-poll) 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 (Insta-poll) 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 2019-20 was completed on December 09, 2020 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, December 24, 2020, 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), the Registrar and Transfer Agents of the Company as the Agency for providing the remote e-voting platform.

5.2 Remote e-Voting:

Remote e-Voting platform remained open from Sunday, December 27, 2020 9:00 A.M. (IST) and ended on Wednesday, December 30, 2020 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.



A handwritten signature in blue ink, appearing to be "Singh".

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

7. Counting process

- 7.1 The votes on remote e-voting were unblocked at **12:35 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) and the same are being handed over to the Chairperson.

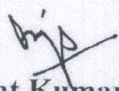
8. Results:

- 8.1 I observed that
- 1 member had cast their votes at the meeting through Instapoll.
 - 127 members had cast their votes through remote e-Voting.
- 8.2 The Consolidated Results with respect to each item on the agenda as set out in the Notice of the 34th AGM dated December 08, 2020 is enclosed.
- 8.3 Based on the aforesaid results, I report that seven **Ordinary Resolutions** as contained in **Item No. 1 to 7** of the Notice dated December 08, 2020 have been passed with requisite majority.

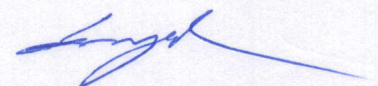
Date: January 01, 2020
Place: New Delhi



For **Hemant Singh & Associates**
(Company Secretaries)


Hemant Kumar Singh
Partner

Membership No.: FCS 6033
C.P. No.: 6370
UDIN:F006033B001817920



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 2019-20 as at 31st March 2020, the reports of the Auditors and the 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 votes cast by them	% of total number of valid votes cast
Remote e-Voting	109	2194044	
Voting by Instapoll	1	354378740	
Total	110	356572784	99.9994

(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	1966	
Voting by Instapoll	0	0	
Total	11	1966	0.0006

(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 Sunil Kumar (DIN- 06628803) 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	108	86510657	
Voting by Instapoll	1	354378740	
Total	109	440889397	99.8765



(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	18	545181	
Voting by Instapoll	0	0	
Total	18	545181	0.1235

(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 Navneet Gupta (DIN- 08478052) 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	105	86495545	
Voting by Instapoll	1	354378740	
Total	106	440874285	99.8765

(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	20	545293	
Voting by Instapoll	0	0	
Total	20	545293	0.1235

(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 & Auditor General of India for auditing the accounts of the Company for the Financial Year 2020-21.

(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	115	87054460	
Voting by Instapoll	1	354378740	
Total	116	441433200	99.9996

(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	1828	
Voting by Instapoll	0	0	
Total	12	1828	0.0004

(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 P.K.Purwar (DIN - 06619060), Chairman & Managing Director (CMD) 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	108	87032409	
Voting by Instapoll	1	354378740	
Total	109	441411149	99.9947



(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	18	23429	
Voting by Instapoll	0	0	
Total	18	23429	0.0053

(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 Shri Suresh Kumar Gupta (DIN - 08221877), 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	107	86510145	
Voting by Instapoll	1	354378740	
Total	108	440888885	99.8764

(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	19	545693	
Voting by Instapoll	0	0	
Total	19	545693	0.1236



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(iii) **Invalid** votes:

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

g) Resolution-7: Special Resolution

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

Note: Resolution No. 7 was withdrawn by the company by issuing an addendum to the notice of AGM on December 24, 2020.

h) Resolution-8: 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	114	87054410	
Voting by Instapoll	1	354378740	
Total	115	441433150	99.9996

(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	1878	
Voting by Instapoll	0	0	
Total	13	1878	0.0004

(iii) **Invalid** votes:

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



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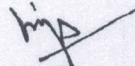
All relevant records of voting will remain in our custody until the Chairperson considers, approves and signs the minutes of the 34th Annual General Meeting and the same shall be handed over thereafter to the Chairperson/Company Secretary for safe keeping.

Thanking You,
Yours faithfully,

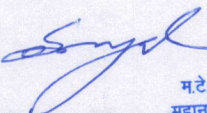
For Hemant Singh & Associates
(Company Secretaries)

Date: January 01, 2021
Place: New Delhi




Hemant Kumar Singh
Partner
Membership No.: FCS 6033
C.P. No.: 6370
UDIN: F006033B001817920

Countersigned by:
For Mahanagar Telephone Nigam Limited


एस. आर. स्याल
S. R. SAYAL
कम्पनी सचिव / Company Secretary
म.टे.नि.लि. निगम कार्यालय / M.T.N.L., Corporate Office
महानगर दूरसंचार सदन / Mahanagar Doorsanchar Sadan
9, सी.जी.ओ. कॉम्प्लेक्स, नई दिल्ली-3/9, C.G.O. Complex, Lodhi Road, New Delhi-3
Mr. Suhru Ram Sayal
Company Secretary FCS 3581

Date: January 01, 2021
Place: New Delhi