

महानगर टेलीफोन निगम लि०

(भारत सरकार का उद्यम)

Mahanagar Telephone Nigam Ltd.

(A Government of India Enterprise)

CIN: L32101DL1986GOI023501



MTNL/SECTT/EGM/2019
December 11, 2019

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

Sub: Intimation regarding Extra Ordinary General Meeting of MTNL to be held on 8th January, 2020.

Dear Sir,

Pursuant to Regulation 30 of SEBI (LODR), 2015, we write to inform you that the Extra Ordinary General Meeting of MTNL will be held on Wednesday, 08th January, 2020 at 11:30 AM at the Auditorium, Mahanagar Doorsanchar Sadan, 9, CGO Complex, Lodhi Road, New Delhi – 110003.

The following information with regard to EGM and E- voting details are also submitted for your kind information:-

| S.No. | ACTIVITIES | DATE/Date time |
|-------|---------------------------------------|---|
| 1 | Date & Time of EGM | 08 th January 2020 at 11:30 AM |
| 2 | Cut-off Date for Casting for E-voting | 01 st January, 2020 |
| 3 | E-Voting Start Date & Time | 04 th January, 2020 at 9:00AM |
| 4 | E-Voting End Date & Time | 07 th January, 2020 at 5:00 PM |

We are forwarding the soft copy of Notice of the Extra Ordinary General Meeting of MTNL.

Kindly take the above information on record.

Thanking You,

Yours faithfully

(S.R.Sayal)
Company Secretary

11

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 OF EXTRAORDINARY GENERAL MEETING OF MEMBERS

NOTICE is hereby given that the Extraordinary General Meeting of the members of **MAHANAGAR TELEPHONE NIGAM LIMITED** will be held on **Wednesday, 8th January 2020 at 11:30 am** at **Auditorium, Mahanagar Doorsanchar Sadan, 9 CGO Complex, Lodhi Road, New Delhi-110003** to transact the following business :-

SPECIAL BUSINESS:

1. 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 Articles 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. 6500 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 debentures, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto.”

2. To approve Monetization of Land and Buildings by following DIPAM Guidelines and/ or the Board/ DoT approved procedure for Asset Monetization.

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

i) “**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), read with Articles of Association of the Company and/ or such other approvals, permissions and sanctions of all other concerned authorities and Departments, if and to the extent necessary the consent of the shareholders be and is hereby accorded to Board of Directors (hereinafter called “the Board”) to monetize land and or buildings as specified/ identified by the Board by following Department of Investment and Public Asset Management(DIPAM)OM NO. F3/3/2018/DIPAM-II dated 08-03-2019 and Revival Plan of the Company, as approved by the Union Cabinet and conveyed to MTNL vide DoT, GOI letter no. F.No. 30-04/2019-PSU Affairs dtd. 29 October, 2019 and/ or the Board/ DoT approved procedure for Asset Monetization.”

ii) “**RESOLVED FURTHER THAT** subject to the provisions of the Companies Act, 2013 and the Articles of Association of the Company and/or such other approvals, permissions and sanctions of all other concerned authorities and Departments, if and to the extent necessary, the consent of the shareholders be and is hereby accorded to the Board for opening of an escrow account for ring-fencing the proceeds from monetization of assets for use by the Company under Revival/Restructuring Plan as approved by the Union Cabinet and conveyed to MTNL vide DoT, GOI vide its letter no. F.No. 30-04/2019-PSU Affairs dtd. 29 October, 2019.”

iii) “**RESOLVED FURTHER THAT** subject to the provisions of the Companies Act, 2013 and the Articles of Association of the Company and/or such other approvals, permissions and sanctions of all other concerned authorities and Departments, the shareholders has taken note of declaration by the Board that clear title deed is available for the property to be monetized and that the property is free of encumbrances and encroachment”.

iv) “**RESOLVED FURTHER THAT** subject to the aforesaid approvals and subject to such other approvals as may be required, the consent of the shareholders be and is hereby accorded to the Empowered Management Committee in MTNL (also known as the ECM) to do all such acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution”.

