

महानगर टेलीफोन निगम लि०  
( भारत सरकार का उद्यम )  
**Mahanagar Telephone Nigam Ltd.**  
(A Government of India Enterprise)  
CIN: L32101DL1986GOI023501



**MTNL/SECTT/AGM/2019**  
**September 03, 2019**

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

**Sub: Notice of 33<sup>rd</sup> Annual General Meeting (AGM), Closure of Register of Members and Share Transfer Books, Cut-off date and Period of E-Voting.**

Dear Sir,

This is to inform you that the 33<sup>rd</sup> Annual General Meeting (AGM) of Mahanagar Telephone Nigam limited (MTNL) is scheduled to be held on Friday, 27<sup>th</sup> September 2019 at 11.30 A.M. at Auditorium, Mahanagar Doorsanchar Sadan, 9 CGO Complex, Lodhi Road, New Delhi-110003.

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the 33<sup>rd</sup> AGM of the Company. The Company has fixed the following date(s) in connection with the ensuing 33<sup>rd</sup> AGM:

| Provision   | Relevant Date   |
|---|---|
| Date of Closure of Register of Members and Share Transfer Books for the purpose of Annual Closing/AGM.<br>(Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (LODR) Regulations, 2015)                | From <b>Sunday, 22<sup>nd</sup> September, 2019</b> to <b>Friday, 27<sup>th</sup> September, 2019</b> (both days inclusive)   |
| The cut-off date for the purpose of determining the voting rights of the shareholders and period of remote e-voting.<br>(Section 108 of the Companies Act, 2013 and Regulation 44 of SEBI (LODR) Regulations, 2015) | Cut-off date: <b>Friday, 20<sup>th</sup> September, 2019, Friday</b><br>Remote e-voting period:<br>Commences on: <b>Tuesday, 24<sup>th</sup> September, 2019 (9:00 a.m.)</b><br>Ends on: <b>Thursday, 26<sup>th</sup> September, 2019 (5:00 p.m.)</b> |

Kindly take the above information on record.

Thanking You,

Yours faithfully

(S.R. Sayal)  
Company Secretary

Encl: Notice of 33<sup>rd</sup> AGM

पंजीकृत एवं निगम कार्यालय : महानगर दूरसंचार सदन, 5वां तल, 9 सी.जी.ओ. कॉम्प्लैक्स, लोधी रोड, नई दिल्ली-110003  
फोन कार्यालय : 24319020, फैक्स: 24324243  
Regd. & Corporate Office : Mahanagar Doorsanchar Sadan, 5th Floor, 9 CGO Complex, Lodhi Road, New Delhi-110 003 India  
Phone Off.: 24319020, Fax : 24324243  
आप हमारे साथ हिन्दी में भी पत्राचार कर सकते हैं।

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

## NOTICE

**NOTICE** is hereby given that the 33<sup>rd</sup> Annual General Meeting of the members of **MAHANAGAR TELEPHONE NIGAM LIMITED** will be held on **Friday, 27<sup>th</sup> September 2019 at 11.30 A.M. at Auditorium, Mahanagar Doorsanchar Sadan, 9, CGO Complex, Lodhi Road, New Delhi-110003** to transact the following business :-

### I. ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone and consolidated Financial Statements of the company for the Financial Year 2018-19 as at 31st March 2019, the reports of the Auditors and the Board of Directors thereon together with the comments of the Comptroller & Auditor General of India (C & AG) thereon.

2. To appoint a director in place of Shri Sanjeev Kumar (DIN- 07566882) who retires by rotation and being eligible, offers himself for reappointment. In this connection to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Shri Sanjeev Kumar (DIN- 07566882) who retires by rotation at this AGM and being eligible, offered for reappointment, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

3. To appoint a director in place of Shri Milind Vijay Joshi (DIN- 08273959) who retires by rotation and being eligible, offers himself for reappointment. In this connection to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Shri Milind Vijay Joshi (DIN- 08273959) who retires by rotation at this AGM and being eligible, offered for reappointment, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

4. To fix the remuneration of the Statutory Auditors of the Company appointed by the Comptroller & Auditor General of India for auditing the accounts of the Company for the Financial Year 2019-20. In this connection to pass with or without modification(s) the following resolution, as an Ordinary Resolution:

**“RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to decide and fix the remuneration of the Statutory Auditors of the Company appointed by Comptroller & Auditor General of India for the Financial Year 2019-20, as may be deemed fit”

### II. SPECIAL BUSINESS:

5. **Re-Appointment of Shri Ashok Mittal (DIN - 06581045), Non-Official Part-Time (Independent) Director of the Company:**

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 Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment & Qualification of Directors) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, Shri Ashok Mittal (DIN - 06581045) who was re-appointed as an Independent Director w.e.f. 20.11.2018 by President of India vide DoT letter no. E-5-7/2018-PSA dated 22.11.2018 be and is hereby reappointed as an Independent Director for a period of one year from the date of completion of existing tenure or until further orders, whichever is earlier.”

