



## MAHANAGAR TELEPHONE NIGAM LIMITED

(A GOVERNMENT OF INDIA ENTERPRISE)

CIN L32101DL1986GOI023501

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MTNL/SECTT/SE/2022

July 07, 2022

To

The Listing Department,  
Bombay Stock Exchange (BSE)  
National Stock Exchange (NSE)  
OTCIQ

REF: BSE SCRIP CODE: 500108/ NSE SYMBOL: MTNL/ OTCIQ SYMBOL: MTENY  
SUB: COMPLIANCE WITH REGULATION 30 OF SEBI (LODR), 2015 -MINUTES OF  
POSTAL BALLOT NOTICE DTD 20.05.2022 - reg

Dear Sir,

This is with reference to our earlier letter of even no dtd. 17.05.2022, 20.05.2022 & 27.06.2022 informing about the postal ballot process undertaken by Mahanagar Telephone Nigam Limited for seeking approval of the Members for appointment of Directors. The voting period for casting the vote had commenced on Friday, 27<sup>th</sup> May, 2022 (9:00am) (IST) and ended on Saturday, 25<sup>th</sup> June, 2022 (5:00pm) (IST).

Kindly find attached Minutes of the resolutions passed by the Postal Ballot Process (Notice dtd. 20.05.2022) duly signed by the Chairman cum Managing Director of MTNL.

The above is submitted for information and records please.

Thanking You,

Yours faithfully,

(S.R.SAYAL)  
COMPANY SECRETARY

Encl:A/a

**MINUTES OF THE RESOLUTIONS PASSED THROUGH POSTAL BALLOT PROCESS (NOTICE DATED 20.05.2022) INCLUDING DECLARATION OF RESULTS OF THE POSTAL BALLOT ON MONDAY, THE 27<sup>TH</sup> JUNE, 2022 FOR THE ORDINARY AND SPECIAL RESOLUTIONS PASSED BY THE SHAREHOLDERS OF THE COMPANY**

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The Board of Directors has confirmed the proposal by Circular Resolution dated 27.04.2022 in its 350<sup>th</sup> Board Meeting held on 30.05.2022 for seeking the consent of the members of the Company by way of ordinary/special resolutions through the Postal Ballot process for appointment of following individuals as Directors of the Company

<b>SI. No.</b>	<b>Description of the Resolution</b>	<b>Type of Resolution</b>
1.	Appointment of Shri V. Ramesh (DIN: 08771524), as Director (Technical) of the Company	Ordinary
2.	Appointment of Shri Piyush Ranjan Nishad (DIN: 09579746), as Non-Official Independent Director On the Board of MTNL	Special
3.	Appointment of Shri Premjit Lal, (DIN: 07049152), DDG(PM), DOT As Government Nominee Director of the Company	Ordinary

Company Secretary placed on record the following actions, taken in compliance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015:

- i. The Board of Directors appointed CS Hemant Kumar Singh, Prop. of M/s Hemant Singh & Associates, Practicing Company Secretaries, Delhi (C.P. No. 6370 and FCS 6033), as the Scrutinizer, for conducting the postal ballot and e-voting process.
- ii. The Postal Ballot Notice dated 20.05.2022 for seeking approval of members of the Company for the regularization of appointment of above Directors of the Company was sent to all the members, whose names appeared in the Register of Members / list of Beneficial Owners, as received from National Securities Depository Limited and Central Depository Services (India) Limited as on the Cut-off date i.e. Friday, 20<sup>th</sup> May, 2022.



- iii. M/s. Central Depository Services (India) Limited was appointed to provide the e-voting platform and completed the despatch of Postal Ballot Notice by email on Wednesday, the 24<sup>th</sup> May, 2022 to the members for e-voting, who have registered their e-mail ids with the Depository Participant(s) or with the Company or with the RTA.
- iv. The voting period started from Friday, 27<sup>th</sup> May, 2022 (9.00 AM) and ends on Saturday, 25<sup>th</sup> June, 2022 (5.00 PM)
- v. CS Hemant Kumar Singh, Prop. of M/s Hemant Singh & Associates, Practicing Company Secretaries, Delhi (C.P. No. 6370 and FCS 6033), who was appointed as the Scrutinizer for the aforesaid Postal Ballot process submitted the Scrutinizer Report on 27.06.2022 (attached as annexure to the Minutes). In accordance with the said Report, members of the Company have approved the above resolutions with requisite majority, as embodied in the Postal Ballot Notice dated 20.05.2022.

