

महानगर टेलिफोन निगम लि०  
(भारत सरकार का उद्यम)



**Mahanagar Telephone Nigam Ltd.**

(A Government of India Enterprise)

MTNL/SECTT/SE/2023

February 27, 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 –MINUTES OF  
POSTAL BALLOT NOTICE DTD 16.01.2023 - reg

Dear Sir,

This is with reference to our earlier letter of even no dtd. 16.01.2023 & 20.02.2023 informing about the postal ballot process undertaken by Mahanagar Telephone Nigam Limited for seeking approval of the Members for appointment of Directors and Voting Results of Postal Ballot Notice dtd 16.01.2023. The voting period for casting the vote had commenced on Saturday, 21st January, 2023 (9.00 AM) and ends on Sunday, 19th February, 2023 (5.00 PM) (IST).

Kindly find attached Minutes of the resolutions passed by the Postal Ballot Process (Notice dtd. 16.01.2023) duly signed by the Chairman cum Managing Director of MTNL.

The above is submitted for information and records please.

Thanking You,

Yours faithfully,

(S.R.SAYAL)  
COMPANY SECRETARY  
Encl:A/a

पंजीकृत एवं निगम कार्यालय: महानगर दूरसंचार सदन, 5 वां तल, 9 सी.जी.ओ. कॉम्प्लेक्स, लोधी रोड, नई दिल्ली-110003 भारत  
फोन कार्यालय : 24319020, फैक्स : 24324243

Regd. & Corporate Office: Mahanagar Doorsanchar Sadan, 5th Floor, 9 CGO Complex, Lodhi Road, New Delhi-110003 India  
Phone Off.: 24319020 Fax: 24324243

आप हमारे साथ हिन्दी में भी पत्राचार कर सकते हैं।

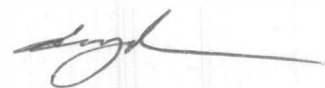
**MINUTES OF THE RESOLUTIONS PASSED THROUGH POSTAL BALLOT AND REMOTE EVOTING BY THE SHAREHOLDERS OF MAHANAGAR TELEPHONE NIGAM LIMITED ON SUNDAY 19TH FEBRUARY 2023.**

The Board of Directors has confirmed the proposal by Circular Resolution dated 16.01.2023 in its 353<sup>rd</sup> Board Meeting held on 14.02.2023 for seeking the consent of the members of the Company by way of ordinary resolutions through the Postal Ballot process for appointment of following individuals as Directors of the Company

SI. No.	Description of the Resolution	Type of Resolution
1.	APPOINTMENT OF SHRI SUNIL KUMAR VERMA, (DIN: 09800644), JOINT SECRETARY (A), DoT AS GOVERNMENT NOMINEE DIRECTOR OF THE COMPANY	Ordinary
2.	APPOINTMENT OF SHRI RAJIV KUMAR (DIN-09811051), DIRECTOR FINANCE, BSNL AS DIRECTOR (FINANCE) OF THE COMPANY	Ordinary
3.	APPOINTMENT OF SHRI SHIVENDU GUPTA, (DIN: 09850201), DDG(WPF), DoT AS GOVERNMENT NOMINEE DIRECTOR OF THE COMPANY:	Ordinary

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

- i. The Board of Directors appointed CS Hemant Kumar Singh, Partner of M/s Hemant Singh & Associates, Practicing Company Secretaries, Delhi (C.P. No. 6370 and FCS 6033), as the Scrutinizer, for conducting the Postal Ballot and e-voting process.
- ii. The Postal Ballot Notice dated 16.01.2023 for seeking approval of members of the Company for the regularization of appointment of above Directors of the Company was sent to all the members, whose names appeared in the Register of Members / List of Beneficial Owners, as received from National Securities Depository Limited and Central Depository Services (India) Limited as on the Cut-off date i.e. Friday, 13<sup>th</sup> January, 2023.



- iii. M/s. Central Depository Services (India) Limited was appointed to provide the e-voting platform and completed the despatch of Postal Ballot Notice by email on Wednesday, the 18<sup>th</sup> January, 2023 to the members for e-voting, who have registered their e-mail ids with the Depository Participant(s) or with the Company or with the RTA.
- iv. The voting period started from Saturday, 21<sup>st</sup> January, 2023 (9.00 AM) and ends on Sunday, 19<sup>th</sup> February, 2023 (5.00 PM)
- v. CS Hemant Kumar Singh, Prop. of M/s Hemant Singh & Associates, Practicing Company Secretaries, Delhi (C.P. No. 6370 and FCS 6033), who was appointed as the Scrutinizer for the aforesaid Postal Ballot process submitted the Scrutinizer Report on 20.02.2023 (attached as annexure to the Minutes). In accordance with the said Report, Members of the Company have approved the above resolution with requisite majority, as embodied in the Postal Ballot Notice dated 16.01.2023.