6. **Re-Appointment of Shri Rakesh Nangia (DIN - 00147386), Non-Official Part-Time (Independent) Director of the Company:**

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 Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment & Qualification of Directors) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, Shri Rakesh Nangia (DIN - 00147386) who was re-appointed as an Independent Director w.e.f. 20.11.2018 by President of India vide DoT letter no. E-5-7/2018-PSA dated 22.11.2018 be and is hereby reappointed as an

Independent Director for a period of one year from the date of completion of existing tenure or until further orders, whichever is earlier.”

**7. To Approve the Remuneration payable to Cost Auditors.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, including any Statutory modification(s) or re-enactment thereof, for the time being in force, M/s. R.M. Bansal & Co. Cost Auditors appointed by the Board of Directors of the Company, to conduct the Cost Audit of the Company for the Financial Year 2019-20, be paid the remuneration of ₹1,12,100/- inclusive of out of pocket expenses and GST @18% or as applicable, as set out in the explanatory statement attached with the Notice convening this Meeting.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

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

**Place: New Delhi**

**Date: 01/09/2019**

**Registered Office :**

Mahanagar Doorsanchar Sadan  
5<sup>th</sup> 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. 5, 6 & 7 of Special businesses, 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. Brief resume of Directors including those proposed to be appointed / reappointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, Shareholding and Relationships between directors inter-se as stipulated under Regulation 36(3) of SEBI (LODR), 2015 are provided as Annexure to Notice.
5. 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.
6. The Register of Members and Share Transfer Books will remain closed from **Saturday, 21<sup>st</sup> September, 2019 to Friday 27<sup>th</sup> September, 2019** (Both days inclusive).
7. The Members are requested to notify immediately **change of address and e-mail address**, if any, to :-
  - (i) The Company's Registrar & Transfer Agent, M/s. Beetal Financial & Computer Services (P) Ltd. 3rd Floor, Beetal House 99, Madangir, Behind Local Shopping Centre Near Dada Harsukhdas Mandir, New Delhi - 110 062 in case the shares are held in physical form and
  - (ii) To the respective Depository Participant (DP) with whom the members are having their Demat Accounts, in case the shares are held in electronic form.
8. 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.
9. Members desirous of getting any information about the Annual Accounts and/or operations of the Company are requested to write to the Company at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
10. The Annual Report of the Company circulated to the Members of the Company, will be made available on the Company's website at [www.mtnl.net.in](http://www.mtnl.net.in) and also will be available on the website of Stock Exchanges.
11. As an economy measures, Members are requested to bring their copy of Annual Report to the meeting as copies of Annual Report will not be distributed in the meeting
12. Members are requested to bring with them duly completed attendance slips to avoid rush at the entrance of the meeting venue/ registration counters.
13. Members may avail of the nomination facility as provided under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 as amended. Members holding shares in Physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of Shares held in dematerialized form, the Nomination Form may be filed with the respective Depository Participants.
14. **(i) Members are requested to note that the Company's equity shares are under compulsory Demat trading for all investors, pursuant to the provisions of SEBI Circular No. 21/99 dated July 8, 1999. Members are, therefore, requested to dematerialize their shareholding if not done so far, to avoid inconvenience.**  
**(ii) In accordance with the proviso to Regulation 40 (1) of SEBI (LODR) 2015 effective from April 1, 2019,**

