



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

MTNL/SECTT/AGM/2020
December 08, 2020

To
The Secretary,
Bombay Stock Exchange (BSE)
National Stock Exchange (NSE)
OTCQX

Sub: Notice of 34th Annual General Meeting (AGM), Closure of Register of Members and Share Transfer Books, Cut-off date and Period of E-Voting.

Dear Sir,

This is to inform you that the 34th Annual General Meeting (AGM) of Mahanagar Telephone Nigam limited (MTNL) is scheduled to be held on **Thursday, 31st December 2020 at 11.30 A.M.** through Video Conferencing (VC)/Other Audio Visual Means (OVAM).

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the 34th AGM of the Company. The Company has fixed the following date(s) in connection with the ensuing 34th AGM:

Provision	Relevant Date
Date of Closure of Register of Members and Share Transfer Books for the purpose of Annual Closing/AGM. (Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (LODR) Regulations, 2015)	From Friday, 25th December, 2020 to Thursday, 31st December, 2020 (both days inclusive)
The cut-off date for the purpose of determining the voting rights of the shareholders and period of remote e-voting. (Section 108 of the Companies Act, 2013 and Regulation 44 of SEBI (LODR) Regulations, 2015)	Cut-off date: Thursday, 24th December, 2020
	Remote e-voting period: Commences on: Sunday, 27th December, 2020 (9:00 a.m.) Ends on: Wednesday, 30th December, 2020 (5:00 p.m.)

Kindly take the above information on record.

Thanking You,

Yours faithfully

(S.R. Sayal)
Company Secretary

Encl: Notice of 34th AGM

MAHANAGAR TELEPHONE NIGAM LIMITED

(A GOVERNMENT OF INDIA ENTERPRISE)

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

NOTICE

NOTICE is hereby given that the 34th Annual General Meeting of the members of MAHANAGAR TELEPHONE NIGAM LIMITED will be held on Thursday, December 31, 2020 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 2019-20 as at 31st March 2020, 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 Sunil Kumar (DIN- 06628803) 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 Sunil Kumar (DIN- 06628803) 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 Navneet Gupta (DIN- 08478052) 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 Navneet Gupta (DIN- 08478052) 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 2020-21. 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 2020-21, as may be deemed fit"

II. SPECIAL BUSINESS:

5. Appointment of Shri P.K.Purwar (DIN - 06619060), Chairman & Managing Director (CMD) 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 P.K.Purwar (DIN - 06619060) who was appointed as an Additional Director by President of India vide DOT letter no E-2-2/2019 - PSA dated 13.04.2020 on the Board of the Company in terms of Section 161 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 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 Shri Suresh Kumar Gupta (DIN - 08221877), 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, Shri Suresh Kumar Gupta (DIN - 08221877) who was appointed as an Additional Director by President of India vide DOT letter no E-2-2/2020 - PSA dated 30.09.2020 on the Board of the Company in terms of Section 161 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 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."

7. 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.2138.60 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."

8. 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 2020-21, be paid the remuneration of Rs.1,12,100/- inclusive of out of pocket expenses and GST @18% or as applicable, as set out in the explanatory statement attached with 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.

Place: New Delhi

Date: 08.12.2020

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 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 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dtd 12/05/2020 The 34th 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 34th AGM through the VC facility provided by CDSL. Hence, Members can attend and participate in the 34th AGM through VC. The deemed venue for the 34th AGM shall be Registered Office of the Company.
3. As per the provisions under the MCA Circulars, Members attending the 34th 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 evoting and evoting during the AGM. The process of remote evoting with necessary user id and password is given in the subsequent paragraphs. Such remote evoting facility is in addition to voting that will take place at the 34th AGM being held through VC.
5. Members joining the meeting through VC, who have not already cast their vote by means of remote evoting shall be able to exercise their right to vote through evoting at the AGM. The Members who have cast their vote by remote evoting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
6. Mr. Hemant Kumar Singh, Practicing Company Secretary (Membership No: FCS – 6033), Partner of M/s Hemant Singh & Associates, has been appointed as the Scrutinizer for scrutinizing the 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 34th 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 34th 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, December 25, 2020 to Thursday, December 31, 2020** (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 34th 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 34th AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the 34th AGM) i.e. www.evotingindia.com.

