

# 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 TWENTY NINTH ANNUAL GENERAL MEETING OF THE MEMBERS OF **MAHANAGAR TELEPHONE NIGAM LIMITED** will be held on Tuesday, 29<sup>th</sup> September, 2015 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 Financial Statements and the consolidated Financial Statements of the company for the Financial Year ended 31st March 2015, 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 directors in place of those retiring by rotation:
  - (a) 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.
  - (b) To appoint a director in place of Shri Sunil Kumar (DIN No. 06628803) who retires by rotation and being eligible, offers himself for reappointment.
3. 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 2015-16. 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 2015-16, as may be deemed fit”.

### II. SPECIAL BUSINESS:

4. **To Raise the Borrowing Powers of the Board from ₹ 15,000 Crores to ₹ 18,000 Crores:-** 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 Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and subject to the approval of the President of India, the Board of Directors be and is hereby authorized to borrow from time to time at its discretion and as per requirement, from the banks, financial institutions, mutual funds through issue of bonds to the Banks, financial institutions, mutual funds, merchant bankers, PF Trusts or other retirement/superannuation funds or to the general public including non-resident and/or from any other source on such terms & conditions as it may deem fit, such sums as may be considered necessary upto the limit of ₹18,000 Crores outstanding at any one time and that such borrowings shall be exclusive of temporary loans/short term loans obtained from the Company's Bankers in the ordinary course of business.”

5. **To Issue Non-Convertible Debentures on Private Placement basis:-** 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 & 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 Articles 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 ₹ 6,000 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.”

6. **To approve Remuneration payable to The Cost Auditors:-** 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, 2016, be paid the remuneration of ₹ 1,04,888/- inclusive of service taxes and out of pocket expenses, as set out in the statement annexed to 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: 31-8-2015**

## **NOTES**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF 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. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
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 clause 49 of the Listing Agreement with Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report and also given in 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 Wednesday 23rd September, 2015 to Tuesday 29th September, 2015 (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](http://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 General Revenue Account/ 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 30, 2014 (date of last Annual General Meeting) on the website of the Ministry of Corporate Affairs.**

17. 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.

18. The instructions for members for voting electronically are as under:-

- (i) The voting period begins on Thursday 24th September, 2015 at 9.00 A.M. and ends on Monday 28th September, 2015 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Tuesday, 22nd September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - (a) For CDSL: 16 digits beneficiary ID,
  - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

|  | <b>For Members holding shares in Demat Form and Physical Form</b>  |
|--|--|
| PAN  | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br>Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on computer stationery.<br>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.<br>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).  |

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be

also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e Tuesday 22nd September, 2015 may follow the same instructions as mentioned above for e-Voting.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxii) A member may participate in the Annual General Meeting even after exercising his/ her right to vote through remote e-voting but shall not be allowed to vote again at Annual General Meeting.
- (xxiii) 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 Annual General Meeting through ballot paper.
- (xxiv) M/s Grover Ahuja & Associates have been appointed as Scrutiniser to scrutinise the voting and remote e-voting process in a fair and transparent manner.

(xxv) The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutiner, by use of "Ballot Paper" for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.

(xxvi) The Scrutiniser shall after the conclusion of voting at the Annual 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 Annual General Meeting, a consolidated scrutiner's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall counter sign the same and declare the result of the voting forthwith.

(xxvii) The results declared alongwith the report of the Scrutiniser shall be placed on the website of the Company www.mtnl.net.in and on the website of M/s CDSL (www.cdslindia.com) immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the stock exchanges at which shares of the company are listed.

**Other Instructions:**

- Members have the option to request for physical copy of the Ballot Form by sending an e-mail to mtnlcsc@gmail.com by mentioning their Folio/DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than Thursday, 24th September, 2015 at 4.00 P.M.
- **Ballot Form received after this date will be treated as invalid.**
- **A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.**

**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: 31-8-2015**

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 statement sets out all material facts relating to the business mentioned under Item Nos. 4, 5 and 6 of the accompanying Notice:

## **Item No. 4: To Raise Limit of Borrowings Powers of the Board from ₹15,000 Crores to ₹18,000 Crores:-**

Currently MTNL Board has been vested with powers delegated to it by the shareholders vide its 7th EGM dated 26.02.2014 to borrow upto ₹15,000 Crores (exclusive of temporary loans from the Company's Bankers in the ordinary course of business) from time to time at its discretion from the banks, financial institutions, mutual funds, general public including non-residents and/or from any other source on such terms and conditions as the repayment, interest or otherwise, as it may deem fit.

The Board in its 298th Meeting held on 7th July, 2014 has approved the proposal for issue of Sovereign Guarantee Bonds of ₹ 5500 Crores as Financial support to MTNL for meeting acute shortage of cash requirements arising out of the payment of spectrum fees by MTNL amounting to ₹11,097.97 Crores towards 3G & BWA Spectrum. The proposal of seeking sovereign guarantee of ₹5500 Crores from the, Ministry of Finance, Government of India has been submitted to the Administrative Ministry i.e. Department of Telecom (DoT). Further MAT refund of ₹492.29 Crores is also expected either in the form of Bonds or in any other form.

