

MAHANAGAR TELEPHONE NIGAM LIMITED

(A GOVERNMENT OF INDIA ENTERPRISE)

CIN L32101DL1986GOI023501.

Registered and Corporate Office: Mahanagar Doorsanchar Sadan 5th Floor, 9 CGO Complex, Lodhi Road, New Delhi - 110 003. Tel: 011-24319020, Fax: 011-24324243, Website: www.mtnl.net.in / www.bol.net.in

NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF **MAHANAGAR TELEPHONE NIGAM LIMITED** will be held on **Friday, 30th September 2016** at **11.30 A.M.** at **Auditorium, Mahanagar Doorsanchar Sadan, 9 CGO Complex, Lodhi Road, New Delhi-110003** to transact the following business :-

I. ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone and the consolidated Financial Statements of the company for the Financial Year ended 31st March 2016, the reports of the Board of Directors and Auditors thereon and the comments of the Comptroller and Auditor General of India (C & AG) thereon.

2. To appoint a director in place of Shri P.K.Purwar (DIN No.06619060) who retires by rotation and being eligible, offers himself for reappointment, in this connection to consider and if thought fit, pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded to re-appoint Shri P. K. Purwar (DIN No.06619060) as Director of the Company, who shall be liable to retire by rotation.”

3. To appoint a director in place of Shri Sunil Kumar (DIN No.06628803) who retires by rotation and being eligible, offers himself for reappointment, in this connection to consider and if thought fit, pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded to re-appoint Shri Sunil Kumar (DIN No.06628803) as Director of the Company, who shall be liable to retire by rotation.”

4. To fix the remuneration of the Statutory Auditors of the Company already appointed by the Comptroller & Auditor General of India for auditing the accounts of the Company for the Financial Year 2016-17. In this connection to pass with or without modifications the following resolution, as an Ordinary Resolution:

“RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to decide and fix the remuneration of the Statutory Auditors of the Company appointed by Comptroller and Auditor General of India for the Financial Year 2016-17, as may be deemed fit”

II. SPECIAL BUSINESS:

5. Appointment of Shri Sanjeev Kumar (DIN:07566882) as Director(Technical) of the company

To consider and if thought fit, to pass with or without modification(s), the following resolution as **an Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Section 152 & other applicable provisions if any, of the Companies Act, 2013 and the rules framed thereunder, Shri Sanjeev Kumar (DIN: 07566882), who was appointed as Additional Director by the President of India vide D.O.T letter no.2-2/2013-PSA(VOL11)dtd 28.06.2016 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Article 66(D) of the Article of Association of the Company and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 but eligible for appointment

and has consented to act as a director of the Company and in respect of whom the Company has received a notice in writing, from the Director himself under Section 160(1) of the Companies Act, 2013 proposing himself for the Office of Director of the Company be and is hereby appointed as a Director of the Company.”

6. Appointment of Shri Rakesh Nangia (DIN: 00147386) as an Independent Director. In this connection

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 & other applicable provisions if any, of the Companies Act, 2013 and the rules framed thereunder read with Schedule IV of the Act, as amended from time to time and Article 66(D) of the Article of Association of the Company, Shri Rakesh Nangia (DIN: 00147386) who has nominated as Independent Director, by the President of India vide Department of Telecommunications, Ministry of Communications & IT letter No. 2-6/2014-PSA dtd.23.11.2015 was appointed by the Board of Director as an Additional Director of the Company w.e.f 23.12.2015 and who holds Office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 but who is eligible for appointment and consented to act as a director of the Company and in respect of whom the Company has received a notice in writing, from the Director himself under Section 160(1) of the Companies Act, 2013 proposing himself for the Office of Director of the Company be and is hereby appointed as a Director of the Company.”

“**RESOLVED FURTHER THAT** appointment of Shri Rakesh Nangia (who meets the criteria for independence as provided in Section 149(6) of the Act) shall act as an Independent Director in the Company, not liable to retire by rotation for a term commencing w.e.f 23.12.2015 to 22.12.2018 or until further orders of Government of India whichever is earlier.

