



MTNL/SECTT/SE/2015
October 1, 2015

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

Dear Sir/Madam,

SUB: Clause 35A of the Listing Agreement- VOTING RESULTS OF 29TH AGM HELD ON 29TH SEPTEMBER, 2015

In accordance with the Clause 35A of the Listing Agreement, we write to inform you that the Members of the company at the Annual General Meeting held on Tuesday, 29th September, 2015 at 11.30 A.M., transacted the following business:

SL NO.	DESCRIPTION					
A.	DATE OF AGM					29/09/2015
B.	TOTAL NUMBER OF SHAREHOLDERS AS ON E-VOTING CUT-OFF DATE i.e.					142874
C.	NO. 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	1	354378740	56.25%
	PUBLIC	77	0	77	64005	0.010%
	TOTAL	77	1	78	354442745	56.260%
D.	No. of shareholders attended the meeting through Video conferencing-No Video conferencing facility was made available.					

एस. आर. स्याल
S. R. SAYAL


कम्पनी सचिव / Company Secretary
म.टेलि.नि. निगम कार्यालय/M.T.N.L., Corporate Office
महानगर दूरसंचार सदन / Mahanagar Doorsanchar Sadan
9, सी.जी.ओ. कॉम्प्लेक्स, नई दिल्ली-3/9, C.C.O. Complex, 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 Tuesday, 29th September, 2015 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.Scrutinisers Report is also enclosed.

We request you to kindly take the same on record.
Thanking You

Yours Faithfully

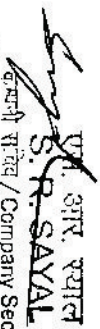

(S.R.SAYAL)
Company Secretary

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, New Delhi-3

Encl: As above


VOTING DETAILS FOR THE BUSINESS TRANSACTIONS AT THE 29TH AGM HELD ON 29TH SEPTEMBER, 2015

Resolution 1	Promoter and Promoter Group	No. of Shares held (1)	No. of Votes polled (2)	% of Votes polled on Outstanding Shares (3)=[(2)/(1)]*	No. of Votes-in favour (4)	No. of Vote-against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes in against on Votes polled (7)=[(5)/(2)]*100
To receive, consider and adopt the audited Financial Statements and the consolidated Financial Statement of the company for the Financial Year ended 31st March 2015, the reports of the Board of Directors and Auditors thereon and the comments of the Comptroller and Auditor General of India (C & AG) thereon.	Total	630000000	358690520	56.93500317	354480444	4210076	98.82626505	1.173734951
	Promoter and Promoter Group	354378740	354378740	100	354378740	0	100	0
	Public-Institutional Holders	135816993	4187143	3.082930131	0	4187143	0	100
	Public-Others	139804267	124637	0.08915107	101704	22933	81.60016688	18.39983312
Resolution 2(a)	Promoter and Promoter Group	354378740	354378740	100	354378740	0	100	0
	Public-Institutional Holders	135816993	4187143	3.082930131	0	4187143	0	100


S.R. SAYAL
 Director / Company Secretary
 Mahanagar Doosanchar Sadan
 C-60, Connaught Place, New Delhi-3



Resolution 4	Promoter/Public	No. of Shares held (1)	No. of Votes polled (2)	% of Votes polled on Outstanding Shares	No. of Votes in favour (4)	No. of Vote-against (5)	% of Votes in favour on Votes polled	% of Votes in against on Votes polled
Resolution 4 To Raise the Borrowings Powers of the Board From ₹15,000 Crores To ₹ Crores:- To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:	Promoter and Promoter Group	354378740	354378740	100	354378740	0	100	0
	Public-Institutional Holders	135816993	4187143	3.082930131	4134867	52276	98.75151147	1.248488528
	Public-Others	139804267	124685	0.089185404	107966	16719	86.59100934	13.40899066
	Total	630000000	358690568	56.93501079	358621573	68995	99.98076476	0.019235242
Resolution 5 To Issue Non-Convertible Debentures on Private Placements basis:- To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution.	Promoter and Promoter Group	354378740	354378740	100	354378740		100	0
	Public-Institutional Holders	135816993	4187143	3.082930131	4134867	52276	98.75151147	1.248488528
	Public-Others	139804267	124685	0.089185404	108266	16419	86.83161567	13.16838433
	Total	630000000	358690568	56.93501079	358621873	68695	99.9808484	0.019151605


