



BY E-MAIL / ONLINE FILING

No.BS/109/AGM/2016

Dtd. 29.9.2016

<p>The Listing Department, National Stock Exchange of India Ltd Exchange Plaza Bandra Kurla Complex Mumbai-400051</p> <p>Symbol & Series: MMTC/EQ (Fax No:022- 26598237/8238/8347/8348)</p>	<p>Department of Corporate Services Bombay Stock Exchanges Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai-400001</p> <p>Company Scrip Code:513377 (Fax No:022- 22723121/22722037/22722039)</p>
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**Sub: 53rd Annual General Meeting held on 28th September, 2016 -
Declaration of Results of E-voting and poll at AGM**

Sir,

The Shareholders of MMTC Ltd at the AGM held on 28th September 2016 while passing resolutions on the items of business notified for the AGM, inter alia, declared the Final Dividend @30% on the paid up equity capital of the company for the year ended 31.3.2016 after deduction of applicable tax at source, to those shareholders whose names appear on the company's Register of Members as on 28.9.2016 in respect of physical shares, and as at the close of business hours 16.9.2016 in respect of beneficial owners of the shares whose names appear in the statement of beneficial ownership furnished by NSDL and CDSL.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014, the Company had provided electronic voting facility (e-voting) to the Members entitled to cast their vote at the Annual General Meeting. The e-Voting process was carried out by the Company from 10.00 a.m. on 24th September, 2016 to 5.00 p.m. on 27th September, 2016 with cut-off date for determining shareholders, being 21st September, 2016. The Company had also provided physical ballot voting for all the Resolutions at the AGM held on 28th September, 2016.

“हिन्दी में लिखे पत्रों का स्वागत है”

कोर-1, “स्कोप कॉम्प्लैक्स”, 7 इन्स्टीट्यूशनल एरिया, लोधी रोड, नई दिल्ली-110 003 भारत
Core-1, “SCOPE COMPLEX”, 7 Institutional Area, Lodhi Road, New Delhi-110 003 INDIA
दूरभाष / Tel. : 011- 24362200

E-mail : mmtc@mmtclimited.com Website : www.mmtclimited.gov.in

PAN No. : AAACM1433E

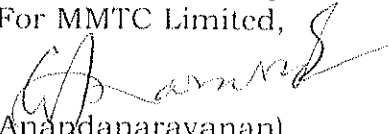
CIN : L51909DL1963GOI004033

Mr. Pramod Prasad Agarwal(FCS 4955), Proprietor of P.P. Agarwal & Co., Company Secretaries who was appointed as a scrutinizer for e-voting as well as voting through ballot process at the AGM has submitted his Consolidated Report to the Chairman.

The consolidated voting results in terms of Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the consolidated Report of the Scrutinizer dated 29th September, 2016 are enclosed herewith.

Based on the consolidated Report of the Scrutinizer, all Resolutions as set out in the Notice of 53rd Annual General Meeting of the Company have been duly approved by the Shareholders with requisite majority. Please take the same on record.

Thanking you,

Yours faithfully
For MMTC Limited,

(G. Anandanarayanan)
Company Secretary

Encl: As above.

MMTC LIMITED

53rd Annual General Meeting - Details of Voting Results under Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Date of the AGM : 28/09/2016

Total number of shareholders on record date : 90953

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group	1
Public	4969
Total	4970

No. of Shareholders attended the meeting through Video Conferencing : N.A.

Mode of voting: In respect of all Items voting were made by following means:

1. **E-voting:** From 10.00AM on 24th September 2016 to 5.00 P.M on 27th September, 2016.
2. **Poll:** Conducted at the Meeting on 28th September, 2016

AGENDA-WISE

Resolution No.1: Ordinary Resolution

Adoption of Audited Financial Statements of the Company for the year ended 31st March, 2016, the Reports of the Board of Directors, Statutory Auditors Report and Comments of Comptroller and Auditor General of India and the Report of the Secretarial Auditors for the financial year 2015-16.