7. Appointment of Shri Ashok Mittal (DIN: 06581045) as an Independent Director.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 & other applicable provisions if any, of the Companies Act, 2013 and the rules framed thereunder read with Schedule IV of the Act, as amended from time to time and Article 66(D) of the Article of Association of the Company, Shri Ashok Mittal (DIN: 06581045 who has nominated as Independent Director, by the President of India vide Department of Telecommunications, Ministry of Communications & IT letter No. 2-6/2014-PSA dtd.23.11.2015 and who holds Office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 but who is eligible for appointment and consented to act as a director of the Company and in respect of whom the Company has received a notice in writing, from the Director himself under Section 160(1) of the Companies Act, 2013 proposing himself for the Office of Director of the Company.

“**RESOLVED FURTHER THAT**, appointment of Shri Ashok Mittal (who meets the criteria for independence as provided in Section 149(6) of the Act) shall act as an Independent Director in the Company, not liable to retire by rotation for a term commencing w.e.f 23.12.2015 to 22.12.2018 or until further orders of Government of India whichever is earlier.

8. To approve Issue of Non-Convertible Debentures on Private Placement basis.

In this connection, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 42 & Section 71 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to the provisions of the Article of Association of the Company, approval of the members be and is hereby accorded to authorize the Board of Directors of the Company to offer or invite or invite subscriptions for Guaranteed /

Unsecured/ Listed/ Redeemable non- convertible debentures in the nature of Bonds (NCDs), in one or more series / tranches, aggregating up to `5500 crores on private placement basis, on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including the timing/date of issue of debenture, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto.”

9. To Approve Remuneration payable to Cost Auditor

In this connection, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, including any Statutory modification(s) or re-enactment thereof, for the time being in force, the Cost Auditors appointed by the Board of Directors of the Company M/s. R.M. Bansal & Co. , to conduct the audit of the Company for the Financial Year ending on 31st March, 2017, be paid the remuneration of `1,04,888/- inclusive of service taxes and out of pocket expenses, as set out in the statement in the Notice convening this Meeting.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

**By order of the Board
For MAHANAGAR TELEPHONE NIGAM LIMITED**

sd/-
(S.R.SAYAL)
Company Secretary

Place: New Delhi

Date: 1-9-2016

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING [FORM OF PROXY IS ANNEXED]. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts, in respect of the businesses under Item No. 5, 6, 7 & 8 of Special businesses, respectively, as set out above and details required under Regulation 36(3) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of

India in respect of Director seeking appointment/ re-appointment at the Annual General Meeting is annexed hereto and form part of the Notice.

3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Brief resume of Directors including those proposed to be appointed / reappointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36(3) of SEBI (LODR), 2015 are provided as Annexure to Notice.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Register of Members and Share Transfer Books will remain closed from Saturday 24th September, 2016 to Friday, 30th September, 2016 (Both days inclusive).
7. The Members are requested to notify immediately **change of address and e-mail address**, if any, to :-
 - (i) The Company's Registrar & Transfer Agent, M/s. Beetal Financial & Computer Services (P) Ltd. 3rd Floor, Beetal House 99, Madangir, Behind Local Shopping Centre Near Dada Harsukhdas Mandir, New Delhi - 110 062 in case the shares are held in physical form and
 - (ii) To the respective Depository Participant (DP) with whom the members are having their Demat Accounts, in case the shares are held in electronic form.
8. All the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members at the Registered Office of the Company between 11.00 A.M. to 01.00 P.M. on all working days from the date hereof upto the date of the Meeting.
9. Members desirous of getting any information about the Annual accounts and/or operations of the Company are requested to write to the Company at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
10. The Annual Report of the Company circulated to the Members of the Company, will be made available on the Company's website at www.mtnl.net.in and also will be available on the website of Stock Exchanges.
11. As an economy measures, Members are requested to bring their copy of Annual Report to the meeting as copies of Annual Report will not be distributed in the meeting
12. Members are requested to bring with them duly completed attendance slips to avoid rush at the entrance of the meeting venue.
13. Members may avail of the nomination facility as provided under Section 72(1) of the Companies Act, 2013.
14. **Members are requested to note that the Company's equity shares are under compulsory demat trading for all investors, pursuant to the provisions of SEBI Circular No. 21/99 dated July 8, 1999. Members are, therefore, requested to dematerialise their shareholding if not done so far, to avoid inconvenience.**
15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send their share certificates to our Registrar and Transfer Agent, for consolidation into a single folio.

