

**महानगर टेलिफोन निगम लि०**  
(भारत सरकार का उद्यम)



**Mahanagar Telephone Nigam Ltd.**

(A Government of India Enterprise)

**MTNL/SECTT/SE/2023**

**February 21, 2023**

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

**REF: BSE SCRIP CODE: 500108/ NSE SYMBOL: MTNL**

**SUB: REGULATION 44(3) OF THE SEBI (LODR), 2015-VOTING RESULTS OF  
POSTAL BALLOT NOTICE DTD 16.01.2023 - reg**

Dear Sir,

This is with reference to our earlier letter of even no dtd. 16.01.2023 & informing about the Postal Ballot process undertaken by Mahanagar Telephone Nigam Limited for seeking approval of the Members for appointment of Directors. The voting period for casting the vote had commenced on Saturday, 21st January, 2023 (9.00 AM) (1ST) and ended on Sunday, 19<sup>th</sup> February, 2023 (5.00 PM) (1ST).

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith result of remote e-voting in the prescribed format along with Scrutinizer's report for the resolutions proposed for approval of the Members through Postal Ballot.

The resolutions have been passed by the Members with requisite majority. The result of the voting and Report of the Scrutinizer are also being hosted on the website of the Company i.e. [www.mtnl.net.in](http://www.mtnl.net.in) and website of Central Depository Services (India) Limited (e-voting agency) i.e. [www.evotingindia.com](http://www.evotingindia.com).

The above is submitted for information and records please.

Thanking You,  
Yours faithfully,

**(S.R.SAYAL)**  
**COMPANY SECRETARY**

पंजीकृत एवं निगम कार्यालय: महानगर दूरसंचार सदन, 5 वां तल, 9 सी.जी.ओ. कॉम्प्लेक्स, लोधी रोड, नई दिल्ली-110003 भारत  
फोन कार्यालय : 24319020, फैक्स : 24324243

Regd. & Corporate Office: Mahanagar Doorsanchar Sadan, 5th Floor, 9 CGO Complex, Lodhi Road, New Delhi-110003 India  
Phone Off.: 24319020 Fax: 24324243

आप हमारे साथ हिन्दी में भी पत्राचार कर सकते हैं।



REGULATION 44(3) OF THE SEBI (LODR), 2015-VOTING RESULTS OF  
POSTAL BALLOT NOTICE DTD 16.01.2023.

S.NO.	DESCRIPTION																									
A.	CUT OFF DATE OF POSTAL BALLOT	13/01/2023																								
B.	TOTAL NO. OF SHAREHOLDERS ON CUT OFF DATE i.e.	193178																								
C.	NUMBER OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY – NOT APPLICABLE IN POSTAL BALLOT																									
	<table border="1"><thead><tr><th>SHAREHOLDER</th><th>PRESENT IN PERSON</th><th>PRESENT THROUGH PROXY</th><th>TOTAL</th><th>SHARES</th><th>% TO CAPITAL</th></tr></thead><tbody><tr><td>PROMOTER AND PROMOTER GROUP</td><td>0</td><td>0</td><td>0</td><td>0</td><td>0</td></tr><tr><td>PUBLIC</td><td>0</td><td>0</td><td>0</td><td>0</td><td>0</td></tr><tr><td>TOTAL</td><td>0</td><td>0</td><td>0</td><td>0</td><td>0</td></tr></tbody></table>	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	
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- NOT APPLICABLE IN POSTAL BALLOT																									

**SCRUTINIZER'S REPORT**

To,  
**The Chairman & Managing Director**  
**MAHANAGAR TELEPHONE NIGAM LIMITED**  
Mahanagar Doorsanchar Sadan 5<sup>th</sup> Floor,  
9 CGO Complex, Lodhi Road,  
New Delhi-110003

**Subject: Scrutinizer's Report on Postal Ballot Results (e-voting) conducted in terms of the provisions of Section 108 & 110 of the Companies Act, 2013 ('the Act'), Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules') and other applicable provisions of the Act and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force).**

Sir,

I, Hemant Kumar Singh, Partner of Hemant Singh & Associates, Practicing Company Secretaries, was appointed by the Board of Directors of **MAHANAGAR TELEPHONE NIGAM LIMITED** ("the Company") as Scrutinizer for the purpose of scrutinizing postal ballot voting process, conducted only by way of remote e-voting (hereinafter referred to as 'e-voting') in fair and transparent manner for passing Three (3) ordinary resolutions, as set out in the Postal Ballot Notice dated January 16, 2023 and as sent to the members of the Company via email, in terms of inter-alia General Circular no. 14/2020 dated April 8, 2020, General Circular no. 17/2020 dated April 13, 2020 read with other relevant circulars, General Circular no. 20/2021 dated December 8, 2021, General Circular no. 03/2022 dated May 5, 2022 and General Circular no. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India in the backdrop of Covid-19 pandemic (collectively referred to as "MCA Circulars"). We hereby submit our report as under:

