

**MTNL/SECTT/SE/2018****September 29, 2018**

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

Dear Sir/Madam,

**SUB: Regulation 44(3) of the SEBI (LODR), 2015-Voting Results of 32<sup>nd</sup> AGM held on 28<sup>th</sup> September, 2018.**

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 Friday, 28 September, 2018 at 11:30 A.M., transacted the following business:

S.NO.	DESCRIPTION					
A.	DATE OF AGM					28/09/2018
B.	TOTAL NO. OF SHAREHOLDERS ON RECORD DATE					133454
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	1	0	1	354378740	56.25%
	PUBLIC	38	0	38	1162	0.00%
	TOTAL	39	0	39	354379902	56.25%
D.	No. of shareholders attended the meeting through Video Conferencing-No video Conferencing facility was made available.					

पंजीकृत एवं निगम कार्यालय : महानगर दूरसंचार सदन, 5वां 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

[www.mtnl.net.in](http://www.mtnl.net.in)

आप हमारे साथ हिन्दी में भी पत्राचार कर सकते हैं।

**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 Friday, 28<sup>th</sup> September, 2018 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. 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

**MAHANAGAR TELEPHONE NIGAM LIMITED**

Voting result of the 32nd ANNUAL GENERAL MEETING of the Company Held on September 28, 2018

Date of AGM	28-Sep-18
Total No. of shareholders as on Record Date (21/09/2018)	133454
No of shareholders present in the meeting either in person or through proxy:	39
Promoters and Promoters Group	1
Public	38
No of shareholders attended the meeting through Video Conferencing	Facility was not provided
Promoters and Promoters Group	
Public	

Detail of the Agenda:

Item No. 1	To receive, consider and adopt the audited standalone and the consolidated Financial Statements of the company for the Financial Year ended 31st March 2018, the reports of the Board of Directors and Auditors thereon and the comments of the Comptroller and Auditor General of India (C & AG) thereon.							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held	No. of votes Polled	% of votes Polled on Outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	354378740		-	0	0	0.0000	0.0000
	Poll		354378740	100.0000	354378740	0	100.0000	0.0000
	Postal Ballot (if Any)							
	<b>TOTAL</b>	<b>354378740</b>	<b>354378740</b>	<b>100.0000</b>	<b>354378740</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutional holders	E-Voting	129082565	122315349	94.7575	122315349	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	<b>TOTAL</b>	<b>129082565</b>	<b>122315349</b>	<b>94.7575</b>	<b>122315349</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Non Institutional holders	E-Voting	146538695	63773	0.0435	46646	17127	73.1438	26.8562
	Poll		1162	0.0008	1162	0	100.0000	0.0000
	Postal Ballot (if Any)							
	<b>TOTAL</b>	<b>146538695</b>	<b>64935</b>	<b>0.0443</b>	<b>47808</b>	<b>17127</b>	<b>73.6244</b>	<b>26.3756</b>
<b>G-TOTAL</b>		<b>630000000</b>	<b>476759024</b>	<b>75.6760</b>	<b>476741897</b>	<b>17127</b>	<b>99.9964</b>	<b>0.0036</b>



Item No. 2	To appoint a director in place of Shri Sunil Kumar (DIN No.06628803) who retires by rotation and being eligible, offers himself for reappointment, in this connection to consider and if thought fit, pass, with or without modification(s), the following resolution as an Ordinary Resolution								
Resolution required: (Ordinary/ Special)	Ordinary								
Whether promoter/ promoter group are interested in the agenda/resolution?	NO								
Category	Mode of Voting	No. of shares held	No. of votes Polled	% of votes Polled on Outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	354378740		-	0	0	0.0000	0.0000	
	Poll		354378740	100.0000	354378740	0	100.0000	0.0000	
	Postal Ballot (if Any)								
	TOTAL	354378740	354378740	100.0000	354378740	0	100.0000	0.0000	
Public - Institutional holders	E-Voting	129082565		122315349	94.7575	122315349	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if Any)								
	TOTAL	129082565	122315349	94.7575	122315349	0	100.0000	0.0000	
Public - Non Institutional holders	E-Voting	146538695		64273	0.0439	36127	28146	56.2087	43.7913
	Poll		1162	0.0008	962	200	82.7883	17.2117	
	Postal Ballot (if Any)								
	TOTAL	146538695	65435	0.0447	37089	28346	56.6807	43.3193	
G-TOTAL		630000000	476759524	75.6761	476731178	28346	99.9941	0.0059	

