

महानगर टेलीफोन निगम लि.
(भारत सरकार का उद्यम)
Mahanagar Telephone Nigam Ltd.
(A Government of India Enterprise)



MTNL/SECTT/SE/2020
January 16, 2020

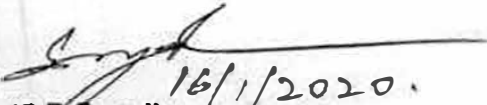
To
The Secretary,
Bombay Stock Exchange (BSE)
National Stock Exchange (NSE)
OTCQX

Sub: Compliance with regulation 30 read with Schedule III, Part-A, Para A (13) of SEBI (LODR), 2015- Minutes of Extraordinary General Meeting of MTNL held on 08.01.2020

Dear Sir,

Pursuant to Regulation 30 read with Schedule III, Part-A, Para A(13) of SEBI (LODR), 2015, please find enclosed a copy of minutes of the Extra ordinary General Meeting of the Company held on 08-01-20120 at New Delhi for your information and record.

Thanking You,
Yours faithfully


16/1/2020.
(S.R.Sayal)
Company Secretary

Encl: As above.

पंजीकृत एवं निगम कार्यालय : महानगर दूरसंचार सदन, 5 यां तल, 9 सी.जी.ओ. कॉम्प्लेक्स, लोधी रोड, नई दिल्ली-110003
फोन कार्यालय : 24319020, फॅक्स : 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।

provisions of the Companies Act, 2013 and Listing Regulations, the Shareholders had to cast their vote electronically (through remote E-voting) and hoped that all the shareholders have casted their votes. The Company Secretary requested the shareholders that in case anybody has not been able to cast their vote electronically, they may cast physical vote for which Ballot Papers have been provided to them at the Registration Counters/meeting hall. They may drop their, duly completed Ballot Papers in the locked Box kept in the meeting hall. It was also informed that the result of Polling (Electronic and Physical Ballot together) will be announced after the scrutinizer. M/s Hemant Singh & Associates, Company Secretaries, will submit their report. The result of Polling will be announced within 48 hours and will be posted on Company's Website and also it will be filed on the website of National Stock Exchange (NSE), Bombay Stock Exchange (BSE), National Securities Depository Ltd. (NSDL) and Central Depository Services Ltd (CDSL).

Thereafter, the empty Ballot Box was opened in the presence of all the Shareholders by the Scrutinizer, Mr. Hemant Singh of M/s Hemant Singh & Associates and shown to everybody and locked. The Shareholders including Shri Sanjeev Gupta, the President of India's Nominee, had dropped their Ballot Papers in the locked Ballot Box.

Later on, the polled papers were scrutinized & reconciled with the records maintained by the RTA and the authorization/Proxies lodged with the Company. Thereafter, the Scrutinizer submitted his Report after compiling the remote e-votes & physically polled ballot papers. The result of the poll was declared as under:

I. SPECIAL BUSINESS

Item No.1 To approve the Issue of Non-Convertible Debentures on Private Placement Basis.

99.89% shareholders voted in favour of the resolution while 0.11% voted against the resolution. The following resolution was passed as Special Resolution:-



"RESOLVED THAT pursuant to the provisions of Section 42 & Section 71 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to the provisions of the Article of Association of the Company and subject to such other approvals as may be required, approval of the members be and is hereby accorded to authorize the Board of Directors of the Company to offer or invite or invite subscriptions for Govt. Guaranteed, Unsecured, Listed, Redeemable non-convertible debentures in the nature of Bonds (NCDs), in one or more series / tranches, aggregating up to Rs.6500 crores on private placement basis, on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including the timing/date of issue of debenture, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto."

Item No.2 To approve Monetization of Land Buildings by following DIPAM Guidelines and/or the Board/DOT approved procedure for Asset Monetization.

All 100% shareholders voted in favour of the resolution. The following resolutions were passed unanimously as Special Resolution:-

i) **"RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), read with Articles of Association of the Company and/ or such other approvals, permissions and sanctions of all other concerned authorities and Departments, if and to the extent necessary, the consent of the shareholders be and is hereby accorded to Board of Directors (hereinafter called "the Board") to monetize land and or buildings as specified/ identified by the Board by following Department of Investment and Public Asset Management(DIPAM)OM NO. F3/3/2018/DIPAM-II dated 08-03-2019 and Revival Plan of the Company, as approved by the Union Cabinet and conveyed to MTNL vide DoT, GOI letter no. F.No. 30-04/2019-PSU Affairs dtd. 29 October, 2019 and/ or the Board/ DoT approved procedure for Asset Monetization."

