महानगर टेलीफोन निगम लि॰

(भारत सरकार का उद्यम) Mahanagar Telephone Nigam Ltd. (A Government of India Enterprise)

CIN: L32101DL1986GO1023501





MTNL/SECTT/SE/2015 October 1, 2015

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

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:

DATE OF AGM		SAVE AT MICH			
TOTAL NUMBER OF SHA	REHOI DEPS AS OF	I E VOTE 10 or in			29/09/2015
THO OF STRUKEHOLDERS	PRESENT IN THE N	EETING EITHER	-OFF DATE	.e,	142874
SHAREHOLDER	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
PROMOTER AND PROMOTER GROUP		1	1	354378740	56.25%
PUBLIC	77	0	77	64006	
	77	1		 	0.010%
	TOTAL NUMBER OF SHA NO. OF SHAREHOLDERS IN PERSON OR THROUG SHAREHOLDER PROMOTER AND PROMOTER GROUP PUBLIC TOTAL	TOTAL NUMBER OF SHAREHOLDERS AS OF NO. OF SHAREHOLDERS PRESENT IN THE MIN PERSON OR THROUGH PROXY SHAREHOLDER PRESENT IN PERSON PROMOTER AND PROMOTER GROUP PUBLIC 77 TOTAL 77	TOTAL NUMBER OF SHAREHOLDERS AS ON E-VOTING CUT NO. OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY SHAREHOLDER PRESENT IN PERSON PROMOTER AND PROMOTER GROUP PUBLIC 77 0 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	TOTAL NUMBER OF SHAREHOLDERS AS ON E-VOTING CUT-OFF DATE IN NO. OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY SHAREHOLDER PRESENT IN PERSON PROMOTER AND PROMOTER GROUP PUBLIC 77 1 1 1 1 1 1 1 1 1 1 1 1	TOTAL NUMBER OF SHAREHOLDERS AS ON E-VOTING CUT-OFF DATE i.e, NO. OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY SHAREHOLDER PRESENT IN PERSON PROMOTER AND PROMOTER GROUP PUBLIC 77 0 77 64005

S. R. SAYAL

कायनी सचिव/Company Secretary ग्रहेनि.लि. निगम कार्यालय/M.T.N.L., Corporate Office महानार द्रसंचार सदन/Mahanagar Doorsanchar Sadan 9. सी.जी.ओ. कोंप्यलेक्स, नई दिल्ली-3/9, C.C.O. Complex, New Delhi-3

एस. आर. स्याल

Regd. & Corporate Office : Mahanagar Doorsanchar Sadan, 5th E

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

Encl: As above

एस. आर. स्याल S. R. SAYAL

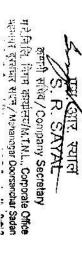
कम्पनी सचिव/Company Secretary म.टे.नि.लि. नियम कार्यालय/M.T.N.L., Corporate Office महानगर दूरसंचार सदन/Mahanegar Doorsanchar Sadan १. सी.जी.ओ. कॉम्प्लेक्स, नई दिल्ली-3/9, C.G.O. Complex, New Delhi-3



S.R. SAYAL S.R. SAYAL नगम कार्यालय/M.T.N.L., Corporate Office नगम कार्यालय/M.T.N.L., Corporate Office नगम सहस्र/ Mahanagar Doorsanchar Sadan स्त्रोक्ता में किसी-1/9,060 Compen, New Delhi-3

•

To appoint directors in place of								
those retiring by rotation:To appoint a director in place of Shri	Public-Others	139804267	124737	0.089222599	100851	23886	80 85091033	177
P.K.Purwar (DIN No.06619060) who				88		T		13.14300500
retires by rotation and being eligible, offers himself for		-		200		_		
reappointment.	Total	630000000	358690620	56,93501905	354479591	4211029	02000000	0.000
			0.00	%0		Z	,0,00,000	% of Votes
				polled on	No. of		% of Votes in	in against
		No. of Shares	No.of Votes	Oustanding	5'	* :	8	Vat
Resolution 2(b)	Promoter/Public	held (1)	polled (2)	Shares			Votes notifed	and to k
0	Promoter and					1	05	namod
	Promoter Group	354378740	354378740	100	354378740	0_	100	
(b) To appoint a director in place of							200	Ì
Shri Sunil Kumar (DIN No.	Public-Institutional			502		70-		
06628803) who retires by rotation	Holders	135816993	4187143	3.082930131	0	4187143	0	
and being eligible, offers himself for	Public-Others	139804267	124637	0.08915107	100751	23886	0.028088559	19 16445357
reappointment.	Total	63000000	358690520	56.93500317	354479491	4211029	98.82599936	1.17400064
				% of Votes		No. of		% of Votes
				polled on	No. of		% of Votes in	in against
		hares	No.of Votes	Oustanding	Votes-in	against	100	on Votes
vesoration 3	Promoter/Public	held (1)	polied (2)	Shares	_		<u>a</u>	polled
8	Promoter and			77	_1			
	Promoter Group	354378740	354378740	100	354378740	0	100	
	Public-Institutional					520		
Statutory Auditors of the Company	Holders	135816993	4187143	3.082930131	4187143	.0_	100	
aiready appointed by the	Public-Others	139804267	124685	0.089185404	108291	16494	86.8516662	13.22853591
Comptroller & Auditor General of India for auditing the accounts of		75 <u>6</u> 2						
the Company for the Financial Year 2015-16. In this connection to pass with or without modifications to		-			<u> </u>			
following resolution, as an Ordinary			_			**		
_	Total	630000000	358690568	56.93501079	358674174	16494	99.99547949 0 004598392	n masag