Item No. 3	To appoint a director in place of Smt. Tiakala Lynda Yaden (DIN No.07522884) who retires by rotation and being eligible, offers himself for reappointment, in this connection to consider and if thought fit, pass, with or without modification(s), the following resolution as an Ordinary Resolution							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held	No. of votes Polled	% of votes Polled on Outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	354378740		-	0	0	0.0000	0.0000
	Poll		354378740	100.0000	354378740	0	100.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	354378740	354378740	100.0000	354378740	0	100.0000	0.0000



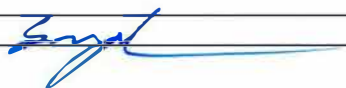
Public - Institutional holders	E-Voting	129082565	122315349	94.7575	122059257	256092	99.7906	0.2094
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	129082565	122315349	94.7575	122059257	256092	99.7906	0.2094
Public - Non Institutional holders	E-Voting	146538695	60318	0.0412	36002	24316	59.6870	40.3130
	Poll		1162	0.0008	962	200	82.7883	17.2117
	Postal Ballot (if Any)							
	TOTAL	146538695	61480	0.0420	36964	24516	60.1236	39.8764
G-TOTAL		630000000	476755569	75.6755	476474961	280608	99.9411	0.0589

Item No. 4	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 2018-19. In this connection to pass with or without modifications the following resolution, as an Ordinary Resolution							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held	No. of votes Polled	% of votes Polled on Outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	354378740		-	0	0	0.0000	0.0000
	Poll		354378740	100.0000	354378740	0	100.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	354378740	354378740	100.0000	354378740	0	100.0000	0.0000
Public - Institutional holders	E-Voting	129082565	122315349	94.7575	122315349	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	129082565	122315349	94.7575	122315349	0	100.0000	0.0000
Public - Non Institutional holders	E-Voting	146538695	63748	0.0435	44825	18923	70.3159	29.6841
	Poll		1162	0.0008	962	200	82.7883	17.2117
	Postal Ballot (if Any)							
	TOTAL	146538695	64910	0.0443	45787	19123	70.5392	29.4608
G-TOTAL		630000000	476758999	75.6760	476739876	19123	99.9960	0.0040



Item No. 5	To Raise the borrowing Powers of the Board from Rs. 18,000 Crores to Rs. 25,000 Crores.								
Resolution required: (Ordinary/ Special)	Special								
Whether promoter/ promoter group are interested in the agenda/resolution?	NO								
Category	Mode of Voting	No. of shares held	No. of votes Polled	% of votes Polled on Outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	354378740		-	0	0	0.0000	0.0000	
	Poll		354378740	100.0000	354378740	0	100.0000	0.0000	
	Postal Ballot (if Any)								
TOTAL		354378740	354378740	100.0000	354378740	0	100.0000	0.0000	
Public - Institutional holders	E-Voting	129082565		3800636	2.9443	3544544	256092	93.2619	6.7381
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if Any)								
TOTAL		129082565	3800636	2.9443	3544544	256092	93.2619	6.7381	
Public - Non Institutional holders	E-Voting	146538695		63248	0.0432	33914	29334	53.6207	46.3793
	Poll		1162	0.0008	902	260	77.6248	22.3752	
	Postal Ballot (if Any)								
TOTAL		146538695	64410	0.0440	34816	29594	54.0537	45.9463	
G-TOTAL		630000000	358243786	56.8641	357958100	285686	99.9203	0.0797	

Item No. 6	To approve the issue of Non Convertible Debentures on Private placement basis							
Resolution required: (Ordinary/ Special)	Special							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held	No. of votes Polled	% of votes Polled on Outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	354378740		-	0	0	0.0000	0.0000
	Poll		354378740	100.0000	354378740	0	100.0000	0.0000
	Postal Ballot (if Any)							
TOTAL		354378740	354378740	100.0000	354378740	0	100.0000	0.0000