Thereafter, as authorised by the Board of Directors, the Company Secretary declared the Postal Ballot Results, based on the Scrutinizer's Report and announced that, the following Ordinary and Special Resolutions as set out in Postal Ballot Notice dated 20.05.2022 were duly approved by the members with requisite majority on the last date specified for E-Voting for the Postal Ballot Voting Process i.e. **Saturday, 25<sup>th</sup> June, 2022.**

**1. APPOINTMENT OF SHRI V. RAMESH (DIN: 08771524), AS DIRECTOR (TECHNICAL) OF THE COMPANY:**

99. 85% shareholders voted in favour of the resolution while 0.15% voted against the resolution. The resolution following was passed as on 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 V. Ramesh (DIN - 08771524) who was appointed as an Additional Director to function as Director (Technical) by President of India vide DOT letter no E-2-2/2021-PSA dtd. 22.03.2022 w.e.f. 01.04.2022 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 the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier, 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 of



Companies Act 2013 proposing himself for the office of the Director of the company be and is hereby appointed as Director (Technical) of the Company.”

## **2. APPOINTMENT OF SHRI PIYUSH RANJAN NISHAD (DIN: 09579746), AS NON-OFFICIAL INDEPENDENT DIRECTOR ON THE BOARD OF MTNL**

99. 99% shareholders voted in favour of the resolution while 0.01% voted against the resolution. The resolution following was passed as on Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 149 & 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment & Qualification of Directors) Rules, 2014, and the applicable provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Piyush Ranjan Nishad (DIN - 09579746), who has been nominated as an Non – Official Independent Director by the President of India vide DoT Letter No.E-5-3/2018-PSA dtd. 23.03.2022 and was appointed by the Board of Directors as an Additional Director in the capacity of an Non-official Independent Director on the Board of the Company w.e.f. 21.04.2022 ( date of obtaining DIN) and who holds office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier, in terms of Section 161 of the Companies Act, 2013 and Article 66(D) of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from the Director himself proposing his candidature for the office of Director of the Company and has consented to act as an Non-Official Independent Director of the Company be and is hereby appointed as an Non Official Independent Director of the Company.”

“RESOLVED FURTHER THAT appointment of Shri Piyush Ranjan Nishad (DIN - 09579746), (who meets the criteria for independence as provided in Section 149(6) of the Act) shall act as an Non Official Independent Director of the Company not liable to retire by rotation for a term of three years commencing from the date of obtaining DIN i.e. 21.04.2022 to 20.04.2025 or until further orders of Government of India, whichever is earlier”.

## **3. APPOINTMENT OF SHRI PREMJJIT LAL, (DIN: 07049152), DDG(PM), DoT AS GOVERNMENT NOMINEE DIRECTOR OF THE COMPANY:**

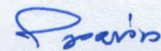
99. 99% shareholders voted in favour of the resolution while 0.01% voted against the resolution. The resolution following was passed as on Ordinary Resolution:-



"RESOLVED THAT pursuant to the provisions of Sections 152 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, Shri Premjit Lal, (DIN: 07049152) who was appointed as an Additional Director to function as Government Nominee Director by President of India vide DOT Letter No.E-5-3/2021-PSA dtd. 17.05.2022 & 18.05.2022 w.e.f. 17.05.2022 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 the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier, 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 of Companies Act 2013 proposing himself for the office of the Director of the company be and is hereby appointed as Government Nominee Director of the Company."

Company Secretary also stated that the following actions have also been completed within the prescribed time limits:

- I. Intimation of the outcome of the Postal Ballot to the Stock Exchanges, RTA and CDSL.
- II. Uploading the results of Postal Ballot on the website of the Company.



(P.K.PURWAR)

Chairman-cum-Managing Director



DATE: 07.07.2022

PLACE: NEW DELHI