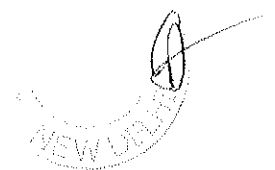
Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	$\{(3)=\{(2)/(1)\} * 100$	(4)	(5)	$\{(4)/(2)\} * 100$	$\{(5)/(2)\} * 100$
Promoter & Promoter Group	899268762	899268762	100	899268762	nil	100	Nil
Public-Institutional Holders	60676707	50119732	82.60	50119732	Nil	100.00	Nil
Public-Others	40054531	79501	0.20	78447	1054	98.67	1.33
TOTAL	1000000000	949467995		949466941	1054		

Resolution No.2: Ordinary Resolution**Declaration of Final Dividend for the year 2015-16**

Promoter/Public	No. of shared held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)={(2)/(1)} *100	(4)	(5)	(6)={ (4)/(2)}* 100	(7)={ (5)/(2)}* 100
Promoter & Promoter Group	899268762	899268762	100	899268762	nil	100	nil
Public- Institutional Holders	60676707	50119732	82.60	50119732	Nil	100.00	Nil
Public-Others	40054531	79501	0.20	78447	1054	98.67	1.33
TOTAL	1000000000	949467995		949466941	1054		

Resolution No.3- Ordinary Resolution**Re-appointment of Shri Ajay Kumar Bhalla(DIN No:03151465) Part Time Govt Nominee Director who retires by rotation**

Promoter/Public	No. of shared held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)={(2)/(1)} *100	(4)	(5)	(6)={ (4)/(2)}* 100	(7)={ (5)/(2)}* 100
Promoter & Promoter Group	899268762	899268762	100	899268762	Nil	100	Nil
Public- Institutional Holders	60676707	50119732	82.60	50119732	Nil	100.00	Nil
Public-Others	40054531	79501	0.20	24243	55258	30.49	69.51
TOTAL	1000000000	949467995		949412737	55258		



Resolution No.4- Ordinary Resolution**Reappointment of Shri Anand Trivedi (DIN:01077784) Director (Marketing) who retires by rotation**

Promoter/Public	No. of shared held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)={2}/(1); *100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)={4}/(2);* 100	% of Votes against on votes polled (7)={5}/(2);* 100
Promoter & Promoter Group	899268762	899268762	100	899268762	Nil	100	Nil
Public-Institutional Holders	60676707	50119732	82.60	50119732	Nil	100.00	Nil
Public-Others	40054531	79501	0.20	24243	55258	30.49	69.51
TOTAL	1000000000	949467995		949412737	55258		

Resolution No.5- Ordinary Resolution**Fixation of Remuneration of Statutory Auditors for the year 2016-17**

Promoter/Public	No. of shared held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)={2}/(1); *100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)={4}/(2);* 100	% of Votes against on votes polled (7)={5}/(2);* 100
Promoter & Promoter Group	899268762	899268762	100	899268762	Nil	100	Nil
Public-Institutional Holders	60676707	50119732	82.60	50119732	Nil	100.00	Nil
Public-Others	40054531	79500	0.20	78446	1054	98.67	1.33
TOTAL	1000000000	949467994		949466940	1054		



Resolution No.6 - Ordinary Resolution**Appointment of Shri Ashwani Sondhi (DIN: 02653076) as Director(Marketing)**

Promoter/Public	No. of shared held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)={2}/(1); *100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)= {4}/(2);* 100	% of Votes against on votes polled (7)= {5}/(2);* 100
Promoter & Promoter Group	899268762	899268762	100	899268762	Nil	100	Nil
Public- Institutional Holders	60676707	50119732	82.60	50119732	Nil	100.00	Nil
Public-Others	40054531	79493	0.20	24767	54726	31.16	68.84
TOTAL	1000000000	949467987		949413261	54726		

Resolution No.7 – Ordinary Resolution**Appointment of Shri R Anand (DIN: 02243485) as Part Time Non-official (Independent) Director**

Promoter/Public	No. of shared held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)={2}/(1); *100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)= {4}/(2);* 100	% of Votes against on votes polled (7)= {5}/(2);* 100
Promoter & Promoter Group	899268762	899268762	100%	899268762	Nil	100	Nil
Public- Institutional Holders	60676707	50119732	82.60	50119732	Nil	100.00	Nil
Public-Others	40054531	79201	0.20	24275	54926	30.65	69.35
TOTAL	1000000000	949467695		949412769	54926		

Handwritten signature and circular stamp of the company.