Public - Institutional holders	E-Voting	129082565	3800636	2.9443	3544544	256092	93.2619	6.7381
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	129082565	3800636	2.9443	3544544	256092	93.2619	6.7381
Public - Non Institutional holders	E-Voting	146538695	63411	0.0433	41118	22293	64.8436	35.1564
	Poll		1162	0.0008	962	200	82.7883	17.2117
	Postal Ballot (if Any)							
	TOTAL	146538695	64573	0.0441	42080	22493	65.1666	34.8334
G-TOTAL		630000000	358243949	56.8641	357965364	278585	99.9222	0.0778

Item No. 7	To increase the Authorised Share Capital of MTNL from Rs. 800 Crores to Rs. 10,000 Crores							
Resolution required: (Ordinary/ Special)	Special							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held	No. of votes Polled	% of votes Polled on Outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	354378740		-	0	0	0.0000	0.0000
	Poll		354378740	100.0000	354378740	0	100.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	354378740	354378740	100.0000	354378740	0	100.0000	0.0000
Public - Institutional holders	E-Voting	129082565	122315349	94.7575	122059257	256092	99.7906	0.2094
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	129082565	122315349	94.7575	122059257	256092	99.7906	0.2094
Public - Non Institutional holders	E-Voting	146538695	63401	0.0433	43678	19723	68.8917	31.1083
	Poll		1162	0.0008	902	260	77.6248	22.3752
	Postal Ballot (if Any)							
	TOTAL	146538695	64563	0.0441	44580	19983	69.0488	30.9512
G-TOTAL		630000000	476758652	75.6760	476482577	276075	99.9421	0.0579

Item No. 8	Appointment of Shri Chinmay Basu ( DIN: 02105505) as an Independent Director								
Resolution required: (Ordinary/ Special)	Ordinary								
Whether promoter/ promoter group are interested in the agenda/resolution?	NO								
Category	Mode of Voting	No. of shares held	No. of votes Polled	% of votes Polled on Outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	354378740		-	0	0	0.0000	0.0000	
	Poll		354378740	100.0000	354378740	0	100.0000	0.0000	
	Postal Ballot (if Any)								
	TOTAL	354378740	354378740	100.0000	354378740	0	100.0000	0.0000	
Public - Institutional holders	E-Voting	129082565		122315349	94.7575	122315349	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if Any)								
	TOTAL	129082565	122315349	94.7575	122315349	0	100.0000	0.0000	
Public - Non Institutional holders	E-Voting	146538695		63530	0.0434	41197	22333	64.8465	35.1535
	Poll		1162	0.0008	962	200	82.7883	17.2117	
	Postal Ballot (if Any)								
	TOTAL	146538695	64692	0.0441	42159	22533	65.1688	34.8312	
G-TOTAL		630000000	476758781	75.6760	476736248	22533	99.9953	0.0047	

Item No. 9	Appointment of Shri K.B. Gokulchandran (DIN : 07969005) as an Independent Director							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held	No. of votes Polled	% of votes Polled on Outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	354378740		-	0	0	0.0000	0.0000
	Poll		354378740	100.0000	354378740	0	100.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	354378740	354378740	100.0000	354378740	0	100.0000	0.0000



Public - Institutional holders	E-Voting	129082565	122315349	94.7575	122315349	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	129082565	122315349	94.7575	122315349	0	100.0000	0.0000
Public - Non Institutional holders	E-Voting	146538695	64073	0.0437	41278	22795	64.4234	35.5766
	Poll		1162	0.0008	962	200	82.7883	17.2117
	Postal Ballot (if Any)							
	TOTAL	146538695	65235	0.0445	42240	22995	64.7505	35.2495
G-TOTAL		630000000	476759324	75.6761	476736329	22995	99.9952	0.0048

Item No. 10	Appointment of Smt. G. Padmaja Reddy (DIN: 06464905) as an Independent Director							
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Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							