16. Pursuant to Section 205A (5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid/unclaimed amount of dividends paid up to 2007-2008, to the Investor Education and Protection Fund of the Central Government. The amount of Unclaimed Dividend upto the Financial Year ended 31st March, 2008 would be transferred to the IEPF. As such members who have not yet encashed their dividend warrant(s) for the financial year ended 31st March, 2008 and /or subsequent years are requested to submit their claims to the Company without any further delay. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 29, 2015 (date of last Annual General Meeting) on the website of the Ministry of Corporate Affairs.
17. In compliance with the provisions of Companies Act, 2013 and rules made thereunder and earlier communications from the Company, the Company shall send the Notice of this Annual General Meeting, instructions for remote e-voting, along with the attendance slip, Proxy Form and Annual Report for the Financial Year 2015-16, through electronic mode, to those members who have registered their e-mail address with the Company or with their respective Depository Participant and have opted to receive the aforesaid documents in electronic form. For members who have not registered their e-mail addresses and have opted to receive the aforesaid documents in physical form, physical copies of the aforesaid documents are being sent by the permitted mode.
18. Pursuant to the MCA Circular, the Company now have the option to send Annual Report through e-mail Hence, all the Members holding shares in electronic mode are therefore requested to ensure to keep their email addresses updated or provide their email addresses if not earlier provided to their DPs. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Transfer Agent of the Company by quoting their folio number(s). Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA of the Company.
20. The instructions for members for voting electronically are as under:-
- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 (1) & (2) of SEBI (LODR), 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending

the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Tuesday, 27th September, 2016 (9:00 am) and ends on Thursday 29th September, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 23rd September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Name of the company".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to hemantsinghcs@gmail.com with a copy marked to evoting@nsdl.co.in
 - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below for the AGM:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
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(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, 23rd September, 2016.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, 23rd September, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in/ mtnlcsco@gmail.com/ beetal@beetalfinancial.com.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990

XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

XII. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

XIII. Mr. Hemant Kumar Singh, Practicing Company Secretary (Membership No: FCS – 6033), Partner of M/s Hemant Singh & Associates, has been appointed as the Scrutinizer for scrutinizing the remote e-voting process and Poll at the AGM in a fair and transparent manner.

XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “remote e-voting” or “Ballot Paper”/“Poling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.mtnl.net.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges at which shares of the Company are listed.

XVII. Poll at the Meeting:

1. The facility for voting through poll will also be made available at the 30th Annual General Meeting (AGM) of the Company, on the resolutions mentioned in the Notice. PLEASE NOTE THAT THOSE MEMBERS, WHO HAVE NOT CAST THEIR VOTE ELECTRONICALLY, BY REMOTE E-VOTING, MAY ONLY CAST THEIR VOTE THE AGM THROUGH POLL.
2. Members of the Company holding shares either in physical or in dematerialized form, as on the cut-off date, may cast their vote through poll at the Meeting.
3. At the AGM, at the end of the discussion on the resolutions on which voting is to be held, the Chairperson of the Meeting shall, with the assistance of the Scrutinizer, order for voting through poll for all those members who are present but have not cast their votes electronically using the remote e-voting facility.

PLEASE NOTE THAT NO GIFTS OF ANY SORT WOULD BE DISTRIBUTED AT THE AGM

**By Order of the Board
For MAHANAGAR TELEPHONE NIGAM LIMITED**

**Sd/-
(S.R. Sayal)
Company Secretary**

Place: New Delhi

Date: 1-9-2016

CIN: L32101DL1986GOI023501.