 Director / Corporate Secretary
 9, 10th Floor, 10th Cross, 10th Main, Corporate Office
 9, 10th Floor, 10th Cross, 10th Main, Corporate Office
 9, 10th Floor, 10th Cross, 10th Main, Corporate Office
 9, 10th Floor, 10th Cross, 10th Main, Corporate Office
 9, 10th Floor, 10th Cross, 10th Main, Corporate Office



Resolution 6	Promoter/Promoter and Public Group	No. of Shares held (1)	No. of Votes polled (2)	% of Votes polled on Outstanding Shares	No. of Votes in favour (4)	No. of Vote-against (5)	% of Votes in favour on Votes polled	% of Votes in against on Votes polled
Approval of Remuneration payable to Cost Auditor:- In this connection to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.	Promoter and Public Group	354378740	354378740	100	354378740	0	100	0
	Public-Institutional Holders	135816993	4187143	3.082930131	4187143	0	100	0
	Public-Others	139804267	124685	0.089185404	108171	16514	86.75542367	13.24457633
	Total	630000000	358690568	56.93501079	358674054	16514	99.99539603	0.004603968



रतल शरर रतल
S. R. SAYAL

रतल शरर रतल / Company Secretary
रतल शरर रतल शरर रतल / Corporate Office
रतल शरर रतल शरर रतल / Mahanagar Doorsunchar Baudn
शरर रतल शरर रतल शरर रतल 3/9 CGO Compdr New Ddrn-3





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,
29th Annual General Meeting of the Equity Shareholders of M/s Mahanagar
Telephone Nigam Limited (the Company), held on Tuesday, 29th September, 2015 at
11:30 a.m. at Auditorium, Mahanagar Doorsanchar Sadan, 9 CGO Complex, Lodhi Road,
New Delhi-110003.

**Subject: Consolidated Scrutinizer's Report on Resolutions passed through E-voting
and by using Ballots**

Dear Sir,

1. I, **Yogesh Pahuja, Practicing Company Secretary at M/s Grover Ahuja and Associates** was appointed as Scrutinizer by the Board of Directors of **Mahanagar Telephone Nigam Limited (the Company)** for the purpose of scrutinizing e-voting process and voting by use of ballot pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 in respect of the below mentioned resolutions proposed at the 29th Annual General Meeting of the Equity Shareholders of the Company held on Tuesday, 29th September, 2015 at 11:30 a.m. at Auditorium, Mahanagar Doorsanchar Sadan, 9 CGO Complex, Lodhi Road, New Delhi-110003, submit our report as under.
2. The compliance with the provisions of the Companies Act, 2013 and the rules made there under relating to voting through electronic means and voting by using ballots by the shareholders on the resolutions proposed in the notice of 29th 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 records generated from the electronic voting system provided by CDSL and the report on voting by use of ballots at the meeting.
3. The result of the voting is as under:



Head Off: D-176, Defence Colony, New Delhi-110024, Ph: 41633301, 011-46772201-07

Branch Off.: 8/33, 3rd Floor, Satbhava School Marg, W.E.A.,
Karol Bagh, New Delhi - 110005

Web Site: www.groverahuja.com; E mail: info@groverahuja.com

Agenda Item No. 1: To receive, consider and adopt the audited Financial Statements and the consolidated Financial Statements of the company for the Financial Year ended 31st March 2015, the reports of the Board of Directors and Auditors thereon and the comments of the Comptroller and Auditor General of India (C & AG) thereon (**Ordinary Resolution**).

Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
	Nos.	% age	Nos.	% age	Nos.	% age
e-Voting	98285	0.03	4210026	1.17	0	0
Poll	354382159	98.8	50	0	963	0
Total	354480444	98.83	4210076	1.17	963	0

Agenda Item No. 2 (a): To appoint a director in place of Shri P.K. Purwar (DIN No.06619060) who retires by rotation and being eligible, offers himself for reappointment (**Ordinary Resolution**).

Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
	Nos.	% age	Nos.	% age	Nos.	% age
e-Voting	97532	0.03	4210879	1.17	0	0
Poll	354382059	98.8	150	0	963	0
Total	354479591	98.83	4211029	1.17	963	0

Agenda Item No. 2 (b): To appoint a director in place of Shri Sunil Kumar (DIN No. 06628803) who retires by rotation and being eligible, offers himself for reappointment (**Ordinary Resolution**).

Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
	Nos.	% age	Nos.	% age	Nos.	% age
e-Voting	97432	0.03	4210879	1.17	0	0
Poll	354382059	98.8	150	0	963	0
Total	354479491	98.83	4211029	1.17	963	0

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Branch Off.: 8/33, 3rd Floor, Satbhava School Marg, W.E.A., Karol Bagh, New Delhi - 110005

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Mahanagar Telephone Nigam Limited (MTNL)

Agenda Item No. 3: To fix the remuneration of the Statutory Auditors of the Company already appointed by the Comptroller & Auditor General of India for auditing the accounts of the Company for the Financial Year 2015-16 (Ordinary Resolution).

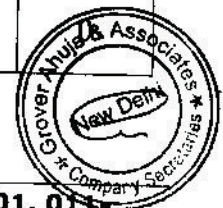
Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
	Nos.	% age	Nos.	% age	Nos.	% age
e-Voting	4292017	1.2	16394	0	0	0
Poll	354382057	98.8	100	0	963	0
Total	358674174	100	16494	0	963	0

Agenda Item No. 4: To Raise the Borrowing Powers of the Board from 15,000 Crores to 18,000 Crores (Special Resolution).

Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
	Nos.	% age	Nos.	% age	Nos.	% age
e-Voting	4239416	1.18	68995	0.02	0	0
Poll	354382157	98.8	0	0	963	0
Total	358621573	99.98	68995	0.02	963	0

Agenda Item No. 5: To Issue Non-Convertible Debentures on Private Placement basis (Special Resolution).

Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
	Nos.	% age	Nos.	% age	Nos.	% age
e-Voting	4239716	1.18	68695	0.02	0	0
Poll	354382157	98.8	0	0	963	0
Total	358621873	99.98	68695	0.02	963	0



Head Off: D-176, Defence Colony, New Delhi-110024, Ph: 41633301, 011-46772201-07

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Agenda Item No. 6: To approve Remuneration payable to The Cost Auditors (Ordinary Resolution).

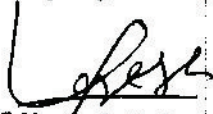
Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
	Nos.	% age	Nos.	% age	Nos.	% age
e-Voting	4291997	1.2	16414	0	0	0
Poll	354382057	98.8	100	0	963	0
Total	358674054	100	16514	0	963	0

The polling papers and other relevant records relating to e-Voting and ballots will be handed over to the Chairman of the Company for safe keeping after the Chairman approves and signs the minutes of the 29th Annual General Meeting.

I pay my sincere thanks to the management of the Company for giving me the opportunity to act the scrutinizer for the purpose voting.

Thanking You.
Yours faithfully,

For Grover Ahuja and Associates
Company Secretaries

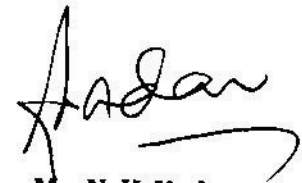


CS Yogesh Pahuja
COP No. 12026
Membership No. 25524



Date: 30th September, 2015

Place: New Delhi



Mr. N. K. Yadav
(CMD, MTNL)