3. To approve Monetization of Towers and Fiber Assets using an appropriate model.

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

i) **“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), read with Articles of Association of the Company and/ or such other approvals, permissions and sanctions of all other concerned authorities and Departments, if and to the extent necessary, the consent of the shareholders be and is hereby accorded to Board of Directors (hereinafter called “the Board”) to monetize Towers and Fiber Assets as specified/ identified by the Board by following an appropriate model including leasing after considering the market conditions with the aim to maximize the returns as per the Revival Plan of the Company, as approved by the Union Cabinet and conveyed to MTNL vide DoT, GOI letter no. F.No. 30-04/2019-PSU Affairs dtd. 29 October, 2019.”

ii) **“RESOLVED FURTHER THAT** subject to the provisions of the Companies Act, 2013 and the Articles of Association of the Company and/or such other approvals, permissions and sanctions of all other concerned authorities and Departments, if and to the extent necessary, the consent of the shareholders be and is hereby accorded to the Board for opening of an escrow account for ring-fencing the proceeds from monetization of assets for use by the Company under Revival/Restructuring Plan as approved by the Union Cabinet and conveyed to MTNL vide DoT, GOI vide its letter no. F.No. 30-04/2019-PSU Affairs dtd. 29 October, 2019.”

iii) **“RESOLVED FURTHER THAT** subject to the aforesaid approvals and subject to such other approvals as may be required, the consent of the shareholders be and is hereby accorded to the Empowered Management Committee in MTNL (also known as the ECM) to do all such acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution.”

4. To approve Re-Classification of Capital through Alteration of Capital Clause of Memorandum of Association and Articles of Association.

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

i) **“RESOLVED THAT** pursuant to the provision of Section 13 & 61 and any other applicable provision, if any, of the Companies Act, 2013 and the Companies (Share Capital and Debenture) Rules, 2014 or any amendment thereto, and subject to the provisions of the Articles of Association of the Company, and subject to such other approvals as may be required, the Authorized Share Capital which is presently Rs. 10,000 Crore divided into 1,000 crore Equity Shares of Rs. 10/- each of the Company be and is hereby sub- divided as under:-

(a) 350 Cr. Equity Share of Rs. 10/- each aggregate to Rs. 3500 Cr.

(b) 65 Cr. Preference Shares of Rs. 100/- each aggregating to Rs. 6500 Cr. to enable MTNL to allot 62.95 Cr. Preference Share of Rs. 100/- each aggregating to Rs. 6295 Cr. to the Government of India as an infusion of Capital by Government of India as support to MTNL for acquiring of the 4G Spectrum by the Company.”

ii) **“RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company w.r.t the Authorized share Capital be and is hereby substituted to read as under:-

(a) 350 Cr. Equity Shares of Rs.10/- each aggregating to Rs. 3500 Cr.

(b) 65 Cr. Preference Shares of Rs. 100/- each aggregating to Rs. 6500 Cr.”

iii) **“RESOLVED FURTHER THAT** Article 5 of the Articles of Association of the Company be and is hereby altered and substituted to read as under:-

(a) 350 Cr. Equity Shares of Rs.10/- each aggregating to Rs. 3500 Cr.

(b) 65 Cr. Preference Shares of Rs. 100/- each aggregating to Rs. 6500 Cr.”

5. To issue Non-Convertible Redeemable Non Cumulative Preference Shares (NCRNCPS) on Private Placement basis to the Government of India towards payment of Spectrum Cost of 4G.