Category	Mode of Voting	No. of shares held	No. of votes Polled	% of votes Polled on Outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	354378740	-	-	0	0	0.0000	0.0000
	Poll		354378740	100.0000	354378740	0	100.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	354378740	354378740	100.0000	354378740	0	100.0000	0.0000
Public - Institutional holders	E-Voting	129082565	122315349	94.7575	122315349	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	129082565	122315349	94.7575	122315349	0	100.0000	0.0000
Public - Non Institutional holders	E-Voting	146538695	63473	0.0433	40480	22993	63.7751	36.2249
	Poll		1162	0.0008	962	200	82.7883	17.2117
	Postal Ballot (if Any)							
	TOTAL	146538695	64635	0.0441	41442	23193	64.1170	35.8830
G-TOTAL		630000000	476758724	75.6760	476735531	23193	99.9951	0.0049



Item No. 11	Appointment of Smt. Suneeta Trivedi (DIN: 06742087) as an Independent Director							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held	No. of votes Polled	% of votes Polled on Outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	354378740		-	0	0	0.0000	0.0000
	Poll		354378740	100.0000	354378740	0	100.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	354378740	354378740	100.0000	354378740	0	100.0000	0.0000
Public - Institutional holders	E-Voting	129082565	122315349	94.7575	122059257	256092	99.7906	0.2094
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	129082565	122315349	94.7575	122059257	256092	99.7906	0.2094
Public - Non Institutional holders	E-Voting	146538695	61868	0.0422	40183	21685	64.9496	35.0504
	Poll		1162	0.0008	962	200	82.7883	17.2117
	Postal Ballot (if Any)							
	TOTAL	146538695	63030	0.0430	41145	21885	65.2784	34.7216
G-TOTAL		630000000	476757119	75.6757	476479142	277977	99.9417	0.0583

Item No. 12	To Approve the Remuneration payable to Cost Auditors							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held	No. of votes Polled	% of votes Polled on Outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	354378740		-	0	0	0.0000	0.0000
	Poll		354378740	100.0000	354378740	0	100.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	354378740	354378740	100.0000	354378740	0	100.0000	0.0000



Public - Institutional holders	E-Voting	129082565	122315349	94.7575	122315349	0	100.0000	0.00
	Poll		0	0.0000	0	0	0.0000	0.00
	Postal Ballot (if Any)							
	<b>TOTAL</b>	<b>129082565</b>	<b>122315349</b>	<b>94.7575</b>	<b>122315349</b>	<b>0</b>	<b>100.0000</b>	<b>0.00</b>
Public - Non Institutional holders	E-Voting	146538695	63748	0.0435	44615	19133	69.9865	30.00
	Poll		1162	0.0008	962	200	82.7883	17.20
	Postal Ballot (if Any)							
	<b>TOTAL</b>	<b>146538695</b>	<b>64910</b>	<b>0.0443</b>	<b>45577</b>	<b>19333</b>	<b>70.2157</b>	<b>29.70</b>
<b>G-TOTAL</b>		<b>630000000</b>	<b>476758999</b>	<b>75.6760</b>	<b>476739666</b>	<b>19333</b>	<b>99.9959</b>	<b>0.00</b>

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, Luthi Road, New Delhi-3

## Consolidated Scrutinizer's Report

[Pursuant to Section 108, 109 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Amendment Rules, 2015, Rule 21 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

**The Chairman,**

32<sup>nd</sup> (Thirty Second) Annual General Meeting (AGM) of the Members of **Mahanagar Telephone Nigam Limited** held on Friday, September 28, 2018 at 11:30 A.M. at Auditorium, Mahanagar Doorsanchar Sadan, 9 CGO Complex, Lodhi Road, New Delhi-110003.