ii) **"RESOLVED FURTHER THAT** subject to the provisions of the Companies Act, 2013 and the Articles of Association of the Company and/or such other approvals, permissions and sanctions of all other concerned authorities and Departments, if and to the extent necessary, the consent of the shareholders be and is hereby accorded to the Board for opening of an escrow account for ring-fencing the proceeds from monetization of assets for use by the Company under Revival/Restructuring Plan as approved by the Union Cabinet and conveyed to MTNL vide DoT, GOI vide its letter no. F.No. 30-04/2019-PSU Affairs dtd. 29 October, 2019."

iii) **"RESOLVED FURTHER THAT** subject to the provisions of the Companies Act, 2013 and the Articles of Association of the Company and/or such other approvals, permissions and sanctions of all other concerned authorities and Departments, the shareholders has taken note of declaration by the Board that clear title deed is available for the property to be monetized and that the property is free of encumbrances and encroachment".



iv) "RESOLVED FURTHER THAT subject to the aforesaid approvals and subject to such other approvals as may be required, the consent of the shareholders be and is hereby accorded to the Empowered Management Committee in MTNL (also known as the ECM) to do all such acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution."

Item No.3 To approve Monetization of Towers and Fiber Assets using an appropriate Model.

All (100%) shareholders voted in favour of the resolution. The following resolutions were passed as Special Resolutions:-

i) "RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), read with Articles of Association of the Company and/ or such other approvals, permissions and sanctions of all other concerned authorities and Departments, if and to the extent necessary the consent of the shareholders be and is hereby accorded to Board of Directors (hereinafter called "the Board") to monetize Towers and Fiber Assets as specified/ identified by the Board by following an appropriate model including leasing after considering the market conditions with the aim to maximize the returns as per the Revival Plan of the Company, as approved by the Union Cabinet and conveyed to MTNL vide DoT, GOI letter no. F.No. 30-04/2019-PSU Affairs dtd. 29 October, 2019."

ii) "RESOLVED FURTHER THAT subject to the provisions of the Companies Act, 2013 and the Articles of Association of the Company and/or such other approvals, permissions and sanctions of all other concerned authorities and Departments, if and to the extent necessary, the consent of the shareholders be and is hereby accorded to the Board for opening of an escrow account for ring-fencing the proceeds from monetization of assets for use by the Company under Revival/Restructuring Plan as approved by the Union Cabinet and conveyed to MTNL vide DoT, GOI vide its letter no. F.No. 30-04/2019-PSU Affairs dtd. 29 October, 2019."

iii) "RESOLVED FURTHER THAT subject to the aforesaid approvals and subject to such other approvals as may be required, the consent of the shareholders be and is hereby accorded to the Empowered Management Committee in MTNL (also known as the ECM) to do all such acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution."

Item No.4 To approve Re-classification of Capital through Alteration of Capital Clause of Memorandum of Association and Articles of Association.

All 100% Shareholders voted in favour of the resolution. The following resolutions were passed as Special Resolutions:-

i) "RESOLVED THAT pursuant to the provision of Section 13 & 61 and any other applicable provision, if any, of the Companies Act, 2013 and the Companies (Share Capital and Debenture) Rules, 2014 or any amendment thereto, and subject to the provisions of the Articles of Association of

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the Company, and subject to such other approvals as may be required, the Authorized Share Capital which is presently Rs. 10,000 Crore divided into 1,000 crore Equity Shares of Rs. 10/- each of the Company be and is hereby sub divided as under:-

- (a) 350 Cr. Equity Share of Rs. 10/- each aggregate to Rs.3500Cr.
- (b) 65 Cr. Preference Shares of Rs. 100/- each aggregating to Rs. 6500 Cr. to enable MTNL to allot 62.95 Cr. Preference Share of Rs. 100/- each aggregating to Rs. 6295 Cr. to the Government of India as an infusion of Capital by Government of India as support to MTNL for acquiring of the 4G Spectrum by the Company."

ii) "RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company w.r.t the Authorized share Capital be and is hereby substituted to read as under:-

- (a) 350 Cr. Equity Shares of Rs.10/- each aggregating to Rs. 3500 Cr.
- (b) 65 Cr. Preference Shares of Rs. 100/- each aggregating to Rs. 6500 Cr. "

iii) "RESOLVED FURTHER THAT Article 5 of the Articles of Association of the Company be and is hereby altered and substituted to read as under:-

- (a) 350 Cr. Equity Shares of Rs.10/- each aggregating to Rs. 3500 Cr.
- (b) 65 Cr. Preference Shares of Rs. 100/- each aggregating to Rs. 6500 Cr. "

Item No.5 To issue Non-Convertible Redeemable Non-Cumulative Preference Shares (NCRNCPS) on Private Placement basis to the Government of India towards payment of Spectrum Cost of 4G.

