

To receive consider and adopt the audited Balance Sheet of the Company as at 31st March, 2012 and the Profit & Loss Account for the year ended on that date together with the Reports of the Auditors and Directors thereon.

Passed as Ordinary Resolution by show of hands.

-) To appoint a Director in place of Shri Dr. Rajan Saxena, who retires by rotation and being eligible, offers for re-appointment.

Passed as Ordinary Resolution by show of hands.

-) To appoint a Director in place of Shri Kumar Sanjay Bariar who retires by rotation and being eligible, offers himself for re-appointment.

Passed as Ordinary Resolution by show of hands.

To fix the remuneration of the Statutory Auditors to be appointed by Comptroller and Auditor General of India for the financial year 2012-13.

Passed by Ordinary Resolution by show of hands.

II: SPECIAL BUSINESS:

- II)(i) Appointment of Shri Sushil Kumar Shingal as Non-Official Part Time Director

Passed as Ordinary Resolution by show of hands.

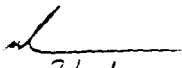
- II)(ii) Delisting of MTNL shares from Calcutta, Madras and Delhi Stock Exchanges.

Passed as a Special Resolution by show of hands.

cknowledge receipt and take the above details on record.

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withfully


3/10/12
(YAL)

NY SECRETARY

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OFFICE SECRETARY
R. GAYAL
Company Secretary
100, Connaught Place
New Delhi - 110028