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

i) **“RESOLVED THAT** pursuant to the provisions of Sections 42, 55 and 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules, regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) (to the extent applicable)

or any other competent authorities from time to time to the extent applicable and other applicable rules, regulations, guidelines, notification and circulars made thereunder (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) and in accordance with Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “**Board**” which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred by this resolution) of the Company to invite/offer, issue, and allot upto 62,95,00,000 (Sixty Two Cr Ninety Five Lakh, Non-Convertible, Redeemable, Non Cumulative Preference Shares (“**NCRNCPS**” or “**Preference Shares**”) of face value of Rs.100/- (Rupees Hundred only) each fully paid-up at par at an issue price of Rs.100 (Rupees Hundred only) aggregating to Rs. 62,95,00,00,000/- (Rupees Six thousand two hundred ninety five crores) by way of private placement through issue of offer document to the President of India (Government of India) (as described and identified below) on the following terms and on such other terms and conditions as set out in the Explanatory Statement annexed hereto (“**Issue**”):

| Name of the Investor | Amount (Rs) |
|-----------------------------|--------------------|
| President of India | 6295 Crores |

The Preference Shares shall be subject to the following terms and conditions:

- (a) The Preference Shares shall carry a preferential right to dividend to be determined by the Board. The dividend will be calculated on pro-rotta i.e. from the date of allotment of such Preference Shares;
- (b) The Preference Shares shall rank for dividend in priority to the equity shares for the time being of the Company;
- (c) The Preference Shares, in winding up, rank, as regards repayment of capital and arrears of dividend, whether declared or not, up to the commencement of the winding up, in priority to the equity shares;
- (d) The holders of the Preference Shares will not be entitled to participate in surplus funds nor in surplus assets and profits, on winding up has which may remain after the entire capital been repaid;
- (e) The holders of the Preference Shares shall have no option of conversion into equity shares of the Company;
- (f) The payment of dividend on the Preference Shares shall be non cumulative.
- (g) The Preference Shares shall be compulsorily redeemable.
- (h) The voting rights of the persons holding the Preference Shares shall be in accordance with the provisions of Section 47 and other applicable provisions, if any, of the Companies Act, 2013; and
- (i) The Preference Shares will be redeemed at such price, in one or more installments on expiry of specified periods”
- ii) “**RESOLVED FURTHER THAT** the Board be and hereby authorized to decide from time to time about tranches of allotment and to take all such steps, actions, deeds matters and things, give such directions as may be in its absolute discretion deem necessary and to execute such documents, writings etc., to giving effect to this resolution.”
- iii) “**RESOLVED FURTHER THAT** the Company do hereby seek admission of the Non- Convertible Redeemable Non Cumulative Preference Shares, to be issued by the Company, to the depository system of National Securities Depository Limited or Central Depository Services (India) Limited to issue the Preference Shares in dematerialized form and enter into such agreements as may be required for the purposes of such dematerialization.”
- iv) “**RESOLVED FURTHER THAT** the Company do appoint M/s Beetal Financial & Computer Services (P) Ltd., a SEBI Registered Category I Registrars to Issues and Securities Transfer Agent, as the Registrar and Transfer Agent (RTA) upon such terms and conditions as may be mutually agreed upon.”
- v) “**RESOLVED FURTHER THAT** the Board be and is hereby authorized to determine the terms and conditions (including without limitation, interest, repayment or otherwise) with the President of India (Government of India) to negotiate, modify, finalize, and sign the documents as it may think fit of such Preference Shares, and to do all such acts, deeds, and things, and to execute all such documents, instruments and writings as may be required to give effect to these resolutions.”

6. To Raise the Borrowing Powers of the Board from Rs.25,000 Crores to Rs.32,500 Crores.

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) and other applicable provisions, if any, of the Companies Act, 2013 and the Articles of Association of the Company and subject to such other approvals as may

be required, 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 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, such sums as may be considered necessary upto the limit of Rs. 32,500 crores. outstanding at any one time and that such borrowing shall be exclusive of temporary loans/short terms loans obtained from the company's bankers in the ordinary course of business."