REGISTERED AND CORPORATE OFFICE

MAHANAGAR TELEPHONE NIGAM LIMITED

CIN: L32101DL1986GOI023501

Mahanagar Doorsanchar Sadan

5th Floor, 9 CGO Complex,

Lodhi Road,

New Delhi - 110 003

Tel: 011-24319020, Fax: 011-24324243,

Website: www.mtnl.net.in / www.bol.net.in

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statements set out all material facts relating to the business mentioned under Item Nos. 5, 6, 7, 8 and 9 of the accompanying Notice:

Item No. 5: Appointment of Shri Sanjeev Kumar as Director (Technical)

Shri Sanjeev Kumar was appointed as Director (Technical) of MTNL with immediate effect vide Department of Telecommunication (DoT) Letter No. 2-2/ 2013- PSA (Vol.II) dtd 28.06.2016 for a period of five years with the effect from the date of his assumption of the charge of the post or till the date of his superannuation or until further orders, whichever is the earliest. He assumed office of Director (Tech) on 02.07.2016.

The Company has received notice in writing under Section 160 of the Act from Shri Sanjeev Kumar proposing his candidature for the office of Director (Technical) of the Company.

Brief resume of Shri Sanjeev Kumar, nature of his expertise in specific functional areas and name of other companies in which he holds directorships and memberships / chairmanships of Board Committees and relationships between directors inter-se as stipulated under Listing Regulations is annexed to the Notice.

Shri Sanjeev Kumar does not hold any share in the Company in either his individual capacity or as beneficiary. Additional information of the Additional Director, pursuant to the SEBI (LODR) Regulations, 2015 and the Secretarial Standard 2 on General Meetings issued by The Institute of Company Secretaries of India, has also been provided in the Notice.

Shri Sanjeev Kumar is interested in the resolution as set out at item no. 5 of the Notice, which pertains to his appointment. The respective relatives of Shri Sanjeev Kumar may be deemed to be interested in the resolution set out at item no. 5 of the Notice, to the extent of his shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at item no.5.

The Board recommends the ordinary resolution as set forth at item no. 5 for the approval of the members of the Company.

Item No. 6 & 7: Appointment of Shri Ashok Mittal and Shri Rakesh Nangia as Independent Directors

Shri Rakesh Nangia and Shri Ashok Mittal were appointed as Additional Directors of the Company to hold office as Independent Directors with effect from 23.11.2015 pursuant to the appointment conveyed by the President of India vide Department of Telecommunications, Ministry of Communications & IT letter No. 2-6/2014-PSA dtd.23.11.2015. The term of both the Independent Directors will be for a period of three years from their respective date of appointment or until further orders of Government of India whichever is earlier. These directors shall not be liable to retire by rotation, pursuant to section 149(13) of the companies Act 2003.

In view of their domain knowledge and vast experience, the association of Shri Rakesh Nangia and Shri Ashok Mittal will be highly beneficial for the Company.

The above Directors have given a declaration to the Board that they meet with the criteria of independence as prescribed both under Section 149(6) of the Act and under Regulation 16(1)(b) of SEBI (LODR), 2015 and have also given their consent to act as Directors.

The Company has received notice(s) in writing under Section 160 of the Act from Shri Rakesh Nangia and Shri Ashok Mittal proposing their candidature for the office of Director(s) of the Company.

Brief resume of Shri Rakesh Nangia and Shri Ashok Mittal , nature of their expertise in specific functional areas and name of other companies in which they holds directorships and memberships / chairmanships of Board Committees and relationships between directors inter-se as stipulated under Listing Regulations is annexed to the Notice.

Copy of the letter containing the terms and conditions of appointment of above Director(s) as Independent Director and all the relevant documents shall be open for inspection by members at the registered office of the Company,

between 3.00 p.m. and 5.00 p.m. on all working days, excluding Saturdays, prior to the date of the Annual General Meeting and also at the venue of the meeting.

