

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 35th Annual General Meeting of the members of **MAHANAGAR TELEPHONE NIGAM LIMITED** will be held on **Thursday, November 25, 2021 at 11.30 A.M.** through Video Conferencing (VC)/Other Audio Visual Means (OVAM) to transact the following business :-

I. ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the company for the Financial Year 2020-21 as at 31st March 2021, the reports of the Auditors and the Board of Directors thereon together with the comments of the Comptroller & Auditor General of India (C & AG) thereon.

2. To appoint a director in place of Shri P.K.Purwar (DIN- 06619060) who retires by rotation and being eligible, offers himself for reappointment. 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 152 and other applicable provisions, if any, of the Companies Act, 2013, Shri P.K.Purwar (DIN- 06619060) who retires by rotation at this AGM and being eligible, offered for reappointment, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

3. To appoint a director in place of Shri Amitabh Ranjan Sinha (DIN- 08992887) who retires by rotation and being eligible, offers himself for reappointment. 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 152 and other applicable provisions, if any, of the Companies Act, 2013, Shri Amitabh Ranjan Sinha (DIN-08992887)

who retires by rotation at this AGM and being eligible, offered for reappointment, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

4. To fix the remuneration of the Statutory Auditors of the Company appointed by the Comptroller & Auditor General of India for auditing the accounts of the Company for the Financial Year 2021-22. In this connection to pass with or without modification(s) 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 & Auditor General of India for the Financial Year 2021-22, as may be deemed fit”

II. SPECIAL BUSINESS:

5. **APPOINTMENT OF SHRI SUSHIL KUMAR MISHRA (DIN -08726827), DIRECTOR (TECHNICAL) OF THE COMPANY:**

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 Sections 152 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, Shri Sushil Kumar Mishra (DIN - 08726827) who was appointed as an Additional Director by President of India vide DOT letter no E-2-2/2021-PSA dtd. 08.03.2021 w.e.f. 09.03.2021 on the Board of the Company in terms of Section 161(1) of the Companies Act 2013 and Article 66(D) of the Articles of Association and who holds office upto the date of AGM of the Company in terms of Section 161(1) of the Companies Act 2013 but eligible for appointment and has consented to act as a Director and in respect of whom the company has received notice in writing, from the Director himself under Section 160(1) of Companies Act 2013 proposing himself for the office of the Director of the company be and is hereby appointed as Director of the Company.”

6. **APPOINTMENT OF SMT. YOJANA DAS (DIN - 08987456), DIRECTOR (FINANCE) OF THE COMPANY:**

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 Sections 152 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, Smt. Yojana Das (DIN - 08987456) who was appointed as an Additional Director by President of India vide DOT letter no E-2-2/2020 - PSA dated 12.05.2021 w.e.f. 17.05.2021 on the Board of the Company in terms of Section

161(1) of the Companies Act 2013 and Article 66(D) of the Articles of Association and who holds office upto the date of AGM of the Company in terms of Section 161(1) of the Companies Act 2013 but eligible for appointment and has consented to act as a Director and in respect of whom the company has received notice in writing, from the Director herself under Section 160(1) of Companies Act 2013 proposing herself for the office of the Director of the company be and is hereby appointed as Director of the Company.”

7. APPOINTMENT OF SHRI ARVIND VADNERKAR (DIN - 08597016), DIRECTOR (HR & EB) OF THE COMPANY:

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 Sections 152 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, Shri Arvind Vadnerkar (DIN - 08597016) who was appointed as an Additional Director by President of India vide DOT letter no E-2-3/2021 - PSA dated 25.08.2021 w.e.f. 01.09.2021 on the Board of the Company in terms of Section 161(1) of the Companies Act 2013 and Article 66(D) of the Articles of Association and who holds office upto the date of AGM of the Company in terms of Section 161(1) of the Companies Act 2013 but eligible for appointment and has consented to act as a Director and in respect of whom the company has received notice in writing, from the Director himself under Section 160(1) of Companies Act 2013 proposing himself for the office of the Director of the company be and is hereby appointed as Director of the Company.”