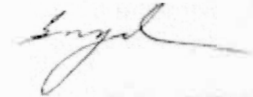
**By order of the Board
For MAHANAGAR TELEPHONE NIGAM LIMITED**

Place: New Delhi

Date: 10/12/2019

Registered Office :

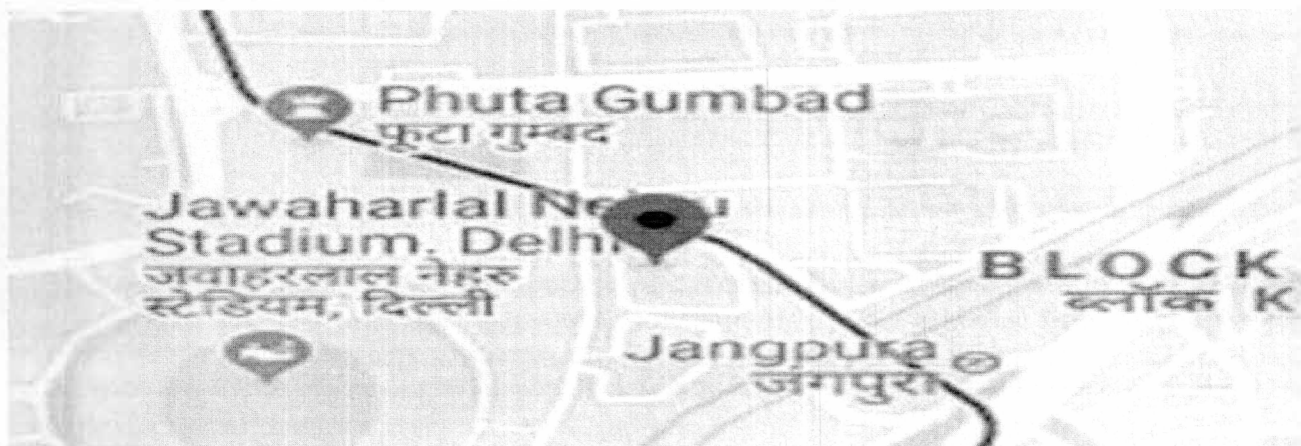
Mahanagar Doorsanchar Sadan
5th Floor, 9, CGO Complex,
Lodhi Road, New Delhi -110003



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

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING [FORM OF PROXY IS ANNEXED]. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts, in respect of the businesses under Item No. 1 to 6 as set out above and form part of the Notice.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. 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.
5. All the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members at the Registered Office of the Company between 11.00 A.M. to 01.00 P.M. on all working days from the date hereof upto the date of the Meeting.
6. Members are requested to bring with them duly completed attendance slips to avoid rush at the entrance of the meeting venue/ registration counters.
7. Route Map of the Venue of EGM-
The Venue of EGM is located within walking distance of 2 minutes from Jangpura Metro Station Gate No. 3 (Violet Line) and 5 minutes walking from JawaharLal Nehru Stadium Bus stop.



CGO 9 Complex, Baba Banda Singh Bahadur Setu, Road, Opp Gate No 13, Pragati Vihar, New Delhi, Delhi 110003

8. The instructions for members for voting electronically are as under:-
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 (1) & (2) of SEBI (LODR), 2015, the Company is pleased to provide to the members facility to exercise their right to vote on resolutions proposed to be considered at the Extraordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
 - II. The facility for voting through ballot paper shall be made available at the EGM only and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

- III. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Saturday, 4th January, 2020 (09.00 AM) and ends on Tuesday 7th January, 2020 (05:00 PM). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, 1st January, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The shareholders should log on to the e-voting website www.evotingindia.com.
- VI. Click on Shareholders / Members
- VII. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- VIII. Next enter the Image Verification as displayed and Click on Login.
- IX. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- X. If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|---|---|
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>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.</p> <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 (iv.) |

- XI. After entering these details appropriately, click on "SUBMIT" tab.
- XII. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- XIII. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XIV. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- XV. 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.

