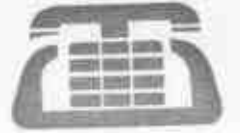


महानगर टेलीफोन निगम लि.

(भारत सरकार का उद्यम)

Mahanagar Telephone Nigam Ltd.

(A Government of India Enterprise)



MTNL/SECTT/SE/2013

October 5, 2013

The Secretary, Stock Exchanges
Delhi/Mumbai/Calcutta/Chennai
National Stock Exchange, OTCQX

Sub: Minutes of 27th Annual General Meeting.

Dear Sir,

Pursuant to clause 31(d) of the Listing Agreement, please find enclosed a copy of the minutes of the 27th Annual General Meeting of the Company held on 30th September, 2013 at New Delhi.

This is for your information and record.

Thanking you,

Yours truly,


(S.R. SAYAL)
COMPANY SECRETARY

Encl.: As above.

पंजीकृत एवं निगम कार्यालय : महानगर दूरसंचार सदन, 5 वां 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-110003 India
Phone Off : 24319020, Fax : 24324243

आप हमारे साथ हिन्दी में भी पत्राचार कर सकते हैं।

MINUTES OF THE 27TH ANNUAL GENERAL MEETING OF MAHANAGAR
TELEPHONE NIGAM LIMITED HELD ON 30TH SEPTEMBER, 2013 AT 11.15 AM AT
THE AUDITORIUM, 1ST FLOOR, MAHANAGAR DOORSANCHAR SADAN, 9, CGO
COMPLEX, LODHI ROAD, NEW DELHI-110 003.

PRESENT:

1. Shri A.K.Garg, Chairman & Managing Director
2. Shri P.K. Purwar, Director(Fin)
3. Shri Sunil Kumar, Director(HR)
4. Shri B.K. Mittal, ED (Delhi) - MTNL
5. Shri D.P. Singh, CGM (WS) - MTNL
6. Shri S.R. Sayal, Company Secretary

Shareholders

1. Shri Ashok Nakra, Director(PSA), DOT & President of India's Nominee
2. Shri U.K.Sinha, Under Secretary, DOT
3. Other shareholders as per details in the Attendance Register.

At the outset, the Company Secretary informed that he has checked 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.

Accordingly, Shri A.K.Garg, CMD, called the meeting to order, welcomed all the Members to the 27th Annual General Meeting of the Company and delivered his Speech.

The Chairman announced that the Audited Accounts for the year ended 31st March, 2013 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 times 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, financials, and future plans of the company for increasing the revenue. The Chairman replied to the same. Then the following business was taken up in the meeting:-

I. ORDINARY BUSINESS

Item No.1 To receive consider and adopt the audited Balance Sheet of the Company as at 31st March, 2013 and the Profit & Loss Account for the year ended on that date together with the Reports of the Auditors and Directors thereon and the Comments of the Comptroller and Auditor General of India thereon under Section 619(4) of the Companies Act, 1956.

Proposed by Shri Ashok Nakra, the President of India's nominee and seconded by Shri Harjeet Singh Dhingra, the following resolution was unanimously passed as an Ordinary Resolution by show of hands:-

"RESOLVED THAT the Balance Sheet of the Company as at 31st March, 2013 and the Profit & Loss Account for the year ended on that date together with the Reports of the Auditors and Directors' and comments of C & AG thereon be and are hereby adopted".

Item No.2(a) To appoint a Director in place of Shri S.K. Shingal, who retires by rotation and being eligible, offers for re-appointment.

Proposed by Smt. Poonam Hassija and seconded by Shri Ashok Nakra, the President of India's Nominee, the following resolution was unanimously passed as an Ordinary Resolution by show of hands:-



"RESOLVED THAT Shri S.K. Shingal, Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby appointed as Director of the Company, liable to retire by rotation as per the provisions of Companies Act, 1956."

Item No.2 (b) To appoint a Director in place of Shri V. Umashankar, who retires by rotation and being eligible, offers himself for re-appointment.

Proposed by Shri Rajan Verma and seconded by Shri Ashok Nakra, the following resolution was unanimously passed as an Ordinary Resolution by show of hands:-

"RESOLVED THAT Shri V. Umashankar, Director, who retires by rotation and being eligible, offers 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, 1956."

Item No.3 To fix the remuneration of the Statutory Auditors to be appointed by the Comptroller and Auditor General of India for the financial year 2013-14.

Proposed by Shri Ashok Nakra and seconded by Shri Naresh Kumar Chib, the following resolution was unanimously passed as an Ordinary Resolution by show of hands:-

"RESOLVED THAT the Board of Directors be and is hereby authorized to fix the remuneration of the Statutory Auditors to be appointed by the Comptroller & Auditor General of India for the financial year 2013-14, as may be deemed fit."

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.

sd/-
(A.K. GARG)
Chairman

