

महानगर टेलीफोन निगम लि०

(भारत सरकार का उद्यम)

Mahanagar Telephone Nigam Ltd.

(A Government of India Enterprise)

CIN: L32101DL1986GOI023501



MTNL/SECTT/SE/2017

October 03, 2017

To
The Secretary,
Bombay Stock Exchange (BSE)
National Stock Exchange (NSE)
OTCQX

Sub: Compliance with regulation 30 read with Schedule III, Part-A, Para A(13) of SEBI (LODR), 2015- Minutes of 31st Annual General Meeting of MTNL.

Dear Sir,

Pursuant to regulation 30 read with Schedule III, Part-A, Para A(13) of SEBI (LODR), 2015, please find enclosed a copy of minutes of the 31st Annual General Meeting of the Company held on 27/09/2017 at New Delhi for your information and record.

Thanking You,

Yours faithfully

(S.R. Sayal)

Company Secretary

Encl: As above.

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

फोन कार्यालय : 24319020, फैक्स: 24324243

Regd. & Corporate Office : Mahanagar Doorsanchar Sadan, 5th Floor, 9 CGO Complex, Lodhi Road, New Delhi-110 003 India

Phone Off.: 24319020, Fax : 24324243

आप हमारे साथ हिन्दी में भी पत्राचार कर सकते हैं।

MINUTES OF THE 31ST ANNUAL GENERAL MEETING OF MAHANAGAR TELEPHONE NIGAM LIMITED HELD ON WEDNESDAY THE 27TH SEPTEMBER, 2017 AT 11.30 AM AT THE AUDITORIUM, MAHANAGAR DOORSANCHAR SADAN, 9, CGO COMPLEX, LODHI ROAD, NEW DELHI-110 003.

PRESENT:

1. Shri P.K. Purwar, CMD & Director(Fin)
2. Shri Sunil Kumar, Director (HR&EB)
3. Shri Sanjeev Kumar, Director(Tech)
4. Shri Rakesh Nangia, Director & Chairman-Audit Committee
5. Shri S.P.Rai, ED, Delhi
6. Shri Praveen Punj, ED, Mumbai
7. Shri S.R. Sayal, Company Secretary

Shareholders :

1. Shri Pawan Gupta, Director(PSU-I), DoT (President of India's Nominee)
2. Other Shareholders as per details in the Attendance Register.

At the outset, the Company Secretary informed that he has checked up the attendance at the Registration Counters and the quorum is present. He requested the Chairman to call the meeting to order and proceed with the business of the meeting.

Shri P.K. Purwar, CMD, welcomed all the Members to the 31st Annual General Meeting of the Company, called the meeting to order and proceeded with the business of the meeting.

The Chairman delivered his speech. The Chairman announced that the Audited Accounts for the year ended 31st March, 2017 and Directors' Report together with Addendum thereto and Comments of Comptroller and Auditor General of India on the Accounts of the Company are with the shareholders for quite some time and with their permission the same may be taken as read.

Thereafter, the Chairman requested the Company Secretary to read the Auditors' Report.

The Company Secretary read the Auditors' Report. Thereafter, the floor was kept open for question/answers. Some shareholders asked questions regarding working of the company, its financials and future plans for increasing the revenue. The Chairman replied to the same. The Company Secretary was requested to carry on the proceedings of the meeting further.

The Company Secretary informed the Shareholders that the resolutions moved in the AGM for their approval are contained in the notice calling meeting which has been sent to all Shareholders twenty one days in advance by registered post. The Annual Report has been sent by e-mail to those shareholders who have provided their E-mail IDs and by book post to the others. As per the provisions of the Companies Act, 2013 and Listing Regulations, the Shareholders had to cast their vote electronically (through remote E-voting) and hoped that all of the shareholders have casted their vote. The Company Secretary requested the shareholders that in case anybody has not been able to cast his vote electronically, he may cast physical vote for which Ballot Papers have been provided to them at the Registration Counters. They may drop their, duly completed Ballot Papers in the Box kept in the meeting hall. It was also informed that the result of Polling (Electronic and Physical Ballot together) will be announced after the scrutinizer, M/s Hemant Singh & Associates, Company Secretaries, will submit their report. The result of Polling will be announced within 48 hours and will be posted on Company's Website and also it will be filed on the website of National Stock Exchange (NSE), Bombay Stock Exchange (BSE), National Securities Depository Ltd. (NSDL) and Central Depository Services Ltd (CDSL).

Thereafter, the empty Ballot Box was opened in the presence of all the Shareholders by the Scrutinizer, Mr. Hemant Singh of M/s Hemant Singh & Associates and shown to everybody and locked. The Shareholders including the President's Nominee had dropped their Ballot Papers in the locked Ballot Box.