8. TO APPROVE ALTERATION IN ARTICLE 69(II)(F) AND ARTICLE 72 OF ARTICLES OF ASSOCIATION OF MTNL:

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 Section 14 and any other applicable provisions of the Companies Act, 2013, and rules framed hereunder, including any modification(s) thereto or re-enactment(s) thereto for the time being in force, subject to the approval of the President of India, the consent of the members of the company be and is hereby accorded for the substitution/insertion of the existing **Article 69(II)(f) and Article 72** of the Articles of Association, with the amended provisions as provided hereunder:

Existing Provisions	Proposed substitution
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<p>Article 69(II)(f) Sale, lease or disposal of any land and/or building having an original book value of Rs.10 lakhs and above.</p>	<p>Article 69(ii)(f)(i) Sale or disposal of any land and/or building having an indicative value of more than Rs.10 crores. Article 69(ii)(f)(ii) Lease/renting of land and/or buildings for a period more than 30 years and extension thereof.</p>
<p>Existing Provisions</p>	<p>Proposed Insertion of new entry marked as 24(i) and 24(ii) under Article 72 after entry number (23) with indicative heading "To sale or lease of property"</p>
<p>Article 72 : Without prejudice to the general powers conferred by the Article 67 and other powers conferred by the articles but subject to provision of section 293,293-A and 294 of Act, the Board of Directors shall have the following powers: ----- ----- (23)-----</p>	<p>Article 72 :Without prejudice to the general powers conferred by the Article 67 and other powers conferred by the Articles but subject to provision of section 180 (1)(a) of the Companies Act 2013, the Board of Directors shall have the following powers: 1. ----- ----- (23)----- To sale or lease of property (24)(i) Sale or disposal of any land and/or building having an indicative value of less than or equal to Rs.10 crores. (24)(ii) Lease/renting of lands and/or buildings for a period less than or equal to 30 years and extension thereof.</p>

"FURTHER RESOLVED THAT the Board of Directors, be and is hereby authorized to do all such acts, deeds, things and take all such steps necessary or incidental to give effect to the forgoing resolution

09. TO RAISE THE BORROWING POWERS OF BOARD FROM Rs. 25000 CRORE TO Rs. 30000 CRORE:

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 Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Articles of Association of the company, subject to the approval of the shareholders in the general meeting 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 directly or through issue of bonds or debentures to the banks, financial institutions, mutual funds, merchant bankers, PF trusts or the other retirement/ superannuation funds or to general public including non-resident and/or from any other source including external commercial Borrowings, Commercial papers on such terms & conditions as it may deem fit, such sums as may be considered necessary up-to the limit of Rs. 30,000/- crore outstanding at any one time and that such borrowings shall be exclusive of temporary loans/short terms loans obtained from the Company’s Bankers in the ordinary course of business.”

10. TO APPROVE THE 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 Section 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 and subject to such other approvals as may be required, 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 Govt. Guaranteed, Unsecured, Listed, Redeemable non- convertible debentures in the nature of Bonds (NCDs), in one or more series / tranches, aggregating up to Rs. 5000 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.”

11. To APPROVE THE REMUNERATION PAYABLE TO 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, **M/s. R.M. Bansal & Co. Cost Auditors** appointed by the Board of Directors of the Company, to conduct the Cost Audit of the Company for the Financial Year 2021-22, a total fee of Rs.1,12,100/- (Fees Rs.80,000/- plus Rs.15,000/- out of pocket expenses plus GST @18% on the Gross Amount of Rs.95,000/-) at the same rates, terms & conditions for the Financial Year 2020-21..”

“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.”

Place: New Delhi

Date: 28.10.2021

**Registered Office:
Mahanagar Doorsanchar Sadan
5th Floor, 9 CGO Complex,
Lodhi Road, New Delhi -110003**

**By order of the Board
For Mahanagar Telephone Nigam Limited**

**(S.R. Sayal)
Company Secretary**

NOTES

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No.33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 02/2021 dated January 13, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dtd. 12/05/2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dtd. 15/01/2021 have permitted companies to conduct AGM through VC or other audio visual means (OAVM), subject to compliance of various conditions mentioned therein. The 35th AGM will be convened and conducted through Video Conferencing (VC) or other audio-visual means (OAVM) which does not require physical presence of Members at a common venue.