The Long Term Loan of MTNL as on 30.06.2015 is ₹10,008.97 Crores and MTNL is expected to raise another ₹5,992.29 Crores subject to availability and timing of guarantee space provided by Ministry of Finance, which together with the existing position of ₹10,008.97 Crores will cross the approved limit of ₹15,000 Crores and results to ₹18,000 Crores.

As such, in view the above, the Shareholders may concur to the proposal by way of Special Resolution as a onetime approval for raising the existing limit of ₹15000 Crores to ₹18,000 Crores.

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. 4 of the Notice.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

## **Item No. 5: To issue Non-Convertible Debentures on Private Placement basis**

Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 prescribed, inter alia, under Section 42 of the Companies Act, 2013 inter alia deals with Private Placement of Securities by a company.

The Board in its 298th Meeting held on 7th July, 2014 has approved the proposal for issue of Sovereign Guarantee bonds of ₹5500 Crores as Financial support to MTNL for meeting the shortage of cash requirements arising out of the payment of spectrum fees by MTNL amounting to ₹11097.97 Crores towards 3G & BWA Spectrum. The proposal of seeking Sovereign Guarantee of ₹5500 Crores from the Ministry of Finance has been submitted to the Department of Telecom (DoT).

Further MAT refund of ₹492.29 Crores is also expected either in the form of Bonds or in any other form.

Accordingly, consent of members is hereby sought for authorizing the Board for issue of bonds amounting upto ₹6,000 Crores as and when Sovereign Guarantee approval is 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. 5 of the Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

**Item No. 6: To approve Remuneration payable to the Cost Auditors.**

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 2015-16, 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.6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending on 31st March, 2016.

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. 6 of the Notice.

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

**By Order of the Board**

**For MAHANAGAR TELEPHONE NIGAM LIMITED**

**Sd/-**

**(S.R. Sayal)**

**Company Secretary**

**Place: New Delhi**

**Date: 31-8-2015**

**Annexure to Notice**

Details of Directors seeking Appointment/ Reappointment as required under Clause 49 of the Listing agreement with the Stock Exchange.

|   |   |  |
|---|---|--|
| <b>Name of Director</b>   | <b>Shri. P.K. Purwar</b>  | <b>Shri Sunil Kumar</b>  |
| <b>Date of Birth</b>  | 27.06.1965  | 01.09.1961   |
| <b>Date of Appointment</b>  | 01.06.2013  | 21.06.2013   |
| <b>Experience in Specific Functional Area</b>   | Presently acting as Director (Fin) in MTNL. He has worked at various positions both at field level and Corporate Office in DoT and BSNL since 2005, in the capacity of General Manager in BSNL. | Presently acting as Director (HR&EB/ Tech). He has worked as DDG Marketing in BSNL, handled Sales & Marketing functions in BSNL.   |
| <b>Qualification</b>  | Masters Degree in Commerce from Allahabad University and Professional Degree of Chartered Accountancy from the Institute of Chartered Accounts of India.  | Engineering Graduate, Master's Degree in Administration, Master's Degree in Computer Application, Post Graduate Certificate Course in Sales & Marketing and Certificate Course in Strategy Management. |
| <b>List of outside Directorships (Public Companies and Subsidiary of Public Companies)</b>                    | MSITS - Director<br>MTML - Director   | MSITS- Director<br>MTL- Chairman & Director<br>UTL- Alternate Director   |
| <b>Chairman (C)/Member (M) of the Audit &amp; Stakeholder Relationship Committee across Public Companies.</b> | MTNL<br>• Stakeholders Relationship Committee - Member<br>• Audit Committee-Permanent Invitee   | MTNL<br>• Audit Committee Member<br>• Stakeholders Relationship Committee - Member   |
| <b>No. of Shares held</b>   | NIL   | NIL  |



**MAHANAGAR TELEPHONE NIGAM LIMITED**  
**(A GOVERNMENT OF INDIA ENTERPRISE)**

CIN L32101DL1986GOI023501.

Registered and Corporate Office: Mahanagar Doorsanchar Sadan 5<sup>th</sup> 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

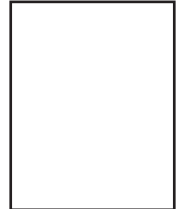
1. Name: ..... Address: .....  
Email ID: ..... Signature:..... Or failing him
2. Name: ..... Address: .....  
Email ID: ..... Signature:..... Or failing him
3. Name: ..... Address: .....  
Email ID: ..... Signature:..... Or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29<sup>th</sup> Annual General Meeting of the Company, to be held on Tuesday 29<sup>th</sup> September, 2015 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. ....

Signed this.....day of.....2015 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 5<sup>th</sup> 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 29<sup>th</sup> Annual General Meeting of Mahanagar Telephone Nigam Ltd. being held at **Auditorium, Mahanagar Doorsanchar Sadan, , 9 CGO Complex, Lodhi Road, New Delhi-110003** on 29<sup>th</sup> September, 2015 At 11.30 A.M.

Signed this.....day of.....2015 Signature of Shareholder: .....  
Signature of Proxy Holder(s): .....

**NAME OF PROXY, IF APPLICABLE (IN BLOCK LETTERS)**

1. 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.**