**transfer of shares of the company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in various corporate actions.**

15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send their share certificates to our Registrar and Transfer Agent, for consolidation into a single folio.
16. In compliance with the provisions of Companies Act, 2013 and rules made thereunder and earlier communications from the Company, the Company shall send the Notice of this Annual General Meeting, instructions for remote e-voting, along with the Attendance Slip, Proxy Form and Annual Report for the Financial Year 2018-19, through electronic mode, to those members who have registered their e-mail address with the Company or with their respective Depository Participant (DP) and have opted to receive the aforesaid documents in electronic form. For members who have not registered their e-mail addresses and have opted to receive the aforesaid documents in physical form, physical copies of the aforesaid documents are being sent by the permitted mode.
17. **Pursuant to the MCA Circular, the Company now have the option to send Annual Report through e-mail. Hence, all the Members holding shares in electronic mode are therefore requested to ensure to keep their email addresses updated or provide their email addresses if not earlier provided to their DPs. Members holding shares in physical mode are also requested to update their email addresses, Bank details and change in address by writing to the Registrar and Transfer Agent of the Company by quoting their folio number(s). Members who have not registered their e-mail addresses so far are requested to register their e-mail address, Bank details and change in address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA of the Company.
19. **Route Map of the Venue of AGM-**  
The Venue of AGM is located within walking distance of 2 minutes from Jangpura Metro Station Gate No. 3(Violet Line) and 5 minutes walking from Jawahar Lal Nehru Stadium Bus stop.
20. 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 Annual General Meeting (AGM) 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 AGM ("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 AGM 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 AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - IV. The remote e-voting period commences on Tuesday, 24th September, 2019 (9:00 am) and ends on Thursday 26th September, 2019 (5:00 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 Friday, 20th September, 2019, 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](http://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](http://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:

| <b>For Members holding shares in Demat Form and Physical Form</b> |  |
|---|--|
| 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"><li>• 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.</li><li>• 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.</li></ul> |
| Dividend Bank Details<br><br><b>OR</b> 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"><li>• 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).</li></ul>   |

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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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. Friday, 20th September, 2019.**

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. **Friday, 20th September, 2019**, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)/ [beetalrta@gmail.com](mailto:beetalrta@gmail.com) .

XXVI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

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 AGM 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 AGM in a fair and transparent manner.

XXIX. The Chairman shall, at the AGM, 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 AGM 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 AGM, 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](http://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 AGM i.e., 27th September, 2019

**XXXIII. Poll at the Meeting:**

- i. The facility for voting through poll will also be made available at the 33rd Annual General Meeting (AGM) 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 AGM 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 AGM, 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.

**PLEASE NOTE THAT NO GIFTS OF ANY SORT WOULD BE DISTRIBUTED AT THE AGM**

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



**(S.R. Sayal)**

**Company Secretary**

**Place: New Delhi**

**Date: 01/09/2019**

**REGISTERED AND CORPORATE OFFICE**

**Mahanagar Telephone Nigam Limited**

**CIN: L32101DL1986GOI023501**

Mahanagar Doorsanchar Sadan 5<sup>th</sup> Floor, 9, CGO Complex,  
Lodhi Road, New Delhi - 110 003, Tel: 011-24319020, Fax: 011-24324243,

Website: [www.mtnl.net.in](http://www.mtnl.net.in) / [www.bol.net.in](http://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. 4:**

As per section 142 of the Companies Act, 2013, the remuneration payable to the Auditors shall be fixed in the General Meeting of the Company or in such manner as may be determined therein. Further, as per section 177 of Companies Act, 2013, read with Regulation 18(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Audit Committee will recommend the appointment and fixation of remuneration of Statutory Auditors to the Board.

In exercise of the powers conferred by section 139 of the Companies Act, 2013, the Comptroller and Auditor General of India (CAG) appoints Statutory Auditor(s) of the Company. Accordingly, on receipt of communication from CAG regarding appointment of Statutory Auditors, Board of Directors may decide and fix the remuneration of Statutory Auditors on the recommendation of the Audit Committee. The remuneration will commensurate with the quantum of work required to be undertaken by the Statutory Auditors, amendment in prevailing Laws & Regulations and in line with audit fees of peer companies.

The Board of Directors of the Company recommends the Resolution(s) as set out in the accompanied Notice for approval of the shareholders

**Item No. 5:**

Shri Ashok Mittal was originally appointed as Independent Director by the Government of India, DoT for a period of three years upto 22.11.2018. He has now been re-appointed as an Independent Director by the President of India vide DoT letter no. E-5-7/2018-PSA dated 22.11.2018 for a period of one year from the date of completion of his existing tenure or until further orders, whichever is earlier. As per provisions of Section 149/152 of the Companies Act, 2013 the appointment/reappointment of Independent Director requires the approval of Shareholders by Special Resolution. Qualifications & Experience, date of first appointment on the Board, relationship with other KMPs and Directors, Shareholding in the Company, Membership/ Chairmanship of Committees of other Boards has been given elsewhere in the Notice which also forms part of the Notice.

Shri Ashok Mittal is interested in this resolution to the extent of his appointment as a Director.

