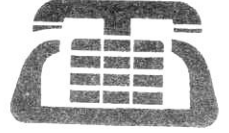


# महानगर टेलीफोन निगम लि.

(भारत सरकार का उद्यम)

**Mahanagar Telephone Nigam Ltd.**

(A Government of India Enterprise)



MTNL/SECTT/SE/2014

October 1, 2014

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

Dear Sir/Madam,

**SUB: Clause 35A of the Listing Agreement- VOTING RESULTS OF 28<sup>TH</sup> AGM HELD ON 30<sup>TH</sup> SEPTEMBER, 2014**

In accordance with the Clause 35A of the Listing Agreement, we write to inform you that the Member of the company at the Annual General Meeting held on Tuesday, 30<sup>th</sup> September, 2014 at 11.30 A.M., transacted the following business:

SL NO.	DESCRIPTION					
A.	DATE OF AGM					
B.	TOTAL NUMBER OF SHAREHOLDERS AS ON E-VOTING CUT -OFF DATE i.e, 29 <sup>th</sup> August, 2014	30/09/2014				
C.	NO. OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY	147031				
	SHAREHOLDER	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
	PROMOTER AND PROMOTER GROUP	----	1	1	354378740	56.25%
	PUBLIC	36	3	39	32284	0.00512%
	TOTAL			40	354411024	56.25512%
D.	No. of shareholders attended the meeting through Video conferencing-No Video conferencing facility was made available.					

S. R. SAYAL

कम्पनी सचिव / Company Secretary  
महानगर दूरसंचार निगम कार्यालय / MTNL, Corporate Office  
महानगर दूरसंचार सदन / Mahanagar Doorsanchar Sadan  
9, सी. जी. ओ. कॉम्प्लेक्स नई दिल्ली-3/9, CGO Complex, New Delhi-3

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

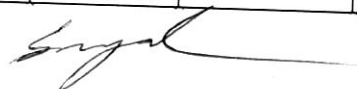
आप हमारे साथ हिन्दी में भी पत्राचार कर सकते हैं।



## ANNEXURE

VOTING DETAILS FOR THE BUSINESS TRANSACTED AT THE 28<sup>TH</sup> AGM HELD ON 30<sup>TH</sup> SEPTEMBER, 2014

Resolution	Promoter/Public	No. of Shares held	No. of Votes polled	% of Votes polled on Outstanding Shares	No. of Votes-in favour	No. of Vote-against	% of Votes in favour on Votes polled	% of Votes in against on Votes polled
<b>Resolution 1</b> To receive, consider & approve Audited Financial Statements & Consolidated Financial Statement, Report of the Board of Directors and Auditors, Comments of C & AG thereon.	Promoter and Promoter Group	354378740	354378740	100%	354378740	—	100%	—
	Public-Institutional Holders	135050575	8282899	6.13%	4441603	3841296	53.6%	46.3%
	Public-Others	140570685	28075	0.01%	27760	315	98.8%	1.12%
	<b>Total</b>	<b>63,00,00,000</b>	<b>362689714</b>	<b>57.5%</b>	<b>358848103</b>	<b>3841611</b>	<b>98.9%</b>	<b>1.05%</b>
<b>Resolution 2</b> To appoint a Director in place of Shri V.Uma Shankar (DIN 06553185) who retires by rotation and being eligible, offers himself for Re-appointment.	Promoter and Promoter Group	354378740	354378740	100%	354378740	—	100%	—
	Public-Institutional Holders	135050575	8282899	6.13%	4441603	3841296	53.6%	46.3%
	Public-Others	140570685	28075	0.01%	23255	4820	82.8%	17.1%
	<b>Total</b>	<b>630000000</b>	<b>362689714</b>	<b>57.5%</b>	<b>358843598</b>	<b>3846116</b>	<b>98.9%</b>	<b>1.06%</b>
<b>Resolution 3</b> To fix the Remuneration of Auditors	Promoter and Promoter Group	354378740	354378740	100%	354378740	—	100%	—
	Public-Institutional Holders	135050575	8282899	6.13%	5266965	3015934	63.5%	36.4%
	Public-Others	140570685	27925	0.01%	23550	4375	84.3%	15.6%



S. R. SAVA -

कम्पनी सचिव / Company Secretary  
 एन. टी. एन. लि., निगम कार्यालय / MTNL, Corporate Office  
 महानगर दूरसंचार सदन / Mahanagar Doorsanchar Sadan  
 4, सी. ओ. कॉम्प्लेक्स, नई दिल्ली-3/9, CGO Complex, New Delhi-3



	<b>Total</b>	630000000	362689564	57.5%	359669255	3020309	99.1%	0.83%
<b>Resolution 4</b> Issue of Non-Convertible Debentures on Private Placements basis								
	Promoter and Promoter Group	354378740	354378740	100%	354378740	—	100%	—
	Public-Institutional Holders	135050575	8282899	6.13%	8229555	53344	99.3%	0.64%
	Public-Others	140570685	28075	0.01%	22960	5115	81.7%	18.2%
	<b>Total</b>	630000000	362689714	57.5%	362631255	58459	99.9%	0.01%
<b>Resolution 5</b> Approval of Remuneration payable to Cost Auditor.								
	Promoter and Promoter Group	354378740	354378740	100%	354378740	—	100%	—
	Public-Institutional Holders	135050575	8282899	6.13%	8282899	—	100%	—
	Public-Others	140570685	28075	0.01%	24769	3306	88.2%	11.7%
	<b>Total</b>	630000000	362689714	57.5%	362686408	3306	99.9%	0.0%

*S. R. Sayal*

*Sunit*

स. र. सायल  
S. R. SAYAL  
कम्पनी सचिव / Company Secretary  
मो. नै. नि. लि. नि.ग. कार्यालय / MTNL, Corporate Office  
महानगर दूरसंचार सदन / Mahanagar Doorsanchar Sadan  
9, सी. जी. ओ. कॉम्प्लेक्स, नई दिल्ली-3/9, CGO Complex, New Delhi-3