

Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
28th Annual General Meeting of the Equity Shareholders of MAHANAGAR TELEPHONE NIGAM LIMITED
Held on Tuesday the 30th September, 2014 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, Practicing Company Secretaries having its office at 306, Surya Complex, 21, Veer Savarkar Block, Shakarpur, New Delhi-110092, appointed as Scrutinizer of MAHANAGAR TELEPHONE NIGAM LIMITED ("Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions, submit my report as under:

1. The e-voting period remained open from 9 a.m. on 25th September, 2014 to 4 p.m. on 26th September, 2014.
2. The shareholders holding shares as on the "cut off" date i.e. 29th August, 2014 were entitled to vote on the proposed resolutions (Item No. 1 to 5 as set out in the Notice of the 28th Annual General Meeting of MAHANAGAR TELEPHONE NIGAM LIMITED.

The votes were unblocked on 27th September, 2014 around 11.40 A.M in the presence of two witnesses, Mr. Chaitanya Kumar Jha R/o. D -197, Sharma Nivas, Gali No.8, Laxmi Nagar, Delhi - 110092 and Mr. Mohit Arora R/o E-355, St. No. 6, Mandir Marg, Chhajjupur, Shahdara, Delhi-110032 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: (Mr. Chaitanya Kumar Jha)



Name: (Mr. Mohit Arora)

3. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com>). The same has been marked as Annexure-1



4. The result of the e-voting is as under:

- (a). **Resolution 1- To receive, consider & adopt the Audited Financial Satatements and the Consolidated Financial Statement for the Financial year ended 31st March, 2014, the report of the Board of Directors and Auditors thereon and the Comments of C&AG of India thereon**

i. Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast in favour of the resolution
45	4468968	53.92

ii. Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast against the resolution
9	3819092	46.08

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes caste by members whose votes were declared invalid
Nil	Nil

- (b). **Resolution 2- 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.**

i. Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast in favour of the resolution
38	4464703	53.87

ii. Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast against the resolution
16	3823357	46.13



iii. Invalid votes:

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

(c). **Resolution 3- To fix the Remuneration of Auditors.**

Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast in favour of the resolution
46	5267751	63.56

i. Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast against the resolution
8	3020309	36.44

ii. Invalid votes:

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

(d) **Resolution 4- Issue of Non-Convertible Debentures on Private placement basis.**

i. Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast in favour of the resolution
39	8229601	99.29



ii. Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast against the resolution
15	58459	0.71

iii. Invalid votes:

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

(e). Resolution 5- Approval of Remuneration Payable to Cost Auditor.

i. Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast in favour of the resolution
45	8284754	99.96

ii. Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast against the resolution
9	3306	0.04

iii. Invalid votes:

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



5. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,



Hemant Kumar Singh
Partner,
M/s Hemant Singh & Associates
Practicing Company Secretaries



Place: New Delhi
Date: 30.09.2014