Dear Sir,

I, Hemant Kumar Singh, Partner of M/s Hemant Singh & Associates, Company Secretaries, at 306, Surya Complex, 21, Veer Savarkar Block, Shakarpur, Delhi-110092, was appointed as Scrutinizer by the Board of Directors of **Mahanagar Telephone Nigam Limited** (the Company) for the purpose of scrutinizing e-voting process (remote e-voting) and voting by use of ballot at the AGM pursuant to section 108 and 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the below mentioned resolutions proposed at the 32<sup>nd</sup> Annual General Meeting of the members of the Company held on Friday, September 28, 2018 at 11:30 A.M. at Auditorium, Mahanagar Doorsanchar Sadan, 9 CGO Complex, Lodhi Road, New Delhi-110003, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by use of ballots by the shareholders on the resolutions proposed in notice of the 32<sup>nd</sup> 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 reports generated from the electronic voting system provided by National Securities Depository Limited (NDSL) and the report generated physically for voting by use of ballots at the meeting.



2. In accordance with the Notice of the 32<sup>nd</sup> Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on September 5, 2018, the remote e-voting opened at 9:00 A.M. (IST) on September 25, 2018 and remained open till 5:00 P.M. (IST) on September 27, 2018.
3. The Equity Shareholders holding shares as on September 21, 2017, were entitled to vote on the resolutions stated in the Notice of the 32<sup>nd</sup> Annual General Meeting of the Company.
4. After declaration of voting by use of ballot by the Chairman at the meeting, ballot boxes were locked and kept for voting duly marked by identification mark placed on them. The ballot boxes subsequently on close of voting hours, were opened in the presence of two witnesses who are not the employees of the company, and ballots received were serially numbered, sorted, signatures verified and were scrutinized and initialled by the scrutinizer. The ballots were reconciled with the records maintained by the Company/ Registrar and Transfer Agent (R&TA) of the Company and authorizations/ proxies lodged with the Company. The votes were also scrutinized for the purpose of eliminating duplicate voting i.e. on remote e-voting as well as by use of ballot.
5. The ballots, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. The votes cast by use of Ballots at the meeting were first counted physically.
6. The votes on remote e-voting were unblocked at around 12:50 p.m, 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 National Securities Depository Limited (NSDL) (<https://www.evoting.nsdl.com/>) and the same will be handed over to the Chairman.
7. The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

a) **Resolution-1: Ordinary Business-Ordinary Resolution**

To receive, consider and adopt the audited standalone and consolidated Financial Statements of the company for the Financial Year 2017-18 as at 31st March 2018, 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 vote cast by them	% of total number of valid votes cast
Remote e-Voting	111	122361995	
Voting by poll	7	354379902	
Total	118	476741897	99.9964

(ii) Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	10	17127	
Voting by poll	-	-	
Total	10	17127	0.0036

(iii) **Invalid** votes:

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

b) **Resolution-2: Ordinary Business-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 of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	98	122351476	
Voting by poll	6	354379702	
Total	104	476731178	99.9940

Voted against the resolution:

Mode of Voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	24	28146	
Voting by poll	1	200	
Total	25	28346	0.0060

(ii) **Invalid** votes:

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



### c) Resolution-3: Ordinary Business-Ordinary Resolution

To appoint a director in place of Smt.Tiakala Lynda Yaden (DIN- 07522884) who retires by rotation and being eligible, offers herself for reappointment.

(i) Voted in **favour** of the resolution:

Mode of voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	95	122095259	
Voting by poll	6	354379702	
Total	101	476474961	99.9411

Voted against the resolution:

Mode of Voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	22	280408	
Voting by poll	1	200	
Total	23	280608	0.0589

(ii) **Invalid** votes:

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

### d) Resolution-4: Ordinary Business-Ordinary Resolution

To fix the remuneration of the Statutory Auditors of the Company appointed by the Comptroller and Auditor General of India for auditing the accounts of the Company for the Financial Year 2018-19.

(i) Voted in **favour** of the resolution:

Mode of voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	106	122360174	
Voting by poll	6	354379702	
Total	112	476739876	99.9960

Voted against the resolution:

Mode of Voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	14	18923	
Voting by poll	1	200	
Total	15	19123	0.0040

(ii) **Invalid** votes:

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



**e) Resolution-5: Special Business-Special Resolution**

To Raise the Borrowing Powers of the Board from Rs. 18,000 Crores to Rs. 25,000 Crores.