2. The Company has enabled the Members to participate at the 35thAGM through the VC facility provided by CDSL. Hence, Members can attend and participate in the 35th AGM through VC. The deemed venue for the 35th AGM shall be Registered Office of the Company.
3. As per the provisions under the MCA Circulars, Members attending the 35th AGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with necessary user id and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 35th AGM being held through VC.
5. Members joining the meeting through VC, who have not already cast their vote by means of remote E-Voting shall be able to exercise their right to vote through E-Voting at the AGM. The Members who have cast their vote by remote E-Voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
6. Shri Hemant Kumar Singh, Practising Company Secretary (Membership No: FCS – 6033), Partner of M/s Hemant Singh & Associates, has been appointed as the Scrutinizer for scrutinizing the e-voting process in a fair and transparent manner.
7. As per the Companies Act 2013, a Member entitled to attend and vote in the AGM is entitled to appoint a proxy to attend and vote in his/her behalf. Since the 35th AGM is being held through VC as per the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be made available for the 35th AGM and hence the Proxy Form and Attendance Slip are not annexed to this notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or Body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
8. Corporate members are requested to access the link www.evotingindia.com and upload a certified copy of the Board Resolution authorizing their representative to attend the AGM through VC and vote on their behalf. Institutional investors are encouraged to attend and vote at the meeting through VC.
9. 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.
10. The Register of Members and Share Transfer Books will remain closed from **Friday, November 19, 2021 to Thursday, November 25, 2021** (Both days inclusive).
11. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the 35th AGM has been uploaded on the website of the Company at <http://mtnl.in/reports.html>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The 35th AGM

Notice is also disseminated on the website of CDSL (agency for providing the Remote e-voting facility and e-voting system during the 35th AGM) i.e. www.evotingindia.com.

12. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Company shall send the Notice of this Annual General Meeting, instructions for remote e-Voting and e-Voting at AGM, and Annual Report for the Financial Year 2020-21 only through electronic mode, to those members who have registered their e-mail address with the Company or with their respective Depository Participant (DP) and have opted to receive the aforesaid documents in electronic form.
13. 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 Depository through their Depository Participant(s). Members holding shares in physical mode and who wish to receive the Notice of 35th AGM and \ are also requested to update their Email addresses, Bank details and Change in address request by writing to the Registrar and Transfer Agent of the Company by quoting their folio number(s) or by sending email at beetalrta@gmail.com.
14. 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 to 11 of Special businesses, as set out above and form part of the Notice. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to mtnlcsco@gmail.com.
15. 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.
16. 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. The share certificates will be returned to the members after making requisite changes, thereon. Members are requested to use the Share Transfer Form SH 4 for this purpose.
17. 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.
18. (i) 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 dematerialize their shareholding if not done so far, to avoid inconvenience. (ii) In accordance with the proviso to Regulation 40 (1) of SEBI (LODR) 2015 effective from April 1, 2019, transfer of shares of the company shall not be processed unless the shares are held in the

dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in various corporate actions.

19. Members may avail of the nomination facility as provided under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 as amended. Members holding shares in Physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of Shares held in dematerialized form, the Nomination Form may be filed with the respective Depository Participants.
20. The following documents (Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which Directors are interested, maintained under the Companies Act, 2013) will be available for inspection by the Members electronically during the 35th AGM. Members seeking to inspect such documents can send an email to mtnlcsco@gmail.com.
21. Members desirous of getting any information about the Annual Accounts and/or Operations of the Company are requested to write to mtnlcsco@gmail.com at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
22. As the 35th AGM is being held through VC, the route map is not mentioned in the notice.
23. **CDSL e-Voting System – For Remote e-voting and e-voting during AGM:-**
 - (i) As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the 35th AGM through VC/OAVM.
 - (ii) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (LODR) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 35th AGM. For this purpose, your Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL..
 - (iii) The Members can join the 35th AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the 35th AGM through VC/OAVM will be made available to atleast 1000 members on first

come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the 35th AGM without restriction on account of first come first served basis.

- (iv) The attendance of the Members attending the 35th AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- (v) Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the 35th AGM through VC/OAVM and cast their votes through e-voting.
- (vi) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the 35th AGM has been uploaded on the website of the Company at www.mtnl.net.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The 35th AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the 35th AGM) i.e. www.evotingindia.com.
- (vii) The 35th AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
- (viii) In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING 35th AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on **Monday, November 22, 2021 9.00 A.M.** and ends on **Wednesday, November 24, 2021 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 of **Thursday, November 18, 2021** 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) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility. Pursuant to abovesaid SEBI Circular, Login method for e-voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or</p>

joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.