Shri Rakesh Nangia and Shri Ashok Mittal do not hold any share in the Company in either their individual capacity or as beneficiary. Additional information of both the Independent Directors, pursuant to the SEBI (LODR) Regulations, 2015 and the Secretarial Standard 2 on General Meetings issued by The Institute of Company Secretaries of India, has also been provided in the Notice.

Shri Rakesh Nangia and Shri Ashok Mittal are interested in the resolution(s) as set out at item nos. 6 and 7 respectively of the Notice, pertaining to their appointment.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company is in any way, concerned or interested, financially or otherwise, in the said resolutions.

The Board recommends the passing of said resolutions as ordinary resolutions.

Item No. 8: Issue of Non-Convertible Debentures on Private Placements basis

The Board in its 316th Meeting held on 16th August, 2016 has approved the proposal for issue of Sovereign Guarantee bonds of Rs5500 Crores as Financial support to MTNL in order to reduce the financing cost, repayment of existing loans and financing the Capex and Opex of MTNL. The proposal of seeking Sovereign Guarantee of Rs 5,500 Crores from the Ministry of Finance been submitted to the Department of Telecom (DoT).

Accordingly, consent of members is hereby sought for authorizing the Board for issue of bonds amounting upto Rs 5500 Crores as and when Sovereign Guarantee approval received from Ministry of Finance, Government of India by passing a Special Resolution. This resolution enables the Board of Directors of the company to offer or invite subscription for non-convertible debentures, as may be required by the company as may be deemed appropriate. This resolution shall be valid for one year from the conclusion of this Annual General Meeting.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 8 of the Notice.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

Item No. 9: Approval of Remuneration payable to Cost Auditor

The Board has approved the appointment of M/s R.M. Bansal & Co., Cost Accountants as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the Financial Year 2016-17, at a fee of 1,04,888/- inclusive of service taxes and out of pocket expenses, as a remuneration for the cost audit services.

In accordance with provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditors is to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending on 31st March, 2017.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 9 of the Notice.

The Board of Directors recommends the above resolution for your approval.

ANNEXURE TO THE NOTICE

BRIEF RESUMES OF DIRECTORS SEEKING APPOINTMENT OR RE-APPOINTMENT AT ANNUAL GENERAL MEETING

(In pursuance to Regulation 36(3) of SEBI(LODR) Regulations, 2015 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India)

(a) Shri. Pravin Kumar Purwar, CMD & Director (Finance)

Shri. P.K. Purwar, is on the MTNL Board as Director (Finance) since June 01, 2013. He is Head for all financial and regulatory functions of MTNL. He is also working as Chairman & Managing Director of MTNL on look after basis. In past also he was entrusted with the additional charge of CMD, MTNL.

Chartered Accountant by profession, Shri P.K. Purwar holds Master's Degree in Commerce from Allahabad University.

He is a 1990-Batch Officer of Indian Postal and Telegraph Accounts & Finance Service (IPTA&F) and has vast working experience in the field of Telecommunication. He got the opportunity to work both in the Govt. and Industry. Therefore, well versed with the Govt. rules / procedures and the dynamics of telecom industry both from business and regulatory point of view.

As Director (Finance), he had significant exposure to various corporate compliances such as SEBI, Companies Act, Accounting Standards, IND-AS as well as Taxation related issues, AGR issues in telecom sector. Played an important role in resolving pension issue, BWA refund amount, Issue of Govt. PPO to combined service pension optees, extension of CMTS license validity date by nearly two years, resolution of effective date of license fee based on AGR etc.

While working as CMD, MTNL he got the opportunity to manage the network operations, strategic decisions and also introduced various customer centric initiatives such as night free local calling, STD calls at local rates, free incoming calls while roaming, SMS based fault tracking system, "MY MTNL" App etc. to enhance MTNL competitiveness, expansion. Apart from these, upgradation of mobile network, roll out of FTTX services, provision of high speed broadband and WiFi services to Hon'ble MPs and execution of Mumbai surveillance project have also been taken up under his leadership.