Resolution No.8 – Ordinary Resolution**Appointment of Shri Balkrishna Khanderao Shukla (DIN: 07558418) as Part Time Non-official (Independent) Director**

Promoter/Public	No. of shared held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)={2}/(1); *100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)= {4}/(2)* 100	% of Votes against on votes polled (7)= {5}/(2)* 100
Promoter & Promoter Group	899268762	899268762	100%	899268762	Nil	100	Nil
Public- Institutional Holders	60676707	50119732	82.60	50119732	Nil	100.00	Nil
Public-Others	40054531	79500	0.20	24574	54926	30.91	69.09
TOTAL	1000000000	949467994		949413068	54926		

Resolution No.9 – Ordinary Resolution**Approval for Related Party Transactions for the period 1.10.2016 to 30.9.2017**

Promoter/Public	No. of shared held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)={2}/(1); *100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)= {4}/(2)* 100	% of Votes against on votes polled (7)= {5}/(2)* 100
Promoter & Promoter Group	899268762	899268762	100%	899268762	Nil	100	Nil
Public- Institutional Holders	60676707	50119732	82.60	50119732	Nil	100.00	Nil
Public-Others	40054531	79500	0.20	78216	1284	98.38	1.62
TOTAL	1000000000	949467994		949466710	1284		



Resolution No.10 - Special Resolution

Approval for enhancement in Equity Participation in FTWZ Projects

Promoter/Public	No. of shared held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=!(2)/(1); *100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)= !(4)/(2);* 100	% of Votes against on votes polled (7)= !(5)/(2);* 100
Promoter & Promoter Group	899268762	899268762	100%	899268762	Nil	100	Nil
Public- Institutional Holders	60676707	50119732	82.60	50119732	Nil	100.00	Nil
Public-Others	40054531	79500	0.20	24916	54584	31.34	68.66
TOTAL	1000000000	949467994		949413410	54584		

All Resolutions as set out in the notice of 53rd Annual General Meeting were duly approved by shareholders with requisite majority.



P. P. AGARWAL & Co.

Company Secretaries

C-5/64, D.D.A. FLATS
EAST OF KAILASH
NEW DELHI - 110065
Ph: 011-46547930
Mail: fcs.ppa@gmail.com

CONSOLIDATED SCRUTINIZER'S REPORT

To

The Chairman of

53rd Annual General Meeting of the Members of MMTC Limited

held on Wednesday, the 28th September, 2016 at 10.30 hrs. at the Weightlifting Auditorium, Sports Authority of India, Gate No. 19, Jawaharlal Nehru Stadium, Lodhi Road, New Delhi - 110003.

Sub: Consolidated Scrutinizer's Report on Remote e-voting and on Poll pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 for the 53rd Annual General Meeting of the members of MMTC Limited held on Wednesday, the 28th September, 2016 at 10.30 hrs.

Dear Sir,

I, Pramod Prasad Agarwal, Proprietor of M/s. P. P. Agarwal & Co., Practicing Company Secretaries, appointed as Scrutinizer by the Board of Directors of M/s. **MMTC Limited** (CIN: L51909DL1963GOI004033) ("the Company") to scrutinize the votes cast by the remote e-voting process and physical polling at the Annual General Meeting (AGM) held on Wednesday, the 28th September, 2016 submit our Report as under:

1. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and related Rules in respect of voting through electronic means (i.e. by remote e-voting) and voting by poll using polling/ ballot paper at the AGM for resolutions contained in the Notice of the 53rd Annual General Meeting of the Company.
2. As Scrutinizer for the voting process at the AGM our responsibility is to provide the Scrutinizer's Report on the votes cast in "favour" or "against" the resolutions stated in the notice.



