



MTNL/SECTT/SE/2023

January 16, 2023

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

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

**Sub: COMPLIANCE WITH REGULATION 30 OF SEBI (LODR), 2015 –
POSTAL BALLOT NOTICE AND CALENDAR OF EVENTS-reg**

Dear Sir,

As per Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended thereto (w.e.f. 1st January, 2022), the approval of Shareholders is required to be sought through Postal Ballot by electronic means for the agenda items stated in the notice enclosed.

Pursuant to the provisions of Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, read with the General Circular issued by MCA, the electronic copies of Postal Ballot Notice along with the Explanatory statement will be sent to those members whose e-mail ids are registered with their Depositories/Depository Participants (in case shares held in electronic form) or with Registrar & Transfer Agent (in case shares held in physical form).

The Company has engaged the services of Central Depository Services (India) Limited to provide remote e- voting facility to its Members and M/s Hemant Singh & Associates as Scrutinizer to scrutinize the e-voting process.



Mahanagar Telephone Nigam Ltd.

(A Government of India Enterprise)

Further, the Calendar of events for the above is as under:

S.No	Particulars	Date and Time
1.	Cut-off date	Friday, 13 th January, 2023
2.	Dispatch Date of Postal Ballot Notice by Email	Wednesday, 18 th January, 2023
3.	Day, Date and Time of commencement of e-voting	Saturday, 21 st January, 2023 (9.00 AM)
4.	Day, Date and Time of ending of E-Voting	Sunday, 19 th February, 2023 (5.00 PM)
5.	Date of Declaration of Results	On or before Tuesday 21 st February, 2023

The above is submitted in compliance of Regulation 30 of SEBI (LODR) Regulations, 2015. The Postal Ballot Notice is also available on the Company's website, i.e., www.mtnl.net.in.

Kindly take the same on record.

Thanking You,

Yours faithfully,

(S.R.SAYAL)
COMPANY SECRETARY

Encl: A/a



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 POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice of Postal Ballot is hereby given to the Members of the Company pursuant to Section 108 and Section 110 of the Companies Act, 2013 ("**Act**") read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, ("**Rules**"), Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022 and 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**"), and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("**SEBI LODR, 2015**") and Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any amendment(s), statutory modification(s) and/ or re-enactment(s) thereof for the time being in force), that the Resolutions as set out in this Notice are proposed for approval by the Members of the Company by means of Postal Ballot only by voting through electronic means ('**remote e-voting**').

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions of the Act read with the applicable Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice are annexed hereto.

You are requested to record your assent or dissent only by means of remote e-voting system provided by the Company.

SPECIAL BUSINESS:

- 1. APPOINTMENT OF SHRI SUNIL KUMAR VERMA, (DIN: 09800644), JOINT SECRETARY (A), DoT AS GOVERNMENT NOMINEE DIRECTOR 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 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation

17(1C) of SEBI (LODR), 2015 as amended in SEBI (Listing Obligations and Disclosure Requirements) and provisions of any other guidelines issued by relevant authorities, Shri Sunil Kumar Verma, (DIN: 09800644) who was appointed as an Additional Director to function as Government Nominee Director by President of India vide DOT Letter No.E-5-2/2021-PSA dtd. 17.11.2022 w.e.f. 23.11.2022 (date of obtaining DIN) on the Board of the Company in terms of Section 161(1) of the Companies Act 2013 and Article 66(D) of the Articles of Association and who holds office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier, but eligible for reappointment and has consented to act as a Director and in respect of whom the Company has received notice in writing, from the Director himself under Section 160 of Companies Act 2013 proposing himself for the office of the Director of the Company be and is hereby appointed as Government Nominee Director of the Company.”

2. APPOINTMENT OF SHRI RAJIV KUMAR (DIN-09811051), DIRECTOR FINANCE, BSNL AS 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(including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(1C) of SEBI (LODR), 2015 as amended in SEBI (Listing Obligations and Disclosure Requirements) and provisions of any other guidelines issued by relevant authorities, Shri Rajiv Kumar (DIN-09811051) who was appointed as an Additional Director to function as a Director (Finance) by President of India vide DOT Letter No.E-1-5/2022-PSA dtd. 30.11.2022 w.e.f. 02.12.2022 (date of obtaining DIN) on the Board of the Company in terms of Section 161(1) of the Companies Act 2013 and Article 66(D) of the Articles of Association and who holds office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier, but eligible for reappointment and has consented to act as a Director and in respect of whom the Company has received notice in writing, from the Director himself under Section 160 of Companies Act 2013 proposing himself for the office of the Director of the Company be and is hereby appointed as Director (Finance) of the Company.”