He is also Chairman of Mahanagar Telephone (Mauritius) Limited (MTML), a 100% subsidiary of MTNL providing bouquet of telecom services in Mauritius. The paid-up capital of MTML is INR 1052 million. The company is profit earning and earned a profit of Rs.21.28 million during 2015-16.

Shri P.K.Purwar had also worked in Competition Commission of India (CCI) as Advisor. While working in CCI, he dealt with cases pertaining to acquisition, merger and amalgamation, Combination Regulations, anti-competitive agreements and abuse of dominance cases. He has been speaker in various international forums such ICN Merger Working Group, American Bar Association Competition Law Conference etc. He has significant experience in mergers and acquisitions / amalgamation.

(b) Shri. Sunil Kumar, Director (HR & EB)

Shri. Sunil Kumar, is on the MTNL Board as Director (HR) since 21st June 2013. He is Head for Human resource Management, Legal Cell, Development of Enterprise Business and Marketing of MTNL Services.

An Engineering graduate, he holds Master's Degree in Administration (MBA) and Master's Degree in Computer Application (MCA). He has also done Post Graduate Certificate Course in Sales and Marketing from XLRI, Jamshedpur and a certificate course in "Strategy Management" from IIT Delhi.

He is a 1984-Batch Officer of Indian Telecom Service (ITS), and has vast working experience in the field of Telecommunication. He has extensively worked at various places in India such as Hajipur (Bihar), Kolkata, Junagadh (Gujarat), Patna (Bihar), Hazaribagh (Jharkhand), Shillong (Meghalaya), Arunachal Pradesh, Pune, Satara (Maharashtra) and BSNL CO New Delhi.

As DDG Marketing in BSNL, he has handled Sales and Marketing function for the BSNL. For his outstanding work in Marketing, he has been awarded “Sanchar Sewa Padak” at Pune. As DDG (Enterprise Business), he was the first officer to create “Enterprise Business Unit” in BSNL and was pioneer in establishing Managed Services. He has been trained at Monaco, France, Philippines, London, Japan, West Germany, USA, and Sri Lanka. Before his present assignment, he was Executive Director (Business Development and Managed Services) in Telecommunications Consultants India Limited (TCIL).

In this “Knowledge Management” era, he strongly believes that any big results can only be achieved through motivated and dedicated human resources of the company. Building trust and transparency in working are his tools to achieve the same. Developing human resources to meet the challenges of next 5 / 10 years is the focus area. The vision is to make the company most desirable place to work in.

(c) Shri. Sanjeev Kumar, Director (Technical)

Shri Sanjeev Kumar, an Indian Telecom Services Officer of 1988 batch joined as Director (Technical) MTNL on 02-07-2016. He is graduate in Electronics & Communication Engineering and Master in Engineering (Electronics & Control) from BITS Pilani and MBA from FMS Delhi University.

He has more than 26 years of rich and diversified experience in Network Operations, Planning, Project Management, Marketing and Business Development, Human Resource Management & Development.

He has to his credit planning and setting up telecom services first time at Tehsil, Sub-division and District head-quarter in some of the most difficult terrain of the country in states like Himachal Pradesh, J&K, Uttrakhand, Rajasthan, N.E. etc.

He has experience in restoration of communication network during number of natural calamities like flooding, cloud burst etc in state like J&K, Uttrakhand and N.E. etc.

He successful monitored implementation of Video, Security & Data Network and other telecom facilities in CWG-2010 in Delhi.

He has experience in conducting due-diligence, Analyse Telecom market, preparation of Business, Marketing & Technical plan and Financial Modelling for acquisition of Green Field Licensing and acquisition opportunities of Telecom companies in African, Gulf and CIS countries.

As Area GM in MTNL Delhi, he has designed and implemented a new FTTH architecture, which reduce CAPEX & OPEX, increase network efficiency, etc.

As Director(Tech) MTNL, he is responsible for drawing up business plan, expansion of telecommunication network, development of new services, technology forecasting and technology data, technology policy governing switching and transmission equipment, research and development, evaluation of tariff policies for the basic/ Mobile telecom and value added services rendered by MTNL. He is also responsible for the selling of the landline and mobile network and other facilities/services so created to achieve the business plans.