All 100% Shareholders voted in favour of the resolutions. The following resolutions were passed as Special Resolutions:-

i) "RESOLVED THAT pursuant to the provisions of Sections 42, 55 and 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules, regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) (to the extent applicable) or any other competent authorities from time to time to the extent applicable and other applicable rules, regulations, guidelines, notification and circulars made there under (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) and in accordance with Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the board of directors (hereinafter referred to as the "Board" which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred by this resolution) of the Company to invite/offer, issue, and allot upto 62,95,00,000 (Sixty Two Cr Ninety Five Lakh, Non-Convertible, Redeemable, Non Cumulative Preference Shares ("NCRNCPS" or "Preference Shares") of face value of Rs.100/- (Rupees Hundred only) each fully paid-up at par at an issue price of Rs.100 (Rupees Hundred only) aggregating to Rs. 62,95,00,00,000/- (Rupees Six thousand two hundred ninety five crores) by way of private placement through issue of offer document to the President of India (Government of India) (as described and identified below) on the following terms and on such other terms and conditions as set out in the Explanatory Statement annexed hereto ("Issue"):

<i>Name of the Investor</i>	<i>Amount (Rs)</i>
<i>President of India</i>	<i>6295 Crores</i>

The Preference Shares shall be subject to the following terms and conditions:

- (a) The Preference Shares shall carry a preferential right to dividend to be determined by the Board. The dividend will be calculated on pro-rata i.e. from the date of allotment of such Preference Shares;
- (b) The Preference Shares shall rank for dividend in priority to the equity shares for the time being of the Company;
- (c) The Preference Shares, in winding up, rank, as regards repayment of capital and arrears of dividend, whether declared or not, up to the commencement of the winding up, in priority to the equity shares;
- (d) The holders of the Preference Shares will not be entitled to participate in surplus funds nor in surplus assets and profits, on winding up has which may remain after the entire capital been repaid;
- (e) The holders of the Preference Shares shall have no option of conversion into equity shares of the Company;
- (f) The payment of dividend on the Preference Shares shall be non cumulative.
- (g) The Preference Shares shall be compulsorily redeemable.
- (h) The voting rights of the persons holding the Preference Shares shall be in accordance with the provisions of Section 47 and other applicable provisions, if any, of the Companies Act, 2013;
- (i) The Preference Shares will be redeemed at such price, in one or more installments on expiry of specified periods;

ii) "RESOLVED FURTHER THAT the Board be and hereby authorized to decide from time to time about tranches of allotment and to take all such steps, actions, deeds matters and things, give such directions as may be in its absolute discretion deem necessary and to execute such documents, writings etc., to giving effect to this resolution."

iii) "RESOLVED FURTHER THAT the Company do hereby seek admission of the Non- Convertible Redeemable Non Cumulative Preference Shares, to be issued by the Company, to the depository system of National Securities Depository Limited or Central Depository Services (India) Limited to issue the Preference Shares in dematerialized form and enter into such agreements as may be required for the purposes of such dematerialization."

iv) "RESOLVED FURTHER THAT the Company do appoint M/s Beetal Financial & Computer Services (P) Ltd., a SEBI Registered Category I Registrars to Issues and Securities Transfer Agent, as the Registrar and Transfer Agent (RTA) upon such terms and conditions as may be mutually agreed upon."

v) "RESOLVED FURTHER THAT the Board be and is hereby authorized to determine the terms and conditions (including without limitation, interest, repayment or otherwise) with the President of India (Government of India) to negotiate, modify, finalize, and sign the documents as it may think fit of such Preference Shares, and to do all such acts, deeds, and things, and to execute all such documents, instruments and writings as may be required to give effect to these resolutions."



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Item No.6 To Raise the Borrowing Powers of the Board from Rs.25,000 crores to Rs.32,500 crores.


All 19.36% Shareholders voted in favour of the resolutions while 80.64% voted against the resolution The following resolutions which was proposed to be passed as a Special Resolution was not passed:-

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Articles of Association of the Company and subject to such other approvals as may be required, the Board of Directors be and is hereby authorized to borrow from time to time at its discretion and as per requirement, from the banks, financial institutions, mutual funds directly or through issue of bonds to the banks, financial institutions, mutual funds, merchant bankers, PF trusts or the other retirement, superannuation funds or to general public including non-resident and/or from any other source on such terms & conditions as it may deem fit, such sums as may be considered necessary upto the limit of Rs.32,500 crores. outstanding at any one time and that such borrowing shall be exclusive of temporary loans/short terms loans obtained from the company's bankers in the ordinary course of business."

The meeting started at 11.30 A.M and ended at 12.30 P.M.

The quorum remained present throughout the meeting.

The chairman declared the meeting as closed by thanking all the shareholders for sparing their valuable time to attend the meeting and for their support in passing the resolutions in the EGM.


(SUNIL KUMAR)
Chairman & Managing Director