- XVI. Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.
- XVII. 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.
- XVIII. Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
- XIX. You can also take a print of the votes cast by clicking on **“Click here to print”** option on the Voting page.
- XX. If a demat account holder has forgotten the changed 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.**
- XXI. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- XXII. Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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.
- XXIII. 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.**
- XXIV. The voting rights of members shall be in proportion to the shares held in the paid up equity share capital of the Company as on the cut-off date i.e. 1st January,2020.
- XXV. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 1st January,2020, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com/beetalrta@gmail.com.
- XXVI. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
- XXVII. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.
- XXVIII. Mr. Hemant Kumar Singh, Practicing Company Secretary (Membership No: FCS – 6033), Partner of M/s Hemant Singh & Associates, has been appointed as the Scrutinizer for scrutinizing the remote e-voting process and Poll at the EGM in a fair and transparent manner.
- XXIX. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of **“remote e-voting”** or **“Ballot Paper”/“Polling Paper”** for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- XXX. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two

witnesses not in the employment of the Company and shall make, not later than 48 Hours of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

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

XXXII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the EGM i.e. 8th January, 2020.

XXXIII. Poll at the Meeting:

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

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



(S.R. Sayal)
Company Secretary

Place: New Delhi

Date: 10/12/2019

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. 1: To approve the Issue of Non-Convertible Debentures 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". For issue of Bonds/Debentures, approval of shareholders is mandatory. The shareholders' approval is valid for one year from the date of this EGM.

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.6,500 Crores by passing a Special Resolution. This resolution shall be valid for one year from the conclusion of this Extra ordinary General Meeting (EGM).

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. 2 & 3: To approve Monetization of Land and Buildings by following DIPAM Guidelines and/ or the Board/ DoT approved procedure for Asset Monetization.

and

To approve Monetization of Towers and Fiber Assets using an appropriate model.

Department of Telecommunication (DOT), GOI vide its letter no. F.No. 30-04/2019-PSU Affairs dtd. 29 October, 2019 has conveyed the approval of Cabinet on MTNL revival. The Cabinet Approval Conveyed by DOT, inter-alia, approved the following:

- **Monetisation of Land/Building assets:** Monetisation of land/building assets following DIPAM guidelines for asset monetisation. The proceeds of asset monetisation will be credited to MTNL to service the debt, CAPEX and other requirements. The progress of asset monetisation will be reviewed by a committee formed under the chairmanship of Pr. Advisor to Hon'ble Prime Minister with Cabinet Secretary, Secretary (DEA), Secretary (T), Secretary (DIPAM) and Secretary (MoHUA).
- **Monetization of Tower and Fiber Assets:** Monetisation of tower and fiber assets using an appropriate model including leasing after considering the market conditions with the aim to maximize the returns.
- MTNL has significant assets in the form of land/buildings. As per the in-house assessment conducted by MTNL on prevailing Circle / Ready reckoner rates at FSI 2, the real estate assets of MTNL are tentatively estimated to be around Rs. 57750 Cr.
- In order to realize the maximum market value for the assets, the issues including change of land use and relaxation in various conditions of lease and allotment etc. will be taken up by DoT with concerned agencies namely State Governments, local authorities, MoHUAetc
- With the approval of Cabinet, Department of Investment and Public Asset Management (DIPAM) vide its OM No. 3/3/2018/DIPAM-II dated 08.03.2019 has issued detailed guidelines for asset monetization of CPSEs/PSUs. It is proposed that MTNL will follow the DIPAM guidelines for asset monetization. However, the proceeds of asset monetization will be credited to MTNL to service the debt, CAPEX and other requirements.
- The list of land/building assets specified/identified by the Board will be available for inspection by Shareholders during working hours.
- MTNL will actively strive to pursue the monetisation of assets using appropriate models including leasing. In this regard, asset monetisation road-map up to 31.03.2023 is as follows:-

**Roadmap for Asset Monetisation
(Rs in Crore)**

| PSU | 2019-20 | 2020-21 | 2021-22 | 2022-23 | Total |
|------|---------|---------|---------|---------|-------|
| MTNL | 300 | 7000 | 7000 | 3000 | 17300 |

- A per the mandate, a Committee to review the progress of asset monetization is formed under the chairmanship of Pr. Advisor to Hon'ble Prime Minister with Cabinet Secretary, Secretary (DEA), Secretary (Telecom), Secretary (DIPAM), Secretary (MOHUA) and any other officer to be co-opted as members.