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based on the votes cast through ballot papers at the meeting and reports generated from the e-voting system provided by M/s. Central Depositories Securities Limited (CDSL).

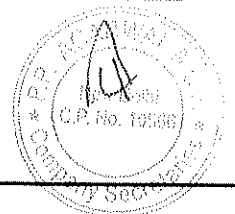
3. The Shareholders of the Company holding shares as on the "cut-off" date i.e. Thursday, the 21st September, 2016 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting of the Company.
4. The remote e-voting commenced from 10:00 A.M. on Saturday the 24th September, 2016 and ended at 5:00 P.M. on Tuesday the 27th September, 2016 and the e-voting platform was blocked thereafter by CDSL.
5. The facility for voting through physical ballot papers was made available at the meeting and members attending the meeting, who did not cast their vote by remote e-voting exercised their right to vote at the meeting through ballot papers.
6. Immediately, after conclusion of voting at the meeting, the polling box containing the ballot papers were opened and votes were counted in the presence of two witnesses, Mr. Himanshu Uniyal and Ms. Yashika Chawla who are not in the employment of the company.
7. Thereafter, the result of remote e-voting was unblocked from the website of CDSL i.e. www.evotingindia.com in the presence of above two witnesses.
8. Accordingly, I hereby submit my Consolidated Report as follows, on the results of the remote e-voting and Poll conducted at the meeting:

ITEM No.1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statement (including Consolidated Financial Statement) of the Company for the year ended on 31st March, 2016, along with the Directors' Report, Statutory Auditors' Report, the Comments thereupon of Comptroller & Auditor General of India, and the Report of the Secretarial Auditors for the Financial Year 2015-16.

- (i) Voted **in favour** of the resolution

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	59	50186660	5.2858
Poll	43	899280281	94.7141
Total	102	949466941	99.9999



(ii). Voted **against** the resolution

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	3	551	0.00005
Poll	5	503	0.00005
Total	8	1054	0.0001

(iii). **Invalid/ Abstain** from Voting:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	4	135
Total	4	135

ITEM No.2: Ordinary Resolution

To declare Dividend on Equity Share Capital for the Financial Year ended 31st March, 2016.

(i) Voted **in favour** of the resolution

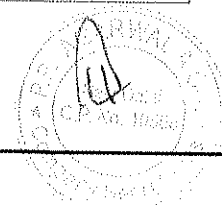
Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	59	50186660	5.2858
Poll	43	899280281	94.7141
Total	102	949466941	99.9999

(ii) Voted **against** the resolution

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	3	551	0.00005
Poll	5	503	0.00005
Total	8	1054	0.0001

(iii) **Invalid Voting:**

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	4	135



Total	4	135
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ITEM No.3: Ordinary Resolution

To re-appoint Shri A. K. Bhalla as Govt. Nominee Director.

(i) Voted **in favour** of the resolution

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	52	50132456	5.2801
Poll	43	899280281	94.7141
Total	95	949412737	99.9942

(ii) Voted **against** the resolution

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	10	54755	0.0058
Poll	5	503	0.0000
Total	15	55258	0.0058

(iii) **Invalid Voting:**

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	4	135
Total	4	135

ITEM No.4: Ordinary Resolution

To re-appoint Shri Anand Trivedi as Director (Marketing).

(i) Voted **in favor** of the resolution

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	52	50132456	5.2801
Poll	43	899280281	94.7141
Total	95	949412737	99.9942



(4)

(ii) Voted **against** the resolution

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	10	54755	0.0058
Poll	5	503	0.0000
Total	15	55258	0.0058

(iii) **Invalid Voting:**

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	4	135
Total	4	135

ITEM No.5: Ordinary Resolution

To authorize the Board of Directors of the company in terms of the provisions of Section 142(1) of Companies Act, 2013 to fix remuneration of the Statutory/Branch Auditors of the Company appointed by Comptroller & Auditor General of India u/s 139(5) of the Companies Act, 2013 for the financial year 2016-17.