12. In compliance with the aforesaid MCA Circulars and SEBI Circular, the Company shall send the Notice of this Annual General Meeting, instructions for remote e-voting and evoting at AGM, and Annual Report for the Financial Year 2019-20 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 34th 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 8 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 34th 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. 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 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 34th 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.
23. The Members can join the 34th AGM in the VC 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 34th AGM through VC 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 AGM without restriction on account of first come first served basis.
24. As the 34th AGM is being held through VC, the route map is not mentioned in the notice.
25. **Voting:-**
 - (I) **INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**
 - (i) The voting period begins on **Sunday, December 27, 2020 9:00 A.M. (IST)** and ends on **Wednesday, December 30, 2020 5:00 P.M. (IST)**. 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, December 24, 2020** 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.
 - (iv) Click on "Shareholders" module.
 - (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. Shareholders 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 and voted on an earlier e-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:

	For Shareholders holding shares in Demat Form 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 which is printed on Postal Ballot / Attendance Slip indicated 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. <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 (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) 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.

(xi) For shareholders 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

(II) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

(i) 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 mtnlcsc@gmail.com or beetalrta@gmail.com.

(ii) For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to mtnlcsc@gmail.com or beetalrta@gmail.com.

(III) INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC ARE AS UNDER:

(i) Shareholder will be provided with a facility to attend the AGM through VC through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC will be available in shareholder/members login where the EVSN of Company will be displayed.

(ii) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

- (iii) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (iv) 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.
- (v) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request from **Tuesday, December 22, 2020 to Friday, December 25, 2020** 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 **Tuesday, December 22, 2020 to Friday, December 25, 2020** 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.

(IV) INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER: -

- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- (ii) Only those shareholders, who are present in the AGM through VC 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 AGM.
- (iii) 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.
- (iv) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(V) INSTRUCTIONS FOR EVOTING BY Non –Individual Shareholders and Custodians

- (i) 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.
- (ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- (iii) 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.
- (iv) 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.
- (v) 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.
- (vi) 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.

26. *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, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.*
27. *All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 or 1800 225533.*
28. *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 02.01.2021 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:08.12.2020

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 READ WITH THE SECRETARIAL STANDARD ON GENERAL MEETINGS

ITEM NO. 5. Appointment of Shri P.K.Purwar (DIN - 06619060), Chairman & Managing Director (CMD) of the Company.

Shri P.K.Purwar, CMD, BSNL was entrusted the additional charge of the post of Chairman & Managing Director (CMD) of MTNL with immediate effect vide Department of Telecommunication (DoT) letter no E-2-2/2019-PSA dtd 13.04.2020 with immediate effect for a period of six months from the date of assumption of charge or until further orders, whichever is earlier. Shri P.K.Purwar assumed the office of CMD MTNL w.e.f. 15.04.2020.

The Company has received notice in writing under Section 160 of the Act from Shri P.K.Purwar proposing his candidature for the office of Chairman & Managing Director (CMD) of the Company.

Brief resume of Shri P.K.Purwar, 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 P.K.Purwar 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 P.K.Purwar 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 P.K.Purwar 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 Shri Suresh Kumar Gupta (DIN - 08221877), Director (Finance) of the Company.

Shri Suresh Kumar Gupta, Pr. CCA, Delhi & 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 30.09.2020 with immediate effect for a period of three months from 01.10.2020 to 31.12.2020 or until further

orders, whichever is earlier. Shri Suresh Kumar Gupta assumed the office of Director (Finance) MTNL w.e.f. 21.10.2020.

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

Brief resume of Shri Suresh Kumar Gupta, 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 Suresh Kumar Gupta 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 Suresh Kumar Gupta is interested in the resolution as set out at item no 6 of the Notice, which pertains to his appointment. The respective relatives of Shri Suresh Kumar Gupta 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: To approve the issue of NCDs on Private Placement basis:

Department of Telecommunication (DOT), GOI vide its letter no. F.No. 30-04/2019-PSU Affairs dtd. 29 October, 2019 has given MTNL "Sovereign Guarantee for raising Bonds of Rs.6,500 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 has raised Rs. 4361.40 crores of (7.05% UNSECURED RATED LISTED GOVERNMENT OF INDIA GUARANTEED REDEMPTIBLE NON CONVERTABLE 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. Now your company is planning to raise the remaining amount of 2138.60 crores through issue of bonds. For issue of Bonds/Debentures, approval of shareholders is mandatory. The shareholders' approval is valid for one year from the date of this AGM.

