



**MAHANAGAR TELEPHONE NIGAM LIMITED(A  
GOVERNMENT OF INDIA ENTERPRISE)**  
CIN L32101DL1986GOI023501

Registered and Corporate Office: Mahanagar Doorsanchar Sadan 5<sup>th</sup> Floor, 9 CGO Complex, Lodhi Road, New Delhi - 110 003. Tel: 011-24319020, Fax: 011-24324243, Email ID [mtnlcsc@gmail.com](mailto:mtnlcsc@gmail.com) Website: [www.mtnl.net.in](http://www.mtnl.net.in) /[www.bol.net.in](http://www.bol.net.in)

**MTNL/SECTT/SE/2023  
September 25, 2023**

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

**Ref: BSE Scrip Code: 500108/ NSE Symbol: MTNL**

**Sub: MODIFICATION TO ADDENDUM TO RESOLUTION NO.5 AND  
RESOLUTION NO.5 IN THE NOTICE OF 37<sup>th</sup> ANNUAL GENERAL  
MEETING**

Dear Sir,

This has reference to our letter of even no dated 31.08.2023 & 06.09.2023 informing about 37<sup>th</sup> Annual General Meeting (AGM) of the Company scheduled to be held on Friday, 29<sup>th</sup> September 2023 at 11:30 A.M. through VC/OVAM, a modification to Addendum to resolution no.5 and resolution no.5 in the Notice of 37<sup>th</sup> AGM is being circulated electronically to the members to whom Notice of 37<sup>th</sup> AGM was sent, in terms of provisions of the Companies Act, 2013 and the Rules made thereunder.

The Copy of modification to Addendum to resolution no.5 and resolution no.5 in the the Notice of 37<sup>th</sup> AGM is enclosed herewith and would be available on the website of the Company at [www.mtnl.net.in](http://www.mtnl.net.in).

Kindly take the above information on record.

Thanking You,  
Yours faithfully

**(RATAN MANI SUMIT)  
COMPANY SECRETARY**

**Encl: Modification to Addendum to resolution no.5 and resolution no.5 in the Notice of  
37<sup>th</sup> AGM of MTNL**



**MTNL**

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(A GOVERNMENT OF INDIA ENTERPRISE)

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**MODIFICATION TO ADDENDUM TO RESOLUTION NO.5 AND RESOLUTION NO.5 IN THE NOTICE OF 37<sup>th</sup> ANNUAL GENERAL MEETING OF MAHANAGAR TELEPHONE NIGAM LIMITED**

**MAHANAGAR TELEPHONE NIGAM LIMITED** ("the Company") had issued Notice dated 31<sup>st</sup> August 2023 ("AGM Notice") & Addendum of 37<sup>th</sup> AGM dated 06.09.2023 for convening of the 37<sup>th</sup> Annual General Meeting ("AGM") of the members of the Company scheduled to be held on Friday, September 29, 2023 at 11:30 A.M. through Video Conferencing (VC)/Other Audio Visual Means (OVAM).

The 37<sup>th</sup> AGM Notice and Addendum to Notice of 37<sup>th</sup> AGM had already been sent on 04.09.2023 & 06.09.2023 by Email to the Members who have registered their e-mail address with the Company or with their respective Depository Participant (DP).

The modification to Addendum to resolution no.5 and resolution no.5 in the Notice of 37<sup>th</sup> AGM containing- ***"TO APPROVE THE ISSUE OF NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS"*** which has been revised by your company and shall form an integral part of the Original Notice and Addendum to the Notice of 37<sup>th</sup> AGM dated 31<sup>st</sup> August, 2023 and 06<sup>th</sup> September, 2023 respectively, of the Company and the notes provided therein, for all purposes.

Accordingly, all the concerned Shareholders, Stock Exchanges, Depositories, Registrar & Transfer Agent, Agencies appointed for E-Voting, Other Authorities, Regulators and all other Concerned Persons are requested to take note of the same.

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

**(RATAN MANI SUMIT)  
COMPANY SECRETARY**

**Place: New Delhi**

**Date: 25.09.2023**

## **II. SPECIAL BUSINESS:**

### **5. 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 Government Guaranteed, Unsecured, Listed, Redeemable Non-Convertible Debentures in the nature of Bonds (NCDs), in one or more series / tranches, **aggregating up to Rs. 3,126 Crores ( Rupees Three Thousand One Hundred and Twenty Six Crores only)** 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.”

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

**(RATAN MANI SUMIT)  
COMPANY SECRETARY**

**Place: New Delhi**

**Date: 25.09.2023**

## NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the above Special Business to be transacted at the AGM is annexed hereto.
2. All the processes, notes and instructions relating to remote e-voting and e-voting during the AGM as set out in the Notice of 37<sup>th</sup> AGM of the Company shall mutatis-mutandis apply to the Resolution proposed in this Addendum to the Notice.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH THE SECRETARIAL STANDARD ON GENERAL MEETINGS

### ITEM NO. 5. TO APPROVE THE ISSUE OF NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS:

Union Cabinet in its meeting held on 27<sup>th</sup> July 2022 has considered and approved the debt restructuring plan of MTNL for FY 2022-23 and FY 2023-24. The approval has been conveyed by DoT vide para 2.6 of its OM No. 20-28/2022-PR dated 02<sup>nd</sup> August 2022 , to raise Sovereign Guarantee Bonds, with tenure of 10 years or more, for an amount of Rs 6,661 crore for FY 2023-24 with waiver of guarantee fee to repay high cost debt and restructure it with new substantial loan.

The Board of Directors of your Company in its 354<sup>th</sup> meeting which was held on 29.05.2023 had approved issue of Sovereign Guaranteed Bonds of Rs 6,661 Cr as per Cabinet Approval in respect to revival of MTNL.

Your Company also raised Bonds Rs 2,480 Crores in one tranche of series VIII-A on 20<sup>th</sup> July, 2023 and Rs 1,055 Crores in one tranche of series VIII-B on 24<sup>th</sup> August 2023 through Private Placement of Government of India Guaranteed, Unsecured, Rated, Listed, Redeemable, Non-Convertible, Taxable Bonds with tenure of 10 years or more, in the nature of Debentures (NCDs)

Further, your company also planning to raise Bonds in the FY 2023-24 against Sovereign Guarantee already sanctioned amounting to **Rs 3,126 Cr( Three Thousand One Hundred and Twenty Six Crore only).**

In view of the above and to meet the requirements of Section 42 of the Companies Act, 2013 read with applicable rules under Rule 14 of the Companies (Prospectus and Allotment of Securities Rules) Rules 2014 for making of Private Placement of Government of India Guaranteed, Unsecured, Listed, Redeemable, Non-Convertible

Bonds in the nature of Debentures (NCDs) upto **Rs. 3,126 Crores** in FY 2023-24 in one or more tranches to such person or persons, who may or may not be the Bond/Debenture holder of the Company, approval of the Shareholders of the Company is required by way of Special Resolution which is to be passed by Shareholders as per related provisions of Company Act 2013. The Shareholders' approval shall be valid for one year from the date of this AGM.

Accordingly, Consent of Shareholders is hereby sought for authorizing the Board for issue of Sovereign Guarantee Bonds of tenure of ten years or more amounting **upto Rs.3,126 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.

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

**(RATAN MANI SUMIT)**  
**COMPANY SECRETARY**

**Place: New Delhi**

**Date: 25.09.2023**