- 3) If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL

- 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS" "Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or

	joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (v) Login method for e-voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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. <ul style="list-style-type: none"> • 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 (3).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 linked in the login should be mailed to 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.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized

signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; mtnlcsco@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE 35th AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-voting on the day of the 35th AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the 35th AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request from **Friday, November 12, 2021 to Thursday, November 18, 2021** mentioning their name, demat account number/folio number, email id, mobile number at (mtnlcsco@gmail.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries from **Friday, November 12, 2021 to Thursday, November 18, 2021** mentioning their name, demat account number/folio number, email id, mobile number at mtnlcsco@gmail.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the 35th AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the 35th AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to mtnlcsco@gmail.com/beetalrta@gmail.com.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending 35th AGM & e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

24. The Scrutinizer will submit his report to the Chairman after the completion of the scrutiny and the result of the voting will be announced by the Chairman on or before 29.11.2021 (within two working days of conclusion of AGM) and will be displayed on the website of the Company (www.mtnl.net.in), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.

BY Order of the Board
For MAHANAGAR TELEPHONE NIGAM LIMITED

(S.R. Sayal)
Company Secretary

Place: New Delhi
Date: 28.10.2021

REGISTERED AND CORPORATE OFFICE
Mahanagar Telephone Nigam Limited
CIN: L32101DL1986GOI023501

MahanagarDoorsancharSadan
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 READ WITH THE SECRETARIAL STANDARD ON GENERAL MEETINGS**

**ITEM NO. 5. APPOINTMENT OF SHRI SUSHIL KUMAR MISHRA (DIN -08726827),
DIRECTOR (TECHNICAL) OF THE COMPANY:**

Shri Sushil Kumar Mishra, Director (CM), BSNL was entrusted with the additional charge of the post of Director (Technical) of MTNL with immediate effect vide Department of Telecommunication (DoT) letter No.E-2-2/2021-PSA dtd. 08.03.2021 for a period of 3 months w.e.f. 09.03.2021 to 08.06.2021 or until further orders, whichever is earlier. Shri Sushil Kumar Mishra assumed the office of Director (Technical) of MTNL w.e.f. 09.03.2021.

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

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

Shri Sushil Kumar Mishra 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 ICSI has also been provided in the Notice.

Shri Sushil Kumar Mishra 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 Sushil Kumar Mishra 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 and/or their relatives, is/are interested or concerned, financially or otherwise in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the Resolution(s) as set out in the accompanied Notice for approval of the shareholders by way of Ordinary Resolution.

ITEM NO. 6. APPOINTMENT OF SMT. YOJANA DAS (DIN - 08987456), DIRECTOR (FINANCE) OF THE COMPANY:

Smt. Yojana Das, Director (Finance), BSNL was entrusted with the additional charge of the post of Director (Finance) of MTNL with immediate effect vide Department of Telecommunication (DoT) letter no E-2-2/2020-PSA dtd. 12.05.2021 with immediate effect for a period of three months from 12.05.2021 to 11.08.2021 or until further orders, whichever is earlier. Smt. Yojana Das assumed the office of Director (Finance) MTNL w.e.f. 17.05.2021.

The Company has received notice in writing under Section 160 of the Act from Smt. Yojana Das proposing his candidature for the office of Director (Finance) of the Company.

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

Smt. Yojana Das does not hold any share in the company in either her 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 ICSI has also been provided in the Notice.

Smt. Yojana Das is interested in the resolution as set out at item no 6 of the Notice, which pertains to her appointment. The respective relatives of Smt. Yojana Das may be deemed to be interested in the resolution set out at item no 6 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 and/or their relatives, is/are interested or concerned, financially or otherwise in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the Resolution(s) as set out in the accompanied Notice for approval of the shareholders by way of Ordinary Resolution.

ITEM NO. 7. APPOINTMENT OF SHRI ARVIND VADNERKAR (DIN - 08597016), DIRECTOR (HR & EB) OF THE COMPANY:

Shri Arvind Vadnerkar, Director (HR), BSNL was entrusted with the additional charge of the post of Director (HR & EB) of MTNL with immediate effect vide Department of Telecommunication (DoT) letter No.E-2-3/2021-PSA dtd. 25.08.2021 for a period of 3 months w.e.f. 01.09.2021 to 30.11.2021 or until further orders, whichever is earlier. Shri Arvind Vadnerkar assumed the office of Director (HR & EB) of MTNL w.e.f. 01.09.2021.