3. APPOINTMENT OF SHRI SHIVENDU GUPTA, (DIN: 09850201), DDG(WPF),DoT AS GOVERNMENT NOMINEE DIRECTOR 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 any other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(1C) of SEBI (LODR), 2015 as amended in SEBI (Listing Obligations and Disclosure Requirements) and provisions of any other guidelines issued by relevant authorities, Shri Shivendu Gupta, (DIN: 09850201) who was appointed as an Additional Director to function as Government Nominee Director by President of India vide DOT Letter No.E-5-3/2021-PSA

dtd. 26.12.2022 w.e.f. 05.01.2023 (date of obtaining DIN) on the Board of the Company in terms of Section 161(1) of the Companies Act 2013 and Article 66(D) of the Articles of Association and who holds office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier, but eligible for reappointment and has consented to act as a Director and in respect of whom the Company has received notice in writing, from the Director himself under Section 160 of Companies Act 2013 proposing himself for the office of the Director of the Company be and is hereby appointed as Government Nominee Director of the Company.”

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

**(S.R. SAYAL)
COMPANY SECRETARY**

Place: New Delhi

Date: 16.01.2023

Notes:

1. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act) read with Regulation 36 of the SEBI Listing Regulations, and SS-2, setting out material facts and reasons for the Special Business is annexed hereto and forms part of this Postal Ballot Notice.

2. The Ministry of Corporate Affairs (MCA) has vide its General Circular No.02/2021 dated 13th January, 2021 read with Circular No.20/2020 dated 5th May 2020, 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 03/2022 dated May 05, 2022 and 10/2022 dated December 28, 2022 allowed the companies to hold General Meetings/Conduct the Postal Ballot Process, (collectively referred to as “Applicable Circulars”). Accordingly, in compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Applicable Circulars, the Postal Ballot is being conducted through E-Voting.

3. In compliance with the aforesaid MCA Circulars, the Postal Ballot Notice is being sent only at e-mail registered with the RTA/ Depository Participants and Physical copies of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelopes are not being sent to members for this postal ballot.

4. The vote in this Postal Ballot cannot be exercised through proxy.

5. Members seeking further information on any matter contained in the Notice are requested to write to the Company from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID, between **Saturday, 21st January, 2023 to Sunday, 19th February, 2023** through email at mtnlcsco@gmail.com The same shall be replied suitably.

6. The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members of the Company as on **Friday, 13th January, 2023 ("Cut-off date") ("Eligible Members")** and who have already registered their email IDs, for receipt of documents in electronic form, with their Depository Participants or the Company's Registrar and Share Transfer Agent – M/s Beetal Computer Services Pvt Ltd. (RTA). A person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purpose only. Members may note that the Notice of the Postal Ballot will also be available on the Company's website www.mtnl.net.in, 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, and on the website of CDSL <https://www.evotingindia.com>.

7. The Company has engaged Central Depository Services (India) Ltd (CDSL) as e-voting agency for facilitating e-voting to enable the Members to cast their votes electronically.

8. The remote e-Voting period commences on Saturday, 21st January, 2023 (9.00 AM) and ends on Sunday, 19th February, 2023 (5.00 PM). During this period, members of the Company holding shares as on the cut-off date may cast their vote electronically. The remote e-Voting module shall be disabled by CDSL thereafter. Once the vote on the resolution is cast by a member, the same will not be allowed to be changed subsequently. The voting rights of the Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date i.e., **Friday, 13th January, 2023.**

9. The Board of Directors has appointed CS Hemant Kumar Singh, Prop. of M/s Hemant Singh & Associates, Practicing Company Secretaries, Delhi (C.P. No. 6370 and FCS 6033), as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

10. The members who have not registered their email addresses or there is any change in their registered email address (es), are requested to immediately notify/update their email address with their depository participant, in case the shares are held in dematerialized form and to the Registrar and Transfer Agent, in case the shares are held in physical form by providing the necessary details.