(d) Shri. Rakesh Nangia, Independent Director

Rakesh Nangia is the Managing Partner of Nangia & Co a Chartered Firm and has his own independent practice for over 35 years and is the head and Managing Partner of Nangia & Co., one of the top Indian consultancy firms with expertise in dealing with wide range of corporate issues across industries.

Rakesh has rich experience in almost all fields of professional services, industrial sectors and has clients with considerable experience in diverse practice domains including corporate, international & indirect taxes, mergers and acquisitions, regulatory etc. He is an acknowledged expert in Oil & Gas Industry having profound experience of consulting several Fortune 500 Companies and represented leading multinational and transnational players on complex issues such as the concept of permanent establishment, transfer pricing, adoption of entry level strategies in India and in Mergers and Acquisitions.

He is a member of various trade and business associations like Assocham/ PHD/ FICCI/ IACC and is a National Board Member of the Indo Canadian Chamber of commerce. He is a regular speaker on taxation matters in seminars and various forums.

Socially committed and responsible towards society, his intensity and propensity has always been to be a noble citizen and give a share back to society. He was a founder of the IMA Blood Bank, has contributed towards setting up a hospital on the back areas of Utrakhand , has initiated a drive to set up a school in back ward areas in hills , supports cancer affected children and has always been forthcoming in such initiative's.

A keen golfer, a music connoisseur and a keen traveler are some of the lesser known facts of his personal.

Very aptly Rakesh sums up his approach to life and the mantra for success is to be positive, humble, perseverance and with the backing up and support of his family, friends, and his professional team, he believes that sky is the limit.

(e) Shri. Ashok Mittal, Independent Director

Mr. Ashok Mittal is a senior and an experienced professional with exposure to a variety of sectors. He has been an Advisor to a large group of companies that have multinational exposure. He also leads a student mentoring and education consultancy. He also has interests in philanthropic organizations and is associated with the cause of education especially girls.

Mr. Ashok Mittal has served in the Indian Revenue Services (IRS – Income Tax) from 1992-2012. Mr Mittal holds a Master's degree in Management with a specialization in IR. He is also a Mason Fellow from the Harvard Kennedy School.

BY Order of the Board

For MAHANAGAR TELEPHONE NIGAM LIMITED

(S.R. Sayal)

Company Secretary

Place: New Delhi

Date: 01-09-2016

Annexure to Notice

Details of Directors seeking Appointment/ Reappointment as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015.

Name of Director	Shri P.K. Purwar	Shri Sunil Kumar	Shri Sanjeev Kumar	Shri Rakesh Nangia	Shri Ashok Mittal
DIN	06619060	06628803	07566882	00147386	06581045
Date of Birth	27.06.1965	01.09.1961	01/12/1966	30.07.1954	31.07.1966
Date of Appointment	01.06.2013	21.06.2013	02.07.2016	23.12.2015	23.12.2015
Experience in Specific Functional Area	Presently acting as Director (Fin) in MTNL. He has worked in various positions both at field level and Corporate Office in DoT and BSNL and since 2005, in the capacity of General Manager in BSNL.	Presently acting as Director (HR&EB). He has worked as DDG Marketing in BSNL, handled Sales & Marketing functions in MTNL.	Over 26 years of rich and diversified experience in Network Operations, Planning, Project Management, Marketing and Business Development, Human Resource Management & Development.	Over 30 years	Has served in the Indian Revenue Services (IRS – Income Tax) from 1992-2012. Has been an advisor to a large group of companies that have multinational exposure
Qualification	Masters Degree in Commerce from Allahabad University and Professional Degree of Chartered Accountancy from ICAI.	Engineer Graduate, Master's Degree in Administration and Master's Degree in Computer Application, Post Graduate Certificate Course in Sales & Marketing from XLRI, Jamshedpur & Certificate Course in Strategy Management from IIT Delhi	Engineering in Electronics & Communication and Master in Engineering (Electronics & Control) from BITS Pilani and MBA from FMS Delhi University.	B.com, FCA	Master's degree in Management with a specialization in IR. Mason Fellow from the Harvard Kennedy School.
List of outside Directorships (Public Companies and Subsidiary of Public Companies)	MSITS & MTML - Director	MSITS- Director MTL- Chairman & Director UTL- Alternate Director	N.A	Cosmo Ferrites Limited- Director	N.A