The Company has received notice in writing under Section 160 of the Act from Shri Arvind Vadnerkar proposing his candidature for the office of Director (HR & EB) of the Company.

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

Shri Arvind Vadnerkar 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 ICSI has also been provided in the Notice.

Shri Arvind Vadnerkar is interested in the resolution as set out at item no 7 of the Notice, which pertains to his appointment. The respective relatives of Shri Arvind Vadnerkar 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 and/or their relatives, is/are interested or concerned, financially or otherwise in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the Resolution(s) as set out in the accompanied Notice for approval of the shareholders by way of Ordinary Resolution.

ITEM NO. 8: TO APPROVE ALTERATION IN ARTICLE 69(II)(F) AND ARTICLE 72 OF ARTICLES OF ASSOCIATION OF MTNL:

Group of Ministers (GoM) meeting was held on 21.12.2020 regarding "Revival of BSNL and MTNL". It had been decided by GoM that for any property with value Rs.10 crore or less, BSNL/MTNL will not require approval of GoM and can monetize such property themselves. In view of the decision taken by GoM, Department of Telecommunications (DoT) has directed MTNL to change in Article of Association (AoA).The proposal is for alteration / amendment in **Article 69(ii)(f)** and **Article 72** of Article of Association of MTNL to allow Sale or disposal of any land and/or building with value upto Rs.10 crores and to lease out the land and/or buildings for a period upto 30 .

NECESSITY OF THE PROPOSAL– By approving this proposal, MTNL will be able to monetize its lands and building assets faster and generate some funds to reduce its debt and to meet the requirements of its CAPEX & OPEX for running its business.

The Board of Directors of MTNL in its 345th meeting held on 29.06.2021 has approved alteration in Article 69(ii)(f) and Article 72 of the Articles of Association of MTNL to allow Sale or disposal of any land and/or building with value upto Rs.10 crores and to lease out the land and/or buildings for a period upto 30 years without the approval of the President subject to approval of DOT and the shareholders in the AGM of the company.

In addition to above, it is also proposed to amend the Articles of Association to allow MTNL to do leasing lands and/or buildings for a period upto 30 years, due to following reasons-

A meeting was held in DoT on 09.10.2020, chaired by the JS(Admin), DOT to review the progress of asset monetization of BSNL and MTNL. The minutes of this meeting were issued vide F.No.20-11/2019-PR-Part(1) dated 13.10.2020. It is stated in Para 2(d) of the said minutes that *“BSNL and MTNL were also asked to examine the long / short term lease arrangement. BSNL was asked to revive its land leasing proposal or consideration of DoT.”*

MTNL has a lot of spare-able space available for leasing / renting post VRS which can be utilized for generating the additional revenue income for MTNL. Also MTNL had received in the past various proposals from Govt. organizations (such as Income Tax department) for takings pace from MTNL on lease for 30 years.

Presently MTNL is leasing out spare space in buildings. However there is no specific mention of the period of lease in MTNL AoA. It is proposed that MTNL may seek approval from DoT to give the land/buildings on lease of upto 30 years as taking the DoT approval on a case to case basis will be a cumbersome and time consuming process.

None of the Directors, Key Managerial Personnel and/or their relatives, is/are interested or concerned, financially or otherwise in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the Resolution(s) as set out in the accompanied Notice for approval of the shareholders by way of Special Resolution.

ITEM NO. 9: TO RAISE THE BORROWING POWERS OF BOARD FROM RS. 25000 CRORE TO RS. 30000 CRORE:

Currently MTNL Board has been vested with powers delegated to it vide resolution passed in the 32nd AGM of the Company held on 28.09.2018 by the shareholders, to borrow up-to an amount of Rs. 25,000 crore (excluding the 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, the mutual funds directly or through issue of bonds to the banks, financial institutions, mutual funds, merchant bankers, PF trusts or the other retirement, superannuation

funds or to general public including non-resident and/or from any other source on such terms & conditions as it may deem fit,

Borrowing Position of MTNL as on 31.08.2021 is Rs.23,824.31 crore. (Amount in Rs crore)

Type	Availed Balance
Bond (issued against BWA Refund and Liability of DOT)	4533.97
Bond (Liability of MTNL)	9480.00
Term Loan from Bank	9810.34
Total	23824.31
Limit for long term loan	25000.00

