



MTNL/SECTT/SE/2019
September 27, 2019

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

SUB: Regulation 44(3) of the SEBI (LODR), 2015-Voting Results of 33rd AGM held on 27th September, 2019.

Dear Sir/Madam,

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, 27th September, 2019 at 11:30 A.M., transacted the following business:

S.NO.	DESCRIPTION					
A.	DATE OF AGM					27/09/2019
B.	TOTAL NO. OF SHAREHOLDERS ON RECORD DATE i.e. 20/09/2019					136477
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	39	0	39	11409	0.00%
	TOTAL	40	0	40	354390149	56.25%
D.	No. of shareholders attended the meeting through Video Conferencing-No video Conferencing facility was made available.					


27/9/19

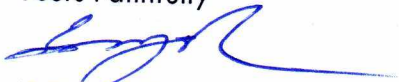
पंजीकृत एवं निगम कार्यालय : महानगर दूरसंचार सदन, 5 वां तल, 9 सी.जी.ओ. कॉम्प्लेक्स, लोधी रोड, नई दिल्ली-110003
फ़ोन कार्यालय : 24319020, फ़ैक्स : 24324243
Regd. & Corporate Office : Mahanagar Doorsanchar Sadan, 5th Floor, 9 CGO Complex, Lodhi Road, New Delhi-110003 India
Phone Off.: 24319020, Fax : 24324243
आप हमारे साथ हिन्दी में भी पत्राचार कर सकते हैं।

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, 27th September, 2019 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

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,

33rd(Thirty third) Annual General Meeting(AGM) of the Members of **Mahanagar Telephone Nigam Limited** held on Friday, 27th September 2019 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 33rdAnnual General Meeting of the members of the Company held on Friday, 27th September 2019 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 33rdAnnual 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 Central Depository Services (India) Limited (CDSL) and the report generated physically for voting by use of ballots at the meeting.



2. In accordance with the Notice of the 33rd 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 4, 2019, the remote e-voting opened at 9:00 A.M.(IST) on September 24, 2019 and remained open till 5:00 P.M. (IST) on September 26, 2019.
3. The Equity Shareholders holding shares as on September 20, 2019, were entitled to vote on the resolutions stated in the Notice of the 33rd 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 12.34 PM, 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 Central Depository Services (India) Limited (<https://www.evotingindia.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

1. To receive, consider and adopt the audited standalone and consolidated Financial Statements of the company for the Financial Year 2018-19 as at 31st March 2019, 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	68	2442958	
Voting by poll	9	354379558	
Total	77	356822516	99.9885

(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	11	41208	
Voting by poll	-	-	-
Total	11	41208	0.0115

(iii) **Invalid** votes:

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

b) Resolution-2: Ordinary Business-Ordinary Resolution

2. To appoint a director in place of Shri Sanjeev Kumar (DIN- 07566882) 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	67	87301611	
Voting by poll	9	354379558	
Total	76	441681169	99.9903

(ii) 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	19	42833	
Voting by poll	-	-	-
Total	19	42833	0.0097

(iii) **Invalid** votes:

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

c) Resolution-3: Ordinary Business-Ordinary Resolution

To appoint a director in place of Shri Milind Vijay Joshi (DIN- 08273959) 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	66	87301474	
Voting by poll	9	354379558	
Total	75	441681032	99.9903

(ii) 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	42980	
Voting by poll	-	-	
Total	21	42980	0.0097

(iii) **Invalid** votes:

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

d) Resolution-4: Ordinary Business-Ordinary Resolution

To fix the remuneration of the Statutory Auditors of the Company appointed by the Comptroller & Auditor General of India for auditing the accounts of the Company for the Financial Year 2019-20.

(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	69	87301862	
Voting by poll	9	354379558	
Total	78	441681420	99.9904

(ii) 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	17	42582	
Voting by poll	-	-	
Total	17	42582	0.0096

(iii) **Invalid** votes:

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

e) Resolution-5: Special Business-Special Resolution

Re-Appointment of Shri Ashok Mittal (DIN - 06581045), Non-Official Part-Time (Independent) Director of the Company.



(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	64	86870338	
Voting by poll	9	354379558	
Total	73	441249896	99.8927

(ii) 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	474056	
Voting by poll	-	-	-
Total	21	474056	0.1073

(iii) **Invalid** votes:

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

f) Resolution-6: Special Business-Special Resolution

Re-Appointment of Shri Rakesh Nangia (DIN - 00147386), Non-Official Part-Time (Independent) Director of the Company.

(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	63	86870351	
Voting by poll	9	354379558	
Total	72	441249909	99.8927

(ii) 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	474043	
Voting by poll	-	-	-
Total	22	474043	0.1073

(iii) **Invalid** votes:

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



g) Resolution-7: Special Business-Ordinary Resolution

To Approve the 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	66	87301274	
Voting by poll	9	354379558	
Total	75	441680832	99.9902

(ii) 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	20	43170	
Voting by poll	-	-	-
Total	20	43170	0.0098

(iii) **Invalid** votes:

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

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 33rd Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

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




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

Date: 27.09.2019
Place: Delhi

Counter Signed By:


Mr. S. R. Sayal
Company Secretary