Chairman (C)/ Member (M) of the Audit & Stakeholder Relationship Committee across Public Companies.	MTNL Stakeholder Relationship Committee- Member	MTNL Audit Committee & Stakeholder Relationship Committee- Member	NIL	Cosmo Ferrites Limited Audit committee & Stakeholders Relationship Committee – Member MTNL Audit committee – Chairman Stakeholders Relationship Committee – Member	MTNL Audit Committee – Member Stakeholders Relationship Committee - Chairperson
No. of Shares held	NIL	NIL	NIL	NIL	NIL

MAHANAGAR TELEPHONE NIGAM LIMITED

(A GOVERNMENT OF INDIA ENTERPRISE)

CIN L32101DL1986GOI023501.

Registered and Corporate Office: Mahanagar Doorsanchar Sadan 5th Floor, 9 CGO Complex, Lodhi Road, New Delhi - 110 003.

Tel: 011-24319020, Fax: 011-24324243, Website: www.mtnl.net.in / www.bol.net.in

PROXY FORM (MGT-11)

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of Companies (Management and Administration) Rules, 2014]

CIN : **L32101DL1986GOI023501**
Name of the Company : **MAHANAGAR TELEPHONE NIGAM LIMITED**
Registered Office : **Mahanagar Doorsanchar Sadan, 5th Floor, 9 CGO Complex, Lodhi Road, New Delhi-110003**
Name of the Member :
Registered Address :
Email ID :
Regd. Folio No./Client ID :
DP ID :

I/We, being a member/members of shares of the above named Company, hereby appoint

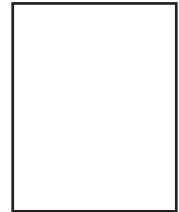
- Name: Address:
 Email ID: Signature:..... Or failing him
- Name: Address:
 Email ID: Signature:..... Or failing him
- Name: Address:
 Email ID: Signature:..... Or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on Friday 30th September, 2016 at 11.30 A.M. at Auditorium, Mahanagar Doorsanchar Sadan, 9 CGO Complex, Lodhi Road, New Delhi-110003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

- | | | |
|---------|---------|---------|
| 1. | 2. | 3. |
| 4. | 5. | 6. |
| 7. | 8. | 9. |

Signed this.....day of.....2016 Signature of Shareholder:
Signature of Proxy Holder(s):



Notes:
This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

MAHANAGAR TELEPHONE NIGAM LIMITED
(A GOVERNMENT OF INDIA ENTERPRISE)

CIN L32101DL1986GOI023501.

Registered and Corporate Office: Mahanagar Doorsanchar Sadan 5th Floor, 9 CGO Complex, Lodhi Road, New Delhi - 110 003.

Tel: 011-24319020, Fax: 011-24324243, Website: www.mtnl.net.in / www.bol.net.in

ADMISSION SLIP

Name..... Folio No..... No. of Shares.....

DP-Id*..... Client Id*.....

I hereby record my presence at the 30th Annual General Meeting of Mahanagar Telephone Nigam Ltd. being held at **Auditorium, Mahanagar Doorsanchar Sadan, , 9 CGO Complex, Lodhi Road, New Delhi-110003** on Friday 30th September, 2016 At 11.30 A.M.

Signed this.....day of.....2016 Signature of Shareholder:
Signature of Proxy Holder(s):

NAME OF PROXY, IF APPLICABLE (IN BLOCK LETTERS)

- Members/proxies are requested to bring the duly signed Admission Slip to the meeting and hand it over at the Registration Counter.

*Applicable in the case of shares held in electronic form.

Please note that no gifts of any sort would be distributed at the AGM.