Present cash position: MTNL has available funds of Rs 780 crore (approx) as on 31.08.2021. The present cash position is sufficient to meet the liabilities of MTNL till maximum of October 2021. MTNL has written to all the 12 PSU banks for long term loan of Rs. 500 crore each to finance the requirement of MTNL. Additionally MTNL has also requested the DoT to take-up with MOF to issue sovereign guarantee to raise bonds of Rs 5000 crore. The asset monetization plan approved by the Union Cabinet is still under process. In view of the above, the present limit of Rs 25000 crore is not enough and there is a need to raise the same. The proposed limit shall be sufficient to cater to the funding needs of MTNL for the next 1.5 years. Thereafter accrual from asset monetization is expected to be available within the suitable framework as decided by Government of India.

In view of the above, the Shareholders may concur to the proposal for raising the existing borrowing limit from Rs. 25, 000 crores to Rs. 30,000 crores by way of Special Resolution as a one-time approval.

None of the Directors, Key Managerial Personnel and/or their relatives, is/are interested or concerned, financially or otherwise in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the Resolution(s) as set out in the accompanied Notice for approval of the shareholders by way of Special Resolution.

ITEM NO. 10. TO APPROVE THE ISSUE OF NCDS ON PRIVATE PLACEMENT BASIS:

MTNL has applied to the Department of Telecommunication (DOT), vide letter no. MTNL/CO/BKG/Bonds/2019-20 dtd. 13/10/2021 for raising of "Sovereign Guarantee for raising Bonds of Rs.5,000 Crore of tenure of ten years or more to be raised by your company and serviced by your company for the purpose of debt restructuring". Your company had earlier raised Rs. 4361.40 crores of (7.05% UNSECURED RATED LISTED GOVERNMENT OF INDIA GUARANTEED REDEEMABLE NON CONVERTIBLE TAXABLE BONDS IN THE NATURE OF DEBENTURES. SERIES V/2020 DATE OF MATURITY - 11-10-2030) on

12/10/2020 having face value of Rs. 10,00,000 each. and Rs. 2138.60 crores of (6.85% UNSECURED RATED LISTED GOVERNMENT OF INDIA GUARANTEED REDEEMABLE NON CONVERTABLE TAXABLE BONDS IN THE NATURE OF DEBENTURES. SERIES V/2020 DATE OF MATURITY - 11-10-2030) on 21.12.2020 having face value of Rs. 10,00,000 each. All these bonds are being serviced by MTNL. Now your company is planning to raise an amount of Rs. 5000 crores through issue of bonds if the sovereign guarantee as requested, is given by the Govt. of India. For issue of Bonds/Debentures, approval of Shareholders is mandatory. The shareholders' approval shall be valid for one year from the date of this AGM.

Accordingly, Consent of Shareholders is hereby sought for authorizing the Board for issue of Sovereign Guarantee Bonds of tenure of ten years or more amounting upto Rs.5000 Crores by passing a Special Resolution. This resolution shall be valid for one year from the conclusion of this Annual General Meeting (AGM).

None of the Directors, Key Managerial Personnel and/or their relatives, is/are interested or concerned, financially or otherwise in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the Resolution(s) as set out in the accompanied Notice for approval of the shareholders by way of Special Resolution.

ITEM NO. 11. TO APPROVE THE REMUNERATION PAYABLE TO COST AUDITORS.

The Board has approved the appointment of M/s R.M. Bansal & Co., Cost Accountant as the Cost Auditors of the Company to conduct the audit of the Cost records of the Company for the Financial Year 2021-22 at a total fee of Rs.1,12,100/- (Fees Rs.80,000/- plus Rs.15,000/- out of pocket expenses plus GST @18% on the Gross Amount of Rs.95,000/-) at the same rates, terms & conditions for the Financial Year 2020-21.

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

None of the Directors, Key Managerial Personnel and/or their relatives, is/are interested or concerned, financially or otherwise in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the Resolution(s) as set out in the accompanied Notice for approval of the shareholders by way of Ordinary Resolution.