- MTNL have around 1,400 Mobile towers. BSNL had assessed the value of these towers in FY 2014-15 @ Rs 14 Lakh per tower on an average. Considering this price, the value of MTNL towers come to Rs 200 Cr tentatively, which is subject to further valuation.
- Efforts will be made to substantially increase the tower leasing business by of infrastructure with other agencies.
- MTNL has around 18,000 Route Km of Optical Fiber Cable (OFC). In first phase, around 25% of MTNL OFC can be monetized. As per the internal assessment, the approximate value of the OFC which can be monetized is Rs 300 Cr for MTNL (@ Rs 7 Lakh/Km) tentatively, which is subject to further valuation.

The consent of the shareholders is solicited by way of special resolution under the provisions of Section 180(1)(a) of the Companies Act, 2013 for authorising the Board of Directors of the Company to Monetisation the assets of the Company.

Accordingly, the proposal is put up before the Shareholders for its approval by the Special Resolution

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. 4: To approve Re-Classification of Capital through Alteration of Capital Clause of Memorandum of Association and Articles of Association.

The Capital clause in the clause V of the MoA and clause 5 of the AoA of the company contains the following:

The Authorized Share Capital of the company shall be Rs. 10,000 Crores divided into 1,000 Equity Share of Rs 10/- each.

Department of Telecommunication (DoT), GOI vide its letter no. F.No. 30-04/2019-PSU Affairs dtd. 29 October, 2019 has approved the proposal to grant 4G Spectrum to MTNL for providing 4G Services through Capital infusion by Government. The cost of 4G Spectrum shall be Rs.6,295Crore excluding GST. The Government has agreed to infuse Preference Share Capital to the tune of Rs.6,295Crore.

The Capital clause in the MOA & AOA will be substituted to read as under:

The Authorized Share Capital shall be Rs. 10,000 Crore divided into:-

- 350 Cr. Equity Shares of Rs.10/- each aggregating to Rs.3500 Cr.
- 65 Cr. Preference Shares of Rs. 100/- each aggregating to Rs. 6500 Cr.

Accordingly, the proposal is put up before the Shareholders for its approval by the Special Resolution

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. 5: To issue Non-Convertible Redeemable Non Cumulative Preference Shares (NCRNCPS) on Private Placement basis to the Government of India towards payment of Spectrum Cost of 4G.

Department of Telecommunication (DOT), GOI vide its letter no. F.No. 30-04/2019-PSU Affairs dtd. 29 October, 2019 has approved allotment of spectrum to BSNL/MTNL for providing 4G services through capital infusion by the Government. Accordingly, it is proposed to issue non-convertible, redeemable, non cumulative preference shares ("NCRNCPS" or "Preference Shares") of the Company on private placement basis to Government of India towards payment of Spectrum Cost of 4G

The approval the shareholders is sought by way of a special resolution pursuant to the provision of Section 62 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014.

I. Given below is a statement of disclosures as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014:

| | |
|---|---|
| PARTICULARS OF THE OFFER INCLUDING DATE OF PASSING BOARD RESOLUTION | Private placement issue of Non -Convertible Redeemable Non Cumulative Preference Shares (NCRNCPS) being approved by the Board in its 339th Meeting held on 14-11-2019 |
| KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH THE SECURITY IS BEING OFFERED | Non-Convertible Redeemable Non Cumulative Preference Shares. The NCRNCPS will be offered/issued (at par) at face value of INR 100. |