11. Eligible Members can cast their vote electronically through remote e-Voting and related instructions for the remote voting electronically by accessing to the CDSL e-Voting system is mentioned below:

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS (CDSL e-Voting System – For Remote E-Voting)

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Saturday, 21st January, 2023 (9.00 AM) and ends on Sunday, 19th February, 2023 (5.00 PM).** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of

Friday, 13th January, 2023 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.(not applicable in case of Postal Ballot)
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on Login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers'

	<p>website directly.</p> <ol style="list-style-type: none"> 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders

for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same
 - Alternatively Non Individual shareholders are required mandatory 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.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned

copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

10. Notice will be available on the Company's website at <https://www.mtnl.net.in>, and at websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com and also of CDSL at www.evotingindia.com. All documents referred to in this Notice will be available for inspection electronically until the last date of remote e-Voting. Shareholders seeking to inspect such documents can send an email to mtnlcsc@gmail.com.

11. Institutional /Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter/Authorization, etc. by its Board with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to hemantsinghcs@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.

11. The Scrutinizer, after scrutinizing the votes cast at the postal ballot voting process through e-voting, will, not later than two working days from the conclusion of the e-voting i.e. **on or before 21.02.2023**, make a Consolidated Scrutinizer's Report and submit the same to the Chairman or a person authorized by him in writing. The results declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website <https://www.mtnl.net.in> and on the website of CDSL www.evotingindia.com. The results shall be simultaneously communicated to the Stock Exchanges.

12. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the last date specified for E-Voting for the Postal Ballot Voting Process i.e. **Sunday, 19th February, 2023**.

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

**Place: New Delhi
Date: 16.01.2023**

**(S.R. SAYAL)
COMPANY SECRETARY**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013

ITEM NO 1:- APPOINTMENT OF SHRI SUNIL KUMAR VERMA, (DIN: 09800644), JOINT SECRETARY (A), DoT AS GOVERNMENT NOMINEE DIRECTOR OF THE COMPANY:

Shri Sunil Kumar Verma, (DIN: 09800644), Joint Secretary (A), DoT, Department of Telecommunications (DoT) was entrusted with the additional charge of the post of Government Nominee Director of MTNL with immediate effect vide Department of Telecommunication (DoT) Letter No. No.E-5-2/2021-PSA dtd. 17.11.2022. w.e.f. 23.11.2022 (date of obtaining DIN) for a period of three year or till the date of superannuation or until further orders, whichever is the earliest. Shri Sunil Kumar Verma assumed the office of Government Nominee Director of MTNL w.e.f. 23.11.2022 (date of obtaining DIN).

Section 152 (2) of the Companies Act 2013 stipulates that every Director shall be appointed by the company in a general meeting. However, Section 161(1) of the Companies Act gives power to the Board of Directors to appoint an Additional Director who shall hold office upto the date of next Annual General Meeting or the last date on which the Annual General Meeting should have been held whichever is earlier. However, Regulation 17(1C) of LODR 2015 stipulates that approval of shareholders for appointment of a person on the Board is to be taken at the next AGM or within 3 months from the date of appointment whichever is earlier.

The Company has received notice in writing under Section 160 of the Act from Shri Sunil Kumar Verma proposing his candidature for the office of Government Nominee Director of the Company.

Brief resume of Shri Sunil Kumar Verma, 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 Sunil Kumar Verma does not hold any share in the company in either his individual capacity or as beneficiary. Additional information of the 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 Sunil Kumar Verma is interested in the resolution as set out at Item no 1 respectively, of the Postal Ballot Notice, which pertains to his appointment. The respective relatives of Shri Sunil Kumar Verma may be deemed to be interested in the resolution set out at Item no 1 respectively of the Postal Ballot 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 by passing Circular Resolution dtd 22.11.2022 as set out in the accompanied Postal Ballot Notice for approval of the shareholders by way of Ordinary Resolution.

ITEM NO 2:- APPOINTMENT OF SHRI RAJIV KUMAR (DIN-09811051), DIRECTOR (FINANCE) BSNL AS DIRECTOR (FINANCE) OF THE COMPANY:

Shri Rajiv Kumar (DIN-09811051), Director(Finance), BSNL has been appointed on the Board of MTNL as Director (Finance) on Board of Mahanagar Telephone Nigam Limited w.e.f 02.12.2022 (date of obtaining DIN) vide Letter No.E-1-5/2022-PSA dtd. 30.11.2022 of Department of Telecommunications, (DoT).