(i) Voted in **favour** of the resolution:

Mode of voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	68	3578458	
Voting by poll	5	354379642	
Total	73	357958100	99.9203

Voted against the resolution:

Mode of Voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	27	285426	
Voting by poll	2	260	
Total	29	285686	0.0797

(ii) **Invalid** votes:

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

**f) Resolution-6: Special Business- Special Resolution**

To approve the Issue of Non-Convertible Debentures up to 5500 crores on Private Placement basis.

(i) Voted in **favour** of the resolution:

Mode of voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	73	3585662	
Voting by poll	6	354379702	
Total	79	357965364	99.9222

Voted against the resolution:

Mode of Voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	21	278385	
Voting by poll	1	200	
Total	22	278585	0.0778

(ii) **Invalid** votes:

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





### g) Resolution-7: Special Business- Special Resolution

To Increase the Authorized Share Capital of MTNL from Rs. 800 Crores to Rs. 10,000 Crores.

(i) Voted in **favour** of the resolution:

Mode of voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	103	122102935	
Voting by poll	5	354379642	
Total	108	476482577	99.9421

Voted against the resolution:

Mode of Voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	15	275815	
Voting by poll	2	260	
Total	17	276075	0.0579

(ii) **Invalid** votes:

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

### h) Resolution-8: Special Business- Ordinary Resolution

Appointment of Shri Chinmay Basu (DIN: 02105505) as an Independent Director.

(i) Voted in **favour** of the resolution:

Mode of voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	96	122356546	
Voting by poll	6	354379702	
Total	102	476736248	99.9953

Voted against the resolution:

Mode of Voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	21	22333	
Voting by poll	1	200	
Total	22	22533	0.0047

(ii) **Invalid** votes:

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



### i) Resolution-9: Special Business- Ordinary Resolution

Appointment of Shri K.B. Gokulchandran (DIN: 07969005) as an Independent Director.

(i) Voted in **favour** of the resolution:

Mode of voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	98	122356627	
Voting by poll	6	354379702	
Total	104	476736329	99.9952

Voted against the resolution:

Mode of Voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	23	22795	
Voting by poll	1	200	
Total	24	22995	0.0048

(ii) **Invalid** votes:

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

### j) Resolution-10: Special Business- Ordinary Resolution

Appointment of Smt. G. Padmaja Reddy (DIN: 06464905) as an Independent Director.

(i) Voted in **favour** of the resolution:

Mode of voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	96	122355829	
Voting by poll	6	354379702	
Total	104	476735531	99.9951

Voted against the resolution:

Mode of Voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	23	22993	
Voting by poll	1	200	
Total	24	23193	0.0049

(ii) **Invalid** votes:

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



### k) Resolution-11: Special Business- Ordinary Resolution

Appointment of Smt. Suneeta Trivedi (DIN: 06742087) as an Independent Director.

(i) Voted in **favour** of the resolution:

Mode of voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	95	122099440	
Voting by poll	6	354379702	
Total	101	476479142	99.9417

Voted against the resolution:

Mode of Voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	23	277777	
Voting by poll	1	200	
Total	24	277977	0.0583

(ii) **Invalid** votes:

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

### l) Resolution-12: Special Business- Ordinary Resolution

Approval of Remuneration payable to Cost Auditors.

(i) Voted in **favour** of the resolution:

Mode of voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	106	122359964	
Voting by poll	6	354379702	
Total	112	476739666	99.9959

Voted against the resolution:

Mode of Voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	14	19133	
Voting by poll	1	200	
Total	15	19333	0.0041

(ii) **Invalid** votes:

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



8. All electronic data and all relevant records of electronic voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 32<sup>nd</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Based on the above voting, all resolutions as set out in the notice convening 32<sup>nd</sup> AGM of the company are passed with requisite majority. Accordingly, I request the chairman to announce the results of the meeting.


For Hemant Singh & Associates  
(Company Secretaries)

Date: 29.09.2018  
Place: Delhi



  
Hemant Kumar Singh  
Partner  
FCS-6033  
C.P. No. 6370

Countersigned by:-

  
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-110 002 / C.G.O. Complex, Connaught Road, New Delhi-3