| | |
|--|---|
| BASIS OR JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM, IF ANY) AT THE OFFER OR INVITATION IS BEING MADE | Not applicable, as the securities are Non-Convertible Preference Shares which are proposed to be issued (at par) at face value of INR 100. |
| NAME AND ADDRESS OF VALUER WHO PERFORMED VALUATION | Not applicable, as the securities are Non-Convertible Preference Shares which are proposed to be issued (at par) at face value of INR 100. |
| AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SECURITIES | Upto INR 6295 Cr. (INR Six Thousand Two Hundred Ninety Five Crore) |
| MATERIAL TERMS OF RAISING OF SECURITIES | Given serial number 'ii' below |
| PROPOSED TIME SCHEDULE | The exact dates shall be specified in the private placement offer application/disclosure document issued pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014. |
| PURPOSES OR OBJECTS OF OFFER | Specified in serial 'iii' Below. |
| CONTRIBUTION BEING MADE BY THE PROMOTERS OR DIRECTORS EITHER AS PART OF THE OFFER OR SEPARATELY IN FURTHERANCE OF OBJECTS | Issue of Non-Convertible, Redeemable, Non Cumulative Preference Shares ("NCRNCPS" or "Preference Shares") of the Company on Private Placement Basis to Government of India towards payment of Spectrum Cost of 4G |

- ii. Given below is a statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of issue of the Preference Shares:

| | |
|--|---|
| THE SIZE OF THE ISSUE | INR 6295 Cr. (INR Six Thousand Two Hundred Ninety Five Crore) |
| NUMBER OF PREFERENCE SHARES TO BE ISSUED | 62.95 Cr. Preference Shares are proposed to be issued. |
| NOMINAL VALUE OF EACH SHARE | Each Preference Share has a face value of INR 100 (Indian Rupees Hundred) |
| THE NATURE OF SUCH SHARES I.E. CUMULATIVE OR NON-CUMULATIVE, PARTICIPATING OR NON-PARTICIPATING, CONVERTIBLE OR NON CONVERTIBLE | The Preference Shares proposed to be issued are Non Convertible, Redeemable, Non Cumulative Preference Shares. |
| THE OBJECTIVES OF THE ISSUE | Issue of Non Convertible, Redeemable, Non Cumulative Preference Shares ("NCRNCPS" or "Preference Shares") of the Company on private placement basis to Government of India towards payment of Spectrum Cost of 4G |
| THE MANNER OF ISSUE OF SHARES | The Preference Shares proposed are issued by way of Private Placement to President of India (Government of India) |
| THE PRICE AT WHICH SUCH SHARES ARE PROPOSED TO BE ISSUED | The Preference Shares are proposed to be issued (at par) at face value i.e., at INR 100 (Indian Rupees Hundred) each. |
| THE BASIS ON WHICH THE PRICE HAS BEEN ARRIVED AT | Not applicable, as the securities are Non-Convertible Preference Shares |
| THE TERMS OF ISSUE INCLUDING TERMS AND RATE OF DIVIDEND ON EACH SHARE, ETC. | Rate of Dividend and other terms of the issue shall be decided as per market conditions and in consultation with the Government. |
| THE TERMS OF REDEMPTION INCLUDING THE TENURE OF REDEMPTION | Other terms like redemption and tenure, etc., shall be decided as per market conditions and in consultation with the Government. |
| REDEMPTION OF SHARES AT PREMIUM | Not Applicable. |
| IF THE PREFERENCE SHARES ARE CONVERTIBLE, THE TERMS OF CONVERSION | The Preference Shares proposed to be allotted are Non-Convertible Preference shares. |
| THE MANNER AND MODES OF REDEMPTION | In pursuance of Rule 9(6) of the Companies (Share Capital and Debentures) Rules, 2014 |
| THE CURRENT SHAREHOLDING PATTERN OF THE COMPANY | The Shareholding Pattern as on 30.09.2019 are given below |
| THE EXPECTED DILUTION IN EQUITY SHARE CAPITAL UPON CONVERSION OF PREFERENCE SHARES | As the NCRNCPS proposed to be allotted are non- convertible, there will be no dilution in equity shares of the Company. |

SHAREHOLDING PATTERN OF MTNL AS ON 30TH SEPTEMBER, 2019.