Section 152 (2) of the Companies Act 2013 stipulates that every Director shall be appointed by the company in a general meeting. However, Section 161(1) of the Companies Act gives power to the Board of Directors to appoint an Additional Director who shall hold office upto the date of next Annual General Meeting or the last date on which the Annual General Meeting should have been held whichever is earlier. However, Regulation 17(1C) of LODR 2015 stipulates that approval of shareholders for appointment of a person on the Board is to be taken at the next AGM or within 3 months from the date of appointment whichever is earlier.

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

Brief resume of Shri Rajiv Kumar, 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 Rajiv Kumar does not hold any share in the Company in either his individual capacity or as beneficiary. Additional information of the 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 Rajiv Kumar is interested in the resolution as set out at Item no 2 respectively, of the Postal Ballot Notice, which pertains to his appointment. The respective relatives of Shri Rajiv Kumar may be deemed to be interested in the resolution set out at Item no 2 respectively of the Postal Ballot 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 by passing Circular Resolution dtd 12.12.2022 as set out in the accompanied Postal Ballot Notice for approval of the shareholders by way of Ordinary Resolution.

ITEM NO 3:- APPOINTMENT OF SHRI SHIVENDU GUPTA (DIN: 09850201), DDG (WPF), DoT AS GOVERNMENT NOMINEE DIRECTOR OF THE COMPANY:

Shri Shivendu Gupta, (DIN: 09850201), DDG (WPF), DoT, Department of Telecommunications (DoT) was entrusted with the additional charge of the post of Government Nominee Director of MTNL with immediate effect vide Department of Telecommunication (DoT) Letter No. No.E-5-3/2021-PSA dtd. 26.12.2022. w.e.f. 05.01.2023 (date of obtaining DIN) for a period of three year or till the date of superannuation or until further orders, whichever is the earliest. Shri Shivendu Gupta assumed the office of Government Nominee Director of MTNL w.e.f. 05.01.2023 (date of obtaining DIN).

Section 152 (2) of the Companies Act 2013 stipulates that every Director shall be appointed by the company in a general meeting. However, Section 161(1) of the Companies Act gives power to the Board of Directors to appoint an Additional Director who shall hold office upto the date of next Annual General Meeting or the last date on which the Annual General Meeting should have been held whichever is earlier. However, Regulation 17(1C) of LODR 2015 stipulates that approval of shareholders for appointment of a person on the Board is to be taken at the next AGM or within 3 months from the date of appointment whichever is earlier.

The Company has received notice in writing under Section 160 of the Act from Shri Shivendu Gupta proposing his candidature for the office of Government Nominee Director of the Company.

Brief resume of Shri Shivendu 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 Shivendu Gupta does not hold any share in the company in either his individual capacity or as beneficiary. Additional information of the 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 Shivendu Gupta is interested in the resolution as set out at Item no 3 respectively, of the Postal Ballot Notice, which pertains to his appointment. The respective relatives of Shri Shivendu Gupta may be deemed to be interested in the resolution set out at Item no 3 respectively of the Postal Ballot 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 by passing Circular Resolution dtd 09.01.2023 as set out in the accompanied Postal Ballot 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: 16.01.2023

Additional information on Independent Directors being appointed/re-appointed as required under Regulation 36(3) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 issued by the Institute of Company Secretaries of India, is as under:

NAME OF DIRECTOR	SUNIL KUMAR VERMA	RAJIV KUMAR	SHIVENDU GUPTA
DIN	09800644	09811051	09850201
Date of Birth & Age	08.06.1972 (50 years)	28.04.1970 (52 years)	04.07.1971 (51 years)
Date of Appointment (Initial)	23.11.2022	02.12.2022	05.01.2023
Experience in Specific Functional area	RESUME ATTACHED	RESUME ATTACHED	RESUME ATTACHED
Qualification	Electronic & Telecommunication Engineering from MMMEC Master (ME) from IIT Roorkee. (Earlier University of Roorkee)	B.Tech and M.B.A (Finance)	B.Tech(IIT Kanpur), CMA and CFA
Nature of expertise in specific functional area	Administrative, Management & Technical Field	Telecom Finance, Management & Technical Field	Project Management, Procurement Finance and Spectrum Economics.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Being a Government Company, the Directors were identified and shortlisted by the Government of India as per order issued by the Department of Telecommunications, Ministry of Communications, Government of India.		
Listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years.	MTNL He has not resigned in any Listed Company in past three years.	MTNL He has not resigned in any Listed Company in past three years	MTNL He has not resigned in any Listed Company in past three years
Chairman (C) / Member (M) of the Audit & Stakeholder Relationship Committee across all Public Companies	Member of Audit Committee & Stakeholder Relationship	Member of Stakeholder Relationship Committee in BSNL	NIL

