



MTNL

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

MTNL/SECTT/SE/2022

May 17, 2022

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

Ref: BSE Scrip Code: 500108/ NSE Symbol: MTNL/ OTCIQ Symbol: MTENY

**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.

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

S.No	Particulars	Date and Time
1.	Cut –off Date	Friday, 20 th May, 2022
2.	Day, Date and Time of Commencement of E-Voting	Friday, 27 th May, 2022 (9.00 AM)
3.	Day, Date and Time of ending of E-Voting	Saturday, 25 th June, 2022 (5.00 PM)
4.	Date of declaration of results	On or before 28 th June, 2022

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



MTNL

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.bal.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 and 03/2022 dated May 05, 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 provisions, 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 V. RAMESH (DIN: 08771524), AS DIRECTOR (TECHNICAL) 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, Shri V. Ramesh (DIN - 08771524) who was appointed as an Additional Director to function as Director (Technical) by President of India vide DOT letter no E-2-2/2021-PSA dtd. 22.03.2022 w.e.f. 01.04.2022 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 appointment 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 (Technical) of the Company."

2. APPOINTMENT OF SHRI PIYUSH RANJAN NISHAD (DIN: 09579746), AS NON-OFFICIAL INDEPENDENT DIRECTOR ON THE BOARD OF MTNL

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 Act") and the Companies (Appointment & Qualification of Directors) Rules, 2014, and the applicable provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Piyush Ranjan Nishad (DIN - 09579746), who has been nominated as an Non - Official Independent Director by the President of India vide DoT Letter No.E-5-3/2018-PSA dtd. 23.03.2022 and was appointed by the Board of Directors as an Additional Director in the capacity of an Non-official Independent Director on the Board of the Company w.e.f. 21.04.2022 (date of obtaining DIN) 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, in terms of Section 161 of the Companies Act, 2013 and Article 66(D) of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from the Director himself proposing his candidature for the office of Director of the Company and has consented to act as an Non-Official Independent Director of the Company be and is hereby appointed as an Non Official Independent Director of the Company."

"RESOLVED FURTHER THAT appointment of Shri Piyush Ranjan Nishad (DIN - 09579746), (who meets the criteria for independence as provided in Section 149(6) of the Act) shall act as an Non Official Independent Director of the Company not liable to retire by rotation for a term of three years commencing from the date of obtaining DIN i.e. 21.04.2022 to 20.04.2025 or until further orders of Government of India, whichever is earlier".

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



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

Place: New Delhi
Date: 17.05.2022

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. In view of the outbreak of Covid-19 pandemic, 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 and 03/2022 dated May 05, 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 **Friday, 27th May, 2022** to **Saturday, 25th June, 2022** through email at mtnlscsco@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, the 20th May 2022** ("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 **Friday, 27th May, 2022 (9.00 AM)** and ends on **Saturday, 25th June, 2022 (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, the 20th May 2022**.

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 **Friday, 27th May, 2022 (9.00 AM)** and ends on **Saturday, 25th June, 2022 (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, the 20th May 2022** 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	<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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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.
Individual Shareholders holding securities in demat mode with NSDL	<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

	<p>provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>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</p> <p>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>
<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 022-23058738 and 22-23058542-43.
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) **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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required 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: mtnlscsco@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 022- 23058738 and 022- 23058542/43.

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 or call on 022-23058542/43.

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 mtnlcsco@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 28.06.2022, 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. **Saturday, 25th June, 2022.**

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



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

Place: New Delhi

Date: 17.05.2022

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

ITEM NO 1:- APPOINTMENT OF SHRI V. RAMESH (DIN: 08771524), AS DIRECTOR (TECHNICAL) OF THE COMPANY:

Shri V. Ramesh, Director (Enterprise) BSNL was entrusted with the additional charge of the post of Director (Technical) of MTNL with immediate effect vide Department of Telecommunication (DoT) letter no E-2-2/2021-PSA dtd. 22.03.2022 w.e.f. 01.04.2022 or until further orders, whichever is the earlier. Shri V. Ramesh assumed the office of Director (Technical) of MTNL w.e.f. 01.04.2022.

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

Brief resume of Shri V. Ramesh, 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 V. Ramesh does not hold any share in the company in either his individual capacity or as beneficiary. Additional information of the Additional 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 V. Ramesh is interested in the resolution as set out at Item no 1 of the Postal Ballot Notice, which pertains to his appointment. The respective relatives of Shri V. Ramesh may be deemed to be interested in the resolution set out at Item no 1 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(s) 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 PIYUSH RANJAN NISHAD (DIN: 09579746),
AS NON-OFFICIAL INDEPENDENT DIRECTOR ON THE BOARD OF MTNL**

Shri Piyush Ranjan Nishad was appointed as an Additional Director of the Company to hold office as Non official Independent directors w.e.f. 21.04.2022 (date of obtaining DIN) pursuant to the appointment conveyed by the President of India vide Department of Telecommunications, Ministry of Communications & IT Letter No.E-5-3/2018-PSA dtd. 23.03.2022. The term of Shri Piyush Ranjan Nishad will be for a period of three years from the date of appointment or until further orders i.e. from 21.04.2022 to 20.04.2025. Pursuant to Section 149(13) of the Companies Act 2003, Shri Piyush Ranjan Nishad shall not be liable to retire by rotation.