1. The Company has informed us that, the Company completed the dispatch of the Postal Ballot Notice dated January 16, 2023 by email on January 18, 2023 to the Members whose email IDs were registered with the Company / Registrar & Share Transfer Agent / Depository / Depository Participants and whose names appeared in the Register of Members/List of Beneficial Owners as on Friday, January 13, 2023 (cut-off date) received from the Depositories/ Registrar and Share Transfer Agents.
2. The Company had appointed Central Depository Services (India) Limited (CDSL), for the purpose of providing e-voting facility to all its members, as the Authorized Agency.
3. The Company published an advertisement regarding completion of dispatch of Postal Ballot Notice in newspapers viz. Financial Express all edition (English Newspaper) & Jansatta Delhi edition (Hindi Newspaper) on January 20, 2023.

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4. Particulars of Postal Ballot votes (e-voting) received from the members have been entered in the Register maintained separately for the purpose.
5. The list of members who had cast their votes, their holding details and details of vote cast on the resolutions, based on the reports generated by Central Depository Services (India) Limited (“CDSL”), (agency for providing the remote e-voting platform), are kept in our safe custody.
6. Members holding shares of the Company as on Friday, January 13, 2023, (“**the cut-off date**”), were entitled to vote on the Three (3) ordinary resolutions as mentioned in the Postal Ballot Notice dated January 16, 2023.
7. The e-voting facility was kept open from Saturday, January 21, 2023 (9.00 AM IST) till Sunday, February 19, 2023 (5.00 PM IST ), both days inclusive.
8. All votes on the resolutions set out in the notice of postal ballot dated January 16, 2023, cast through e-voting platform ([www.evotingindia.com](http://www.evotingindia.com)) upto (5.00 PM IST) on February 19, 2023, were unblocked on February 19, 2023 after (5.00 PM IST) in the presence of two witnesses, who are not in the employment of the Company. The details containing the list of Members who voted "for" or "against" the resolution(s) was downloaded from the e-voting portal of CDSL and same was considered for our scrutiny.
9. The results of Postal Ballot voting (e-voting) are as under:

**Resolution-1: Ordinary Resolution**

**APPOINTMENT OF SHRI SUNIL KUMAR VERMA, (DIN: 09800644), AS A GOVERNMENT NOMINEE 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
Voted by Electronic mode	314	437307553	99.82%
<b>Total</b>	314	437307553	<b>0</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
Voted by Electronic mode	40	791613	0.18%
<b>Total</b>	40	791613	<b>0</b>



iii. **Invalid Votes:**

Total number of members whose votes declared invalid	Total number of votes cast by them
1*	100

\*Abstained from voting

**Resolution-2: Ordinary Resolution**

**APPOINTMENT OF SHRI RAJIV KUMAR (DIN-09811051), AS 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
Voted by Electronic mode	312	437308619	99.82%
<b>Total</b>	<b>312</b>	<b>437308619</b>	<b>0</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
Voted by Electronic mode	43	790647	0.18%
<b>Total</b>	<b>43</b>	<b>790647</b>	<b>0</b>

iii. **Invalid Votes:**

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

**Resolution-3: Ordinary Resolution**

**APPOINTMENT OF SHRI SHIVENDU GUPTA, (DIN-09850201) AS GOVERNMENT NOMINEE 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
Voted by Electronic mode	309	437306651	99.82%
<b>Total</b>	<b>309</b>	<b>437306651</b>	<b>0</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
Voted by Electronic mode	45	792515	0.18%
<b>Total</b>	45	792515	<b>0</b>

iii. **Invalid** Votes:


Total number of members whose votes declared invalid	Total number of votes cast by them
1*	100

\*Abstained from voting

10. Based on the above Postal Ballot voting (e-voting), Three (3) ordinary resolutions as set out in the Postal Ballot notice dated January 16, 2023 have been approved by requisite majority and deemed to be passed on 19<sup>th</sup> February, 2023 (i.e, the last day of voting). Accordingly, we request the Chairman/Director/ Company Secretary to declare the result.

All the relevant records of voting will remain under our safe custody and we shall be handing over the same to the Chairman/Director/Company Secretary of the Company for safe keeping.

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

  
**Hemant Kumar Singh**  
Partner  
FCS:-6033  
C.P. No. 6370  
UDIN: F006033D003174726



Date: 20.02.2023  
Place: Delhi

**Countersigned by**