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

**(S.R. Sayal)
Company Secretary**

Place: New Delhi

Date: 28/10/2021

ANNEXURE TO THE 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 Amitabh Ranjan Sinha	Shri Sushil Kumar Mishra	Smt. Yojana Das	Shri Arvind Vadnerkar
Date of Birth	27.06.1965	18.08.1970	06.03.1962	12.11.1962	07.09.1963
Date of Appointment	15.04.2020	11.12.2020	09.03.2021	17.05.2021	01.09.2021
Experience in Specific Functional Area	RESUME ATTACHED	RESUME ATTACHED	RESUME ATTACHED	RESUME ATTACHED	RESUME ATTACHED
Qualification	M.COM, CA	POST GRADUATE	B.TECH, MBA	POST GRADUATE, MBA	B.E., MBA
List of outside Directorships (Public Companies and Subsidiary of Public Companies)	1. BSNL – CMD 2. MTNLSTPI IT Services Ltd. – Director 3. BSNL Tower Corporation Ltd – Director 4. Mahanagar Telephone Mauritius Ltd	NIL	1. Bharat Sanchar Nigam Limited (BSNL)- Director 2. BSNL Tower Corporation Ltd – Director 3. MTNLSTPI IT Services Ltd. – Director	1. Bharat Sanchar Nigam Limited (BSNL)- Director 2. BSNL Tower Corporation Ltd – Director 3. MTNLSTPI IT Services Ltd. – Director	1. Bharat Sanchar Nigam Limited (BSNL)- Director

	(MTML) - Chairman & Director				
Chairman (C)/Member (M) of the Audit & Stakeholder Relationship Committee across Public Companies.	NIL	MEMBER – Audit Committee	NIL	NIL	NIL
No. of Shares held in MTNL as on 31.03.2021	NIL	NIL	NIL	NIL	NIL
Attendance in Board Meeting in the Financial Year 2020-21	4/4	1/1 (WAS APPOINTED DIRECTOR W.E.F. 11.12.2020)	NOT APPLICABLE (WAS APPOINTED DIRECTOR (TECHNICAL) W.E.F. 09.03.2021)	NOT APPLICABLE (JOINED AS DIRECTOR (FINANCE) ON 17.05.2021)	NOT APPLICABLE (JOINED AS DIRECTOR (HR & EB) ON 01.09.2021)
Relationship between Directors inter-se	NONE	NONE	NONE	NONE	NONE

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

1. Shri. Pravin Kumar Purwar, CMD

Shri. P.K. Purwar, has been entrusted with additional charge of CMD of MTNL w.e.f. 15.04.2020. He is also acting as CMD of BSNL. He was on the MTNL Board as Director (Finance) since June 01, 2013. In past also he was entrusted with the additional charge of CMD, MTNL. He ceased to be CMD of MTNL w.e.f. 15.07. 2019. He is Head for all financial and regulatory functions of 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. 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.

2. Smt. Yojana Das, Director (Finance)

With over 35 years of experience in Public Sector Finance, Smt. Yojana Das has Joined the Mahanagar Telephone Nigam Limited as Director(Finance) on the MTNL Board on 17.05.2021. She also serves as full time Director (Finance) and Chief Financial Officer on the Board of Bharat Sanchar Nigam Limited (BSNL). She began her career in the Telecom Industry on joining the Department of Telecommunication in 1990 on selection to the Indian P&T Accounts and Finance Service Group 'A'. Prior to this, she worked at the National Dairy Development Board for over four years in the areas of Project Appraisal, Finance, Multilateral Agency funding etc. In telecom Finance, she has vast experience of working at Corporate and policy level where she has handled the functions of Treasury Management and Investments, Budget and Financial Controls, internal Audit, Business Vertical , finance, Revenue Management, Government Projects, Financial risk Management, Legal issues etc. At various field level posting, she has varied experience in all the facets of Accounts and Finance including Financial Advice, Corporate Accounts, HR and manpower management, Revenue Assurance, procurement Finance etc. She possesses an MBA from the Institute of Rural Management, Anand (IRMA) and is also a Post Graduate in Economics.