In view of his domain knowledge and vast experience, the association of Shri Piyush Ranjan Nishad will be highly beneficial for the Company.

The above director has given a declaration to the Board that they meet with the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under Regulation 16(1)(b) of SEBI(LODR), Regulations 2015 and have also given his consent to act as director.

The Company has received notice(s) in writing under Section 160 of the Act from Shri Piyush Ranjan Nishad proposing his candidature for the office of director(s) of the Company.

Brief resume of Shri Piyush Ranjan Nishad, nature of their expertise in specific functional areas and name of other companies in which they hold directorship and Memberships/Chairmanships of Board Level Committees and relationship between directors inter-se as stipulated under Listing Regulations is annexed to the Notice.

The letter containing the terms and conditions of appointment of above director as Independent director and all the relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to mtnlcsco@gmail.com.

Shri Piyush Ranjan Nishad do not hold any shares in the Company in either his individual capacity or as beneficiary. Additional information of Shri Piyush Ranjan Nishad, pursuant to the SEBI (LODR) Regulations, 2015 and the Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, has also been provided in the Notice.

Shri Piyush Ranjan Nishad is interested in the resolution as set out at Item no. 2 of the Postal Ballot Notice, pertaining to his appointment.

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 resolutions except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

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

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


(S.R. SAYAL)

COMPANY SECRETARY

Place: New Delhi

Date: 17.05.2022

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	V. RAMESH	PIYUSH RANJAN NISHAD
DIN	08771524	09579746
Date of Birth & Age	01.08.1964 (57 years)	09.09.1972 (49 years)
Date of Appointment (Initial)	01.04.2022	21.04.2022
Experience in Specific Functional Area	RESUME ATTACHED	RESUME ATTACHED
Qualification	B. Tech, Masters of Engineering, MBA	Graduation

Nature of Expertise in specific functional area	More than 32 years of experience in various fields – Administration, Operations, Planning, Enterprise Business & as SSA Heads of Ahmedabad, Vadodara, Guntur etc. & as a Circle Head of Gujarat Telecom Circle	More than 14 years' experience in field of politics and social welfare
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, Govt. 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
Chairman (C)/Member (M) of the Audit & Stakeholder Relationship Committee across all Public Companies.	NIL	NIL
No. of Shares held in MTNL (Self and as a Beneficial Owner)	NIL	NIL
Number of meetings of the Board attended since the date of appointment	NIL (No Board Meeting has been held after date of appointment i.e. after 01.04.2022)	NIL (No Board Meeting has been held after date of Appointment i.e. after 21.04.2022)
Disclosure of inter-se Relationship with other Directors or KMP of the Company	NIL	NIL
Sitting fee to be payable	No Sitting fees is payable.	To be paid as per provisions of the Companies Act, 2013 and as decided by the Board of Directors from time to time
Terms and Conditions of Appointment	As per the letter(s) issued by the Department of Telecommunications, Ministry of Communications, Govt. of India., Government of India for the appointment of respective individuals.	

BRIEF PROFILE OF SHRI V. RAMESH, DIRECTOR (TECHNICAL) OF MTNL

Shri V. Ramesh, Indian Telecom Service of 1985 batch has taken over as Director (Technical) in MTNL w.e.f. 01.04.2022. He is also Director (Enterprise) in BSNL w.e.f. 03.06.2020. He has done B. Tech in ECE from Jawaharlal Nehru Technological University, Hyderabad & Masters of Engineering from University of Roorkee, Roorkee. He has also done MBA from IGNOU.

He has more than 32 years of experience in various fields – Administration, Operations, Planning, Enterprise Business & as SSA Heads of Ahmedabad, Vadodara, Guntur etc. & as a Circle Head of Gujarat Telecom Circle. During 1997-2001, he worked in TCIL on deputation, in Kuwait foreign project as Project Manager & Operation Manager. He has worked as Business Development unit of Andhra Pradesh telecom Circle from 2003-2007 and bagged major projects.

He worked as PGM (Enterprise Business) from 2017-2019 & got various prestigious projects viz Smart City, Wi- Fi Projects etc. He has worked as Chief General Manager, Gujarat Telecom Circle during 2019-2020.

BRIEF PROFILE OF SHRI PIYUSH RANJAN NISHAD, INDEPENDENT DIRECTOR OF MTNL

Shri Piyush Ranjan Nishad was appointed as an Independent director of MTNL w.e.f. 21.04.2022. His date of Birth is 09.09.1972. He has vast experience in the field of politics and social welfare and he is involved in politics and social welfare since 2008. He is the Member of Legislative Assembly from Karchhana (Prayagraj) in Uttar Pradesh (Bhartiya Janta Party). He is currently member of State Working Committee, Bhartiya Janta Party, Uttar Pradesh. He has done Graduation from Allahabad University.