

MINUTES OF THE 25<sup>TH</sup> ANNUAL GENERAL MEETING OF MAHANAGAR TELEPHONE NIGAM LIMITED HELD ON 29<sup>TH</sup> SEPTEMBER, 2011 AT 11.30 AM AT NDMC INDOOR STADIUM, TALKatora GARDEN ( NEAR RAM MANOHAR LOHIA HOSPITAL), NEW-DELHI-110001.

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**P R E S E N T :**

1. Shri Kuldip Singh, CMD & Director(Tech)
2. Smt Anita Soni, Director(Fin)
3. Shri S.P. Pachauri, Director(HR)
4. Shri T.S. Narayanasami, Director & Chairman Audit Committee
5. Shri V.S.Iyer, Director
6. Dr. Vijay Aggarwal, Director
7. Smt. Nirmala Pillai, Director
8. Shri Manjeet Singh, ED(Delhi)
9. Shri Peeyush Aggarwal, ED(Mumbai)
10. Shri A.K.Pathak, ED(Tech)
11. Shri A.K.Bhargava, ED(WS)
12. Shri S.R. Sayal, Company Secretary

**Shareholders**

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

At the outset, the Company Secretary informed that he has checked the attendance 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 Kuldip Singh, CMD, called the meeting to order, welcomed the Members to the 25<sup>th</sup> Annual General Meeting of the Company and delivered his Speech.

The Chairman announced that the Audited Accounts for the year ended 31<sup>st</sup> March, 2011 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 sometime 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, 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 :-

1. **ORDINARY BUSINESS**

**Item No.1 To receive consider and adopt the audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2011 and the Profit & Loss Account for the year ended on that date together with the Reports of the Auditors and Directors thereon.**

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

“RESOLVED THAT the Balance Sheet of the Company as at 31<sup>st</sup> March, 2011 and the Profit & Loss Account for the year ended on that date together with Reports of the Auditors and Directors' thereon be and are hereby adopted”.

**Item No.2(a) To appoint a Director in place of Dr. Vijay Aggarwal, who retires by rotation and being eligible, offers for re-appointment.**

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

“RESOLVED THAT Dr. Vijay Aggarwal, Director, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby appointed as Director of the Company, as per the provisions of Companies Act, 1956, liable to retire by rotation.”

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

Proposed by Smt. Urmila Jain and seconded by Shri Ashok Nakra, the following resolution was unanimously passed as an Ordinary Resolution by show of hands:-

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

**Item No.2(c) To appoint a Director in place of Shri Malay Shrivastava, who retires by rotation and being eligible, offers for re-appointment.**

Proposed by Shri R.P. Tulsian and seconded by Shri S.C.Gogia, the following resolution was unanimously passed as an Ordinary Resolution by show of hands :-

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

**Item No.3 To fix the remuneration of the Statutory Auditors appointed by Comptroller and Auditor General of India for the financial year 2011-12.**

Proposed by Shri Ashok Nakra and seconded by Smt. Urmila Jain, the following resolution was unanimously passed as an Ordinary Resolution by show of hands:-

“RESOLVED THAT 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 2011-12, as may be deemed fit.”

The chairman declared the meeting as closed by thanking all the shareholders for their support in passing the resolutions in the meeting.

Sd/-

(KULDIP SINGH)  
Chairman