3. Shri Sushil Kumar Mishra Director (Technical)

Shri Sushil Kumar Mishra has more than 33 years of experience in diverse roles and proven results in DoT and BSNL, in Telecom Circles and Districts, Planning & Deploying Transmission System, Planning & OAM of Mobile network, MPLS Network Management and as a trainer in ALTTTC. Shri Sushil Kumar Mishra has joined MTNL as Director (Technical) w.e.f. 09.03.2021. He is B.Tech. (Electronics & Communication Engineering) from National Institute of Technology (NIT), Warangal. He is also done his MBA in Marketing & Finance. As Chief General Manager, Karnataka Circle, he was instrumental in launching 4G services in Karnataka. Several initiatives like FIFTH services improvement, web-based fault diagnosis of FIFTH services was initiated. As Principal General Manager, Ahmedabad he was involved in executing the Smart City Project. His team diagnosed, devised and implemented method for preventing of IP flooding in the GSM network. As Sr. General Manager MPLS NOC his team planned, designed, upgraded & maintained BSNL's MPLS network, across 196 cities. The MPLS network was expanded at multiple stages with his involvement in specification drafting & approval, tender evaluation upto Validation. As General Manager Mobile Services his team Rolled-out 3G in Jharkhand circle. He is an empaneled instructor with Commonwealth Training Organization (CTO) and Conducted a course on GSM & 3G in Botswana, Africa. He attended BRICS communications Summit 2018, as a part of India's Ministerial delegation. He has served as Chairman of India's ITU-D study group in 2013-14.

4. Shri Arvind Vadnerkar Director (HR & EB)

Shri Arvind Vadnerkar, Indian Telecom Service Officer of 1987 batch has joined as Director (HR) in BSNL Corporate Office on 14.10.2019 and Director (HR & EB) in MTNL w.e.f. 01.09.2021. He has done Bachelor of Engineering in Electronics from NIT Bhopal and Executive MBA from Symbiosis Pune. He started his career in DoT with Long Distance Network Maintenance in Bhopal & Ahmedabad. He was part of Core Team for evaluation of 1st Phase Mobile tender and later he was instrumental in successful launch of Mobile Services in West Zone of BSNL. He has worked in all spheres of Mobile Network. In the year 2004 he was conferred with the highest award in BSNL, 'Ati Vishisht Sanchar Seva Padak' for his outstanding contributions. He played a vital role in Phase-V Mobile expansion. While on assignment to J&K, he completed Amarnath Yatra Mobile coverage project. He also worked as GM in various fields - Administration, Enterprise Business, Sales & Marketing in Pune SSA; As GM (Mobile) in Maharashtra Circle and then as SSA Head in Aurangabad & Pune. As Director (HR), he is responsible for all Human Resource related functions of whole of BSNL.

5. Shri Amitabh Ranjan Sinha, Government Nominee Director

Shri Amitabh Ranjan Sinha is a Govt. nominee Director on the MTNL Board. He has joined as Director (Government Nominee) on the Board of MTNL w.e.f. 11.12.2020. Shri Sinha is an officer of the 1998 batch of IP&TAFS, recruited through the Civil Services Examination conducted by the UPSC. He is a graduate from Hansraj College of Delhi University. Later he did his Post Graduate Programme in Public Policy & Management from IIM Bangalore in 2007-09. He is also an alumnus of the National Defence College, New Delhi, having participated in the 59th Course of NDC. The officer has a rich and varied experience of working in the Govt. of India for approx. 23 years. He started his career in Department of Telecommunications and worked on deemed deputation in BSNL. During his stint in BSNL, he handled different responsibilities which included billing and customer relations, project finance and revenue management & assurance. He was responsible for the finance & accounts functions of the cellular services of BSNL in the Western Zone. He had the opportunity to serve the Department of Posts at its HQ and handled with distinction the initial efforts of computerization of the nationwide Postal Accounts Offices. He also contributed significantly in the Business development activities of Deptt. of Posts which involved harnessing of over 1,50,000 strong network of post offices for undertaking the delivery of several schemes and initiatives of Govt. of India with a view to achieving inclusive growth in the country. During his stint at DoT HQ, he acquired considerable experience in handling staff and establishment matters of the IP&TAFS Cadre. Working in Finance Wing, the officer is well versed with Govt. rules & regulations and has considerable experience of evaluating various projects/schemes of the Department. The officer worked on Central Deputation in the Ministry of Defence for five years and acquired valuable experience in working on matters concerning the security & defence of the country. Working in the Army and Air Force Wings of the Defence Ministry, the officer gained invaluable experience in handling different assignments such as revenue, procurement, personnel matters, policy related issues etc. of the Armed Forces. During this period, the officer participated and represented India from Ministry of Defence in several international seminars and conferences. Presently, the officer is working as Deputy Director General (FIPP) in DoT HQ, handling Foreign Direct Investment proposals and related policy matter concerning the Telecom Sector in the country.