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:**

Shri Rakesh Nangia was originally appointed as Independent Director by the Government of India, DoT for a period of three years upto 22.11.2018. He has now been re-appointed as an Independent Director by the President of India vide DoT letter no. E-5-7/2018-PSA dated 22.11.2018 for a period of one year from the date of completion of his existing tenure or until further orders, whichever is earlier. As per provisions of Section 149/152 of the Companies Act, 2013 the appointment/reappointment of Independent Director requires the approval of Shareholders by Special Resolution. Qualifications & Experience, date of first appointment on the Board, relationship with other KMPs and Directors, Shareholding in the Company, Membership/ Chairmanship of Committees of other Boards has been given elsewhere in the Notice which also forms part of the Notice.

Shri Rakesh Nangia is interested in this resolution to the extent of his appointment as a Director.

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. 7:**

The Board has approved the appointment of M/s R.M. Bansal & Co., Cost Accountants as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the Financial Year 2019-20, at a Professional Fees of ₹ 1,12,100/- inclusive of out of pocket expenses as applicable and GST @18%.

In accordance with provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditors is to be ratified by the shareholders of the Company.

Accordingly, Consent of the members is sought for passing an Ordinary Resolution as set out at Item No.8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending on 31st March, 2020.

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 Ordinary Resolution.

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



**(S.R. Sayal)**

**Company Secretary**

**Place: New Delhi**

**Date: 01/09/2019**

## ANNEXURE TO THE NOTICE

### Details of Directors seeking Appointment/ Reappointment as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015.

| Name of Director  | Shri Milind Vijay Joshi  | Shri Sanjeev Kumar   | Shri Ashok Mittal   | Shri Rakesh Nangia   |
|---|--|--|---|--|
| Date of Birth   | 30/09/1960   | 01/12/1966   | 31/07/1966  | 30/07/1954   |
| Date of Appointment   | 05/11/2018   | 02/07/2016   | 23/12/2015  | 23/12/2015   |
| Experience in Specific Functional Area  | Over 35 years of experience in diversified fields including finance, planning project management, marketing, operations & general management | Over 29 years of rich and diversified experience in Network Operations, Planning, Project Management, Marketing and Business Development, Human Resource Management & Development. | Has served in the Indian Revenue Services (IRS – Income Tax) from 1992-2012. Has been an advisor to a large group of companies that have multinational exposure | He is a Chartered Accountant having over 38 years of consultant any experience in various field of professional Services, Industrial Sector & diverse practice domain. |
| Qualification   | Commerce Graduate, MBA and Associate Member of the Institute of Company Secretaries of India & Institute of Cost Accountants of India        | Engineering in Electronics & Communication and Master in Engineering (Electronics & Control) from BITS Pilani and MBA from FMS Delhi University.                                   | Master's degree in Management with a specialization in IR. Mason Fellow from the Harvard Kennedy School.  | B.com, FCA   |
| List of outside Directorships (Public Companies and Subsidiary of Public Companies)                 | NIL  | MSITS - Director   | NIL   | NIL  |
| Chairman (C)/ Member (M) of the Audit & Stakeholder Relationship Committee across Public Companies. | NIL  | NIL  | Audit Committee – Chairman<br><br>Stakeholder Relationship Committee – Chairman   | Audit Committee – Member<br><br>Stakeholder Relationship Committee – Member  |
| No. of Shares held in MTNL as on 31.03.19   | NIL  | NIL  | NIL   | NIL  |
| Attendance in Board Meeting in the Financial Year 2018-19   | 2/2  | 7/7  | 4/7   | 3/7  |
| Relationship between Directors inter-se   | None   | None   | None  | None   |

**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, 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** :

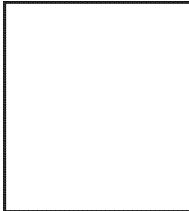
I/We, being a member/members of ..... shares of the above named Company, hereby appoint

- Name: ..... Address: .....  
Email ID: ..... Signature:..... Or failing him
- Name: ..... Address: .....  
Email ID: ..... Signature:..... Or failing him
- 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 33<sup>rd</sup> Annual General Meeting of the Company, to be held on **Friday 27<sup>th</sup> September, 2019** at 11.30 A.M. 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.**

- .....
- .....
- .....
- .....
- .....
- .....
- .....



Signed this.....day of.....2019      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 5<sup>th</sup> 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 33<sup>rd</sup> Annual General Meeting of Mahanagar Telephone Nigam Ltd. being held at **Auditorium, Mahanagar Doorsanchar Sadan, 9, CGO Complex, Lodhi Road, New Delhi-110003 on Friday 27<sup>th</sup> September, 2019 at 11.30 A.M.**

Signed this.....day of.....2019      Signature of Shareholder: .....  
Signature of Proxy Holder(s): .....

**NAME OF PROXY, IF APPLICABLE (IN BLOCK LETTERS)**

- 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.

**Please note that no gifts of any sort would be distributed at the AGM.**