Accordingly, consent of members is hereby sought for authorizing the Board for issue of Sovereign Guarantee Bonds of tenure of ten years or more amounting upto Rs.2138.60 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. 8. 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 2020-21 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 2019-20.

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.

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.

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



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

Place: New Delhi

Date: 08/12/2020

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 Sunil Kumar	Shri Navneet Gupta	Shri P.K.Purwar	Shri Suresh Kumar Gupta
Date of Birth	01.09.1961	22.12.1971	27.06.1965	31.12.1961
Date of Appointment	21.06.2013	11.06.2019	15.04.2020	21.10.2020
Experience in Specific Functional Area	RESUME ATTACHED	Presently, working as Joint secretary (Admin) in Department of telecommunication (DoT), Govt. of India	RESUME ATTACHED	RESUME ATTACHED
Qualification	<u>B. TECH, MBA, MCA</u>	<u>GRADUATE</u>	<u>M.COM, CA</u>	<u>CA,ACS</u>
List of outside Directorships (Public Companies and Subsidiary of Public Companies)	1. MTNLSTPI IT Services Ltd. – Director 2. Millennium Telecom Ltd. - Director	1. Bharat Sanchar Nigam Limited (BSNL)- Director	1. BSNL– CMD 2. MTNLSTPI IT Services Ltd. – Director 3. BSNL Tower Corporation Ltd – Director	1. BSNL – Director 2. BSNL Tower Corporation Ltd – Director 3. HTL Limited
Chairman (C)/Member (M) of the Audit & Stakeholder Relationship Committee across Public Companies.	MEMBER – Audit Committee	NIL	NIL	NIL
No. of Shares held in MTNL as	NIL	NIL	NIL	NIL

on 31.03.2020				
Attendance in Board Meeting in the Financial Year 2019-20	4/4	4/4	1/1 (Ceased to be CMD of MTNL w.e.f 15.07.2019 and was Entrusted with additional charge of CMD w.e.f. 15.04.2020)	NOT APPLICABLE (JOINED AS DIRECTOR (FINANCE) ON 21.10.2020)
Relationship between Directors inter-se	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. Shri. Sunil Kumar, Director (HR & EB)

Shri. Sunil Kumar, is on the MTNL Board as Director (HR & EB) since 21st June 2013. He is Head for Human Resource Management, Legal Cell, Development of Enterprise Business and Marketing of MTNL Services. He was entrusted with the additional charge of CMD, MTNL w.e.f. 24.07.2019 till 15.04.2020.

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

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

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

assignment, he was Executive Director (Business Development and Managed Services) in Telecommunications Consultants India Limited (TCIL).

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

3. Shri S.K.Gupta, Director (Finance)

Shri Suresh Kumar Gupta assumed the charge of the post of Director (Finance) of MTNL w.e.f. 21.10.2020. He is also acting as Director (Finance) of BSNL w.e.f. 29.04.2019 in addition to his duties as Principal CCA D/o Telecom. Shri Gupta is a Fellow Chartered Accountant and an Associate Company Secretary. He has graduated from Commerce College, Jaipur in 1980. He began his career in Department of Telecommunications in 1989 after his selection through Indian P&T Accounts & Finance Service Group 'A'. He has wide experience in the field of Finance Advice, Accounting, Administration and Legal issues. From the year 1997-2001 he worked on deputation with M/s TCIL in their foreign project in Kuwait as Finance Adviser to Chief Project Manager. Again from the year 2013-2015 he worked on deputation to M/s Railtel Corporation of India Ltd. as Group General Manager (Fin). He has also worked in different capacities such as Jt. Controller of Communication Accounts, Controller of Communication Accounts and Principal Controller of Communication Accounts in the Dept. of Telecom. Presently, he is holding the substantive charge of Pr. CCA, Delhi also. He is also a Govt. Nominee Director on the Board of HTL Ltd. As CCA and Pr. CCA he has monitored various USO funded projects such as VPTS, MODELS, Mobile Tower infrastructure and BharatNet Ph-I. In addition to that, he has been the Assessing Authority in respect of License Fee and Spectrum usage Charges for the different categories of licenses granted by Deptt. of Telecom, such as, NLD, ILD, ISPS, VNOS, etc. In the capacity of Jt. CCA/ CCA/ Pr. CCA he has also been monitoring the settlement and payment pensioner benefits of BSNL, MTNL and DoT retirees.