0.019151605		68695	358621873	56.93501079	358090568	COUNTRIES	1000	Ļ
13.16838433	86.83161567	16419	108266	0.089185404	124685	139804267	Public-Others	resolution as a Special Resolution
1.248488528	98.75151147	52276	4134867	3.082930131	4187143	135816993	Holders	
	ß						Public-Institutional	ements lought
0	100		354378740	100	354378740	354378740	Promoter Group	
polled	Votes polled	(5)	favour (4)	Shares	poned (2)	(T) man	Promoter and	
on Votes	ravour on	Rainst		Surre.			Promotos/Duklia	Resolution 5
ın agaınst	8 111			Oustanding	No of Votes	No. of Shares		
% of Votes	B/ _ (X)	- 55	2	% of Votes				
99.98076476 0.019235242		68995	358621573	56.93501079	358690568	630000000	Total	
	73				ē			
13.40899066	86.59100934	16719	107966	0.089185404	124685	139804267	Public-Others	
1.248488528	98.75151147	52276	4134867	3.082930131	4187143	135816993	Holders	
100							Public-Institutional	
0	100	C	7 334370740					
		0	8	100	354378740	354378740	Promoter Group	Resolution:
			-		la contraction of the contractio		Promoter and	ğ
				- 20	5500			without modification(s), the
								thought fit, to pass, with or
					\$1			Crores: To consider and if
		W5			_	g i	6.7	₹15,000 Crores To ₹
								Powers of the Board From
рошеа	one poneu	1					8	To Raise the Borrowings
nolled.	Votes polled	(5)	favour (4)	Shares	polled (2)	held (1)	Promoter/Public	Kesolution 4
on Votes	favour on	against	Votes-in	Oustanding	No.of Votes	No. of Shares		1
in against	% of Votes in	Vote-	No. of	polled on				
% of Votes		No. of		% of Votes	200		8	





Resolution.	resolution as an Ordinary	modification(s), the following	Posts, territor of the Control of th	to consider and if thought fit, to	to Cost Auditor:- In this connection	Approval of Remuneration payable			Resolution 6			
Total		i apiic Otiicis	Public-Others	Holders	Public-Institutional	10	Promoter Group	Promoter and	Promoter/Public			-
630000000		139804267	130001303	135816993		100	354378740	3 3	held (I)	No. of Shares		
358690568		124685		4187143			354378740		polled (2)	No.of Votes	•	
56.93501079 358674054		0.089185404	I	3.082930131			100	8	Shares	Oustanding	polled on	% of Votes
358674054		108171		4187143	235.	1	354378740		_	Votes-in	No. of	
16514	100 000	16514		2			2			against	Vote-	No. of
99.99539603 0.004603968			TOO	3	1	TOO		1	ed	favour on	% of Votes in in against	
0.004603968		86.75542367 13.24457633	_	<u> </u>		S	<u> </u>	To Care of	polited on votes	Vatar.	in against	% of Votes

एस. और. एयाल S. R. SAYAL क.मते अधिय/Company Secretory त.टी.ती. भेगम कार्यालय/MINL...Corporate Office कहारण दुराधार सदन/Mathanagar Dyorsuncher Bauen g. वाजीओ कार्यालय न्यं दिन्हीर 3/8,000 Compen New Deter 3





GROVER AHUJA & ASSOCIATES

Company Secretaries

Scrutinizer's Report [Pursuant to Section 109 of the Companies Act 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

То

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 evoting 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, Satbhrava 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 far		Votes aga resolu		Inval	d 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 fav			ainst the ution	Invali	d Votes
	Nos.	% age	Nos.	% age	Nos.	% age
e-Voting	97532	0.03	4210879	1.17	0	0
Poll	3 54382059	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 far resolu			ainst the ution	Invali	d 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-

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

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

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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 fav resolu			gainst the lution	Inval	id 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 fav resolu			gainst the lution	Inval	id 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 fav resolu			gainst the lution	Inval	id 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	Stude /

Head Off: D-176, Defence Colony, New Defhi-110024, Ph: 41633301, 013

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

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

Particulars of Business	Votes in far resolu			gainst the lution	Inval	id 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	

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)