| S. NO. | CATEGORY OF SHAREHOLDER | TOTAL NUMBER OF SHARES | TOTAL SHAREHOLDING AS A % OF TOTAL NUMBER OF SHARES |
|--------|--|------------------------|---|
| 1. | President of India | 354378740 | 56.25 |
| 2. | Mutual Funds | 4500 | 0.00 |
| 3. | Financial Institutions/Banks | 4561404 | 0.72 |
| 4. | LIC | 84860778 | 13.61 |
| 5. | Other Insurance Companies | 4404900 | 0.70 |
| 6. | Bodies Corporate | 30467165 | 4.88 |
| 7. | Individuals | 130472381 | 20.58 |
| 8. | Trusts | 301652 | 0.04 |
| 9. | HUF | 8751355 | 1.39 |
| 10. | Clearing Members | 624568 | 0.09 |
| 11. | Foreign Portfolio Investors | 2080200 | 0.32 |
| 12. | NRI | 2044463 | 0.31 |
| 13. | Foreign Bodies Corporate | 6000 | 0.00 |
| 14. | Shares held by Custodians and against which Depository Receipts have been issued | 7039394 | 1.11 |
| 15. | Any other | 2500 | 0.00 |
| | GRAND TOTAL | 630000000 | 100 |

Accordingly, the proposal is put before the Shareholders for its approval by the Special Resolution

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. 6: To Raise the Borrowing Powers of the Board from Rs. 25,000 Crores to Rs. 32,500 Crores.

Currently MTNL Board has been vested with powers delegated to it vide 32th AGM held on 28.09.2018 to borrow upto an amount of Rs. 25,000 Crores (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, mutual funds, general public including non-resident and/or from any other source on such terms and conditions as the repayment, interest or otherwise, as it may deem fit.

It may be mentioned that the Debt Position of long term Loan/Bond as on 01.11.2019 of MTNL is Rs.17,533.97 crores.

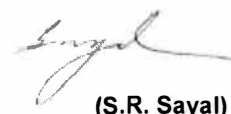
Department of Telecommunication (DOT), GOI vide its letter no. F.No. 30-04/2019-PSU Affairs dtd. 29 October, 2019 has given in-principal approval for raising of "Sovereign Guarantee Bonds of Rs. 15,000 Crore for MTNL/BSNL of tenure of ten years or more to be raised by your company and serviced by your company for the purpose of debt restructuring". For issue of Bonds/Debentures, approval of shareholders is mandatory. The shareholders' approval is valid for one year from the date of this EGM.

In view of the above, the shareholders may concur to the proposal for raising the existing borrowing limit from Rs. 25,000 crore to Rs. 32,500 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.

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


(S.R. Sayal)

Company Secretary

Place: New Delhi

Date: 10/12/2019

MAHANAGAR TELEPHONE NIGAM LIMITED

(A GOVERNMENT OF INDIA ENTERPRISE)

CIN L32101DL1986GOI023501.

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

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

PROXY FORM (MGT-11)

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

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

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

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

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on **Wednesday, 8th January, 2020 at 11.30 AM. at Auditorium, Mahanagar Doorsanchar Sadan, 9 CGO Complex, Lodhi Road, New Delhi-110003** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

- 1. 2. 3.
- 4. 5. 6.

Signed this day of 2020 Signature of Shareholder:
Signature of Proxy Holder(s):



Notes:

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

MAHANAGAR TELEPHONE NIGAM LIMITED

(A GOVERNMENT OF INDIA ENTERPRISE)

CIN L32101DL1986GOI023501.

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

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

ADMISSION SLIP

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

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

I hereby record my presence at the Extraordinary General Meeting of Mahanagar Telephone Nigam Ltd. being held at **Auditorium, Mahanagar Doorsanchar Sadan, 9 CGO Complex, Lodhi Road, New Delhi-110003 on Wednesday, 8th January, 2020 at 11.30 AM.**

Signed this day of 2020 Signature of Shareholder:
Signature of Proxy Holder(s):

NAME OF PROXY, IF APPLICABLE (IN BLOCK LETTERS)

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

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