(i) Voted **in favour** of the resolution

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	59	50186660	5.2858
Poll	43	899280280	94.7141
Total	102	949466940	99.9999

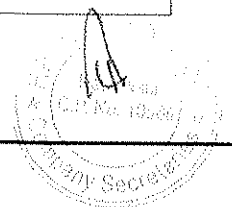
(ii) Voted **against** the resolution

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	3	551	0.00005
Poll	5	503	0.00005
Total	8	1054	0.0001

(iii) **Invalid Voting:**

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	4	135

(5)



Total	4	135
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ITEM No.6: Ordinary Resolution

To appoint Shri Ashwani Sondhi (DIN 02653076) as Director (Marketing) of the Company.

(i) Voted **in favour** of the resolution

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	54	50132988	5.2801
Poll	43	899280273	94.7141
Total	97	949413261	99.9942

(ii) Voted **against** the resolution

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	8	54223	0.0057
Poll	5	503	0.0001
Total	13	54726	0.0058

(iii) **Invalid** Voting:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	4	135
Total	4	135

ITEM No.7: Ordinary Resolution

To Appoint Shri R. Anand (DIN 00243485) as Part Time (Non- Official) Director of the Company.

(i) Voted **in favour** of the resolution

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	52	50132488	5.2801
Poll	43	899280281	94.7141
Total	95	949412769	99.9942

(ii) Voted **against** the resolution



Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	9	54423	0.0057
Poll	5	503	0.0001
Total	14	54926	0.0058

(iii) **Invalid Voting:**

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	4	135
Total	4	135

ITEM No.8: Ordinary Resolution

To Appoint Shri Balkrishna Khaderao Shukla (DIN 07558418) as Part Time (Non- Official) Director of the Company.

(i) **Voted in favour** of the resolution

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	53	50132788	5.2801
Poll	43	899280280	94.7141
Total	96	949413068	99.9942

(ii) **Voted against** the resolution

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	9	54423	0.0057
Poll	5	503	0.0001
Total	14	54926	0.0058

(iii) **Invalid Voting:**

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	4	135
Total	4	135



(7)

ITEM No.9: Special Resolution

To undertake Related Party Transaction during the period 01.10.2016 to 30.09.2017

(i) Voted **in favour** of the resolution

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	57	50186430	5.2857
Poll	43	899280280	94.7142
Total	100	949466710	99.9999

(ii) Voted **against** the resolution

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	5	781	0.00008
Poll	5	503	0.00005
Total	10	1284	0.0001

(iii) Invalid Voting:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	4	135
Total	4	135

ITEM No.10: Special Resolution

Approval for enhancement of equity participation in FTWZ Projects

(i) Voted **in favour** of the resolution

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	55	50133130	5.2801
Poll	43	899280280	94.7142
Total	98	949413410	99.9943

(ii) Voted **against** the resolution

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
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(8)



Remote e-voting	7	54081	0.0057
Poll	5	503	0.0001
Total	12	54584	0.0058

(iii) **Invalid Voting:**

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	4	135
Total	4	135

9. I hereby confirm that all the resolutions mentioned hereinabove were passed with the requisite majority through Remote e-voting and Poll conducted on the date of the AGM.

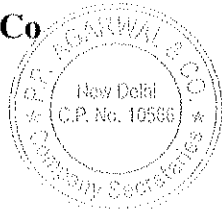
10. Further, it is to inform you that I am maintaining the Registers and other records in respect of the votes cast through Remote e-voting and Poll by the shareholders of the Company. I shall hand over these records to the Company Secretary of the Company.

Thanking You,

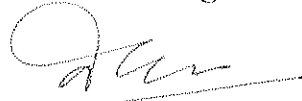
Yours faithfully,

For P. P. Agarwal & Co
Company Secretaries

Pramod P Agarwal
(Scrutinizer)
B. Com (Hons.), FCS, ACMA
CP No. 10566 FCS 4955



Counter signed by


Ved Prakash
(Chairman of the Meeting)

Place: New Delhi
Date : 29.09.2016