8

The polled papers were scrutinized & reconciled with the records maintained by the RTA and the authorization/Proxies lodged with the Company. Thereafter, the Scrutinizer submitted his Report after compiling the remote e-votes & physically polled ballot papers. The result of the poll was declared as under:

I. ORDINARY BUSINESS

Item No.1 To receive, consider and adopt the audited Standalone Financial Statements and consolidated Financial statements for the Year ended 31st March, 2017, the reports of the Board of Directors and Auditors thereon and the Comments of the Comptroller and Auditor General of India (C&AG) thereon.

99.40% shareholders voted in favour of the resolution while 0.60% voted against the resolution. The following resolution was passed as an Ordinary Resolution:-

***“RESOLVED THAT** the Standalone Financial Statements and Consolidated Financial Statements of the Company as at 31st. March, 2017 and the Reports of the Directors and Auditors & Comments of C&AG thereon be and are hereby adopted”.*

Item No.2 To appoint a Director in place of Shri Amit Yadav (DIN: 06491798), who retires by rotation and being eligible, offers himself for re-appointment.

99.40% shareholders voted in favour of the resolution while 0.60% voted against the resolution. The resolution following was passed as on Ordinary Resolution:-

***“RESOLVED THAT** Shri Amit Yadav (DIN: 06491798), who retires by rotation and being eligible, offered himself for re-appointment, be and is hereby appointed as Director of the Company, liable to retire by rotation as per the provisions of the Companies Act, 2013.”*

E

Item No.3 To appoint a Director in place of Shri Sanjeev Kumar (DIN: 07566882), who retires by rotation and being eligible, offers himself for re-appointment.

99.40% shareholders voted in favour of the resolution while 0.60% voted against the resolution. The resolution following was passed as on Ordinary Resolution:-

***“RESOLVED THAT** Shri Sanjeev Kumar (DIN: 07566882), who retires by rotation and being eligible, offered himself for re-appointment, be and is hereby appointed as Director of the Company, liable to retire by rotation as per the provisions of the Companies Act, 2013.”*

Item No.4 To fix the remuneration of the Statutory Auditors of the Company to be appointed by the Comptroller and Auditor General of India for auditing the account of the Company for the financial year 2017-18.

Total of 99.40% Shareholders voted in favour of the resolution while 0.60% voted against the resolution. The following resolution was passed as an Ordinary Resolution:-

***“RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to decide and fix the remuneration of the Statutory Auditors of the Company, appointed by the C&AG for the FY 2017-18, as may be deemed fit.”*

II. SPECIAL BUSINESS:

Item No.5 To approve issue of Non-Convertible Debentures on Private Placement basis.

Total of 99.97% Shareholders voted in favour of the resolution while 0.03% voted against the resolution. The following resolution was passed as a Special Resolution:-

***“RESOLVED THAT** pursuant to the provisions of Section 42 & Section 71 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus And Allotment of Securities) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to the provisions of the Articles of Association of the Company, approval of the members be and is hereby accorded to authorize the Board of Directors of the Company to offer or invite subscription of Govt. Guaranteed/ Unsecured/ Listed/ Redeemable non-convertible debentures in the nature of*



Bonds (NCDs), in one or more series/tranches, aggregating up to Rs.5500 crores on private placement basis, on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including the timing/date of issue of debenture, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto."

Item No.6 To Approve Remuneration payable to Cost Auditors.

Total of 99.91% Shareholders voted in favour of the resolution while 0.09% voted against the resolution.

The following resolution was passed as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, including any Statutory modification(s) or re-enactment thereof, for the time being in force, the Cost Auditors appointed by the Board of Directors of the Company M/s. R.M. Bansal & Co. , to conduct the audit of the Company for the Financial Year 2017-18, be paid the remuneration of ₹1,12,100/- inclusive of 18% GST and out of pocket expenses as applicable, as set out in the statement in the Notice convening this Meeting."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution".

The meeting started at 11.30 A.M and ended at 12.30 P.M.

The quorum remained present throughout the meeting.

The chairman declared the meeting as closed by thanking all the shareholders for sparing their valuable time to attend the meeting and for their support in passing the resolutions in the meeting.

Place : New Delhi.

Date : 29.9.2017


(P.K. PURWAR)
Chairman & Managing Director


एस. आर. स्याल
S. R. SAYAL
कम्पनी सचिव / Company Secretary 5
म.टे.नि.लि. निगम कार्यालय/M.T.N.L., Corporate Office
महानगर दूरसंचार सदन / Mahanagar Doorsanjhar Sadan
9, सी.जी.ओ. कॉम्प्लेक्स नई दिल्ली-3, 9, C.G.O. Complex, New Delhi-3