	Committee in MTNL	and MTNL	
No. of Shares held in MTNL (Self and as a Beneficial Owner)	NIL	NIL	NIL
Number of meetings of the Board attended since the date of appointment	NIL	NIL	NIL
Disclosure of inter-se Relationship with other Directors or KMP of the Company	NIL	NIL	NIL
Sitting fee to be payable	No Sitting fees is payable.	No Sitting fees is payable.	No Sitting fees is payable.
Terms and Conditions of Appointment	As per the letter(s) issued by the Department of Telecommunications, Ministry of Communications, Government of India, for the appointment of respective individuals.		

BRIEF PROFILE OF SHRI SUNIL KUMAR VERMA, GOVERNMENT NOMINEE DIRECTOR OF MTNL

Sh Sunil Kumar Verma is an Officer of Indian Railway Service of Signal Engineers (IRSSE) of 1994 Batch. He is a Graduate (Gold Medalist) in Electronics & Telecommunications Engineering from MMMEC, Gorakhpur, UP. He completed his Masters (ME) from IIT Roorkee (earlier University of Roorkee). Mr Verma has professional experience of 25+ years in administrative, management and technical fields, while working earlier with Indian Railways (Ministry of Railways) and now with Department of Telecomm (Ministry of Communications). While working in Project wing of Railways at Dhanbad, his notable contribution has been commissioning of Signal Interlocking (RRI) of Dhanbad Yard. He worked as Additional Divisional Railway Manager (ADRM) in Mughalsarai Division (renamed as Pandit Deen Dayal Upadhyaya). He was also involved with the Signalling maintenance (RRI) of Mughalsarai yard, one of the largest in Indian Railways. Later while working in Research Design and Standards Organisation (RDSO), Lucknow, as Executive Director, he was involved with adherence to quality policy in Railways and contributed towards key vendor development initiatives such as launch of Unified Vendor Approval Module (U-VAM), a Digital Initiative of Indian Railways for approval of vendors on Online Portal. He attended training in International Institutes namely INSEAD, Singapore and ICLIF, Malaysia. Presently he is serving as the Joint Secretary, Department of Telecomm with additional charge of Dy Director General, USOF .

BRIEF PROFILE OF SHRI RAJIV KUMAR, DIRECTOR FINANCE OF MTNL

Shri Rajiv Kumar is an officer of 1998 Batch of The Indian Post & Telecommunication Accounts and Finance Service (IP&TAFS) who subsequently got absorption in BSNL w.e.f. 01.10.2000. He is a B.Tech and M.B.A (Finance) by qualification and has worked in BSNL Corporate office and BSNL Circles for the last 24 years. He has assumed the charge of Director (Finance) and CFO, BSNL on 01.12.2022 and has been entrusted with the charge of Director (Finance), MTNL and Director (Finance), BBNL w.e.f. 01.12.2022.

He has the complete domain knowledge in Telecom Finance for the last 24 years with a professional approach towards business growth and exercises fiscal prudence in the financial affairs of the company. He was involved in Planning and Financial analysis of Telecom Projects and has also handled a gambit of responsibilities in project execution, resource optimization, Statutory compliances, Sales and Marketing and receivables management. He was involved in several management initiatives for deployment of IT Tools for several financial process automation, digitalisation and IT enabled business process.

BRIEF PROFILE OF SHRI SHIVENDU GUPTA, GOVERNMENT NOMINEE OF MTNL

Shri Shivendu Gupta is an officer of 1995 batch of Indian Post & Telecommunication Accounts and Finance Service (IP&T AFS). He is a B. Tech (IIT Kanpur), CMA & CFA by qualification and has worked in BHEL from 1992 till 1996. He has served in various positions/locations in Department of Posts and Department of Telecommunications. Presently, he is DDG (Wireless Planning Finance) in Department of Telecommunications (DoT). His expertise lies in the areas of Project Management, Procurement Finance and Spectrum Economics.