Thereafter, as authorised by the Board of Directors, the Company Secretary declared the Postal Ballot Results, based on the Scrutinizer's Report and announced that, the following Ordinary Resolutions as set out in Postal Ballot Notice dated 16.01.2023 were duly approved by the members with requisite majority on the last date specified for E-Voting for the Postal Ballot Voting Process i.e. **Sunday, 19th February, 2023.**

**1. APPOINTMENT OF SHRI SUNIL KUMAR VERMA, (DIN: 09800644), JOINT SECRETARY (A), DoT AS GOVERNMENT NOMINEE DIRECTOR OF THE COMPANY:**

99.82% shareholders voted in favour of the resolution while 0.18% voted against the resolution. The resolution following was passed as on Ordinary Resolution:-

**"RESOLVED THAT** pursuant to the provisions of Sections 152 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (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:**

99.82% shareholders voted in favour of the resolution while 0.18% voted against the resolution. The resolution following was passed as on Ordinary Resolution:-

“**RESOLVED THAT** pursuant to the provisions of Sections 152 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder(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:**

99.82% shareholders voted in favour of the resolution while 0.18% voted against the resolution. The resolution following was passed as on 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."

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

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



(P.K.PURWAR)

CHAIRMAN-CUM-MANAGING DIRECTOR



DATE: 22.2.2023  
PLACE: NEW DELHI

**SCRUTINIZER'S REPORT**

To,  
**The Chairman & Managing Director**  
**MAHANAGAR TELEPHONE NIGAM LIMITED**  
Mahanagar Doorsanchar Sadan 5<sup>th</sup> Floor,  
9 CGO Complex, Lodhi Road,  
New Delhi-110003

**Subject: Scrutinizer's Report on Postal Ballot Results (e-voting) conducted in terms of the provisions of Section 108 & 110 of the Companies Act, 2013 ('the Act'), Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules') and other applicable provisions of the Act and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force).**

Sir,

I, Hemant Kumar Singh, Partner of Hemant Singh & Associates, Practicing Company Secretaries, was appointed by the Board of Directors of MAHANAGAR TELEPHONE NIGAM LIMITED ("the Company") as Scrutinizer for the purpose of scrutinizing postal ballot voting process, conducted only by way of remote e-voting (hereinafter referred to as 'e-voting') in fair and transparent manner for passing Three (3) ordinary resolutions, as set out in the Postal Ballot Notice dated January 16, 2023 and as sent to the members of the Company via email, in terms of inter-alia General Circular no. 14/2020 dated April 8, 2020, General Circular no. 17/2020 dated April 13, 2020 read with other relevant circulars, General Circular no. 20/2021 dated December 8, 2021, General Circular no. 03/2022 dated May 5, 2022 and General Circular no. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India in the backdrop of Covid-19 pandemic (collectively referred to as "MCA Circulars"). We hereby submit our report as under:

1. The Company has informed us that, the Company completed the dispatch of the Postal Ballot Notice dated January 16, 2023 by email on January 18, 2023 to the Members whose email IDs were registered with the Company / Registrar & Share Transfer Agent / Depository / Depository Participants and whose names appeared in the Register of Members/List of Beneficial Owners as on Friday, January 13, 2023 (cut-off date) received from the Depositories/ Registrar and Share Transfer Agents.
2. The Company had appointed Central Depository Services (India) Limited (CDSL), for the purpose of providing e-voting facility to all its members, as the Authorized Agency.
3. The Company published an advertisement regarding completion of dispatch of Postal Ballot Notice in newspapers viz. Financial Express all edition (English Newspaper) & Jansatta Delhi edition (Hindi Newspaper) on January 20, 2023.

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iii. **Invalid Votes:**

Total number of members whose votes declared invalid	Total number of votes cast by them
1*	100

\*Abstained from voting

**Resolution-2: Ordinary Resolution**

**APPOINTMENT OF SHRI RAJIV KUMAR (DIN-09811051), AS DIRECTOR (FINANCE) OF THE COMPANY**

i. **Voted in favour of the Resolution:**

Mode of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Voted by Electronic mode	312	437308619	99.82%
<b>Total</b>	<b>312</b>	<b>437308619</b>	<b>0</b>

ii. **Voted against the Resolution:**

Mode of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Voted by Electronic mode	43	790647	0.18%
<b>Total</b>	<b>43</b>	<b>790647</b>	<b>0</b>

iii. **Invalid Votes:**

Total number of members whose votes declared invalid	Total number of votes cast by them
-	-

**Resolution-3: Ordinary Resolution**

**APPOINTMENT OF SHRI SHIVENDU GUPTA, (DIN-09850201) AS GOVERNMENT NOMINEE DIRECTOR OF THE COMPANY**

i. **Voted in favour of the Resolution:**

Mode of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Voted by Electronic mode	309	437306651	99.82%
<b>Total</b>	<b>309</b>	<b>437306651</b>	<b>0</b>

