



**MTNL**

---

## NOTICE

**NOTICE** is hereby given that the Twenty Sixth Annual General Meeting of the members of **Mahanagar Telephone Nigam Limited** will be held on **Friday, 28th September 2012 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 Balance Sheet of the company as at 31st March, 2012 and the Profit and Loss Account for the year ended on that date together with the reports of the Auditors and Directors thereon and the comments of the Comptroller and Auditor General of India thereon u/s 619(4) of the Companies Act, 1956.
2. To appoint directors in place of those retiring by rotation:
  - (a) To appoint a director in place of Dr. Rajan Saxena, who retires by rotation and being eligible, offers himself for reappointment.
  - (b) To appoint a director in place of Shri Kumar Sanjay Bariar, who retires by rotation and being eligible, offers himself for reappointment.
3. To fix the remuneration of the Statutory Auditors appointed by the comptroller & Auditor General of India for the financial Year 2012-13.

### **II. SPECIAL BUSINESS:**

- (i) **To pass, with or without modifications, the following Resolution as on Ordinary Resolution:-**

**"RESOLVED THAT** Shri Sushil Kumar Shingal who was appointed as non-official part-time director of the company by the Govt of India, D.O.T. vide their letter dated 08th May, 2012 for a period of 3 years and whose appointment was ratified by the Board in terms of Articles of Association of the company as Additional Director of the company from 11th May, 2012 till this AGM, be and is hereby appointed as Director of the Company from the date of this AGM i.e. 28th September, 2012 subject to retirement by rotation, as per the provisions of Companies Act. 1956"



---

(ii) **To pass, with or without modifications, the following Resolution as Special Resolution:-**

**RESOLVED THAT** subject to the provisions of the Companies Act, 1956, Securities Contracts (Regulation) Act, 1956, and the rules framed thereunder, Listing Agreement, SEBI (Delisting of Securities) Guidelines, 2003, and such other applicable laws, rules, regulations and guidelines, and subject to such approvals, permissions and sanctions, as may be necessary, the Board of Directors of the company be and is hereby authorised to seek voluntarily delisting of its securities from Delhi, Calcutta and Madras Stock Exchanges."

**"Resolved Further** that the securities of the company shall continue to be listed on the stock exchanges having nation wide trading terminals viz the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE) and therefore, as per the said guidelines issued by the Securities and Exchange Board of India, no exit opportunity need to be given to the shareholders of the company."

**"Resolved further** that the Board of directors of the company be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable and to execute all such deeds and documents as may be considered necessary and expedient to give effect to the above said resolution."

**Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 is enclosed.**

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

sd/-  
**(S.R. SAYAL)**  
**Company Secretary**

**Place : New Delhi**  
**Date : 1st September, 2012**



---

**Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 for the Special Business to be conducted at the AGM**

**Item no (i)**

Shri Sushil Kumar Shingal was appointed as non-official part-time director of the company by the Govt of India, D.O.T. vide their letter dated 08th May, 2012 for a period of 3 years. In terms of Articles of Association of the company. Shri Sushil Kumar Shingal was appointed as Additional Director of the company by the Board with effect from 11th May, 2012. Shri Shingal holds office till AGM pursuant to the provisions of the Companies Act., 1956. Accordingly, Shri Sushil Kumar Shingal may be appointed as Director of the Company from the date of AGM i.e. 28th September, 2012 in pursuance to D.O.T.'s aforesaid letter dated 08th May, 2012 subject to retirement by rotation as per the provisions of the Companies Act."

Shri Sushil Kumar Shingal is having Master of Arts (History) degree from Meerut University.

He had joined Customs and Central Excise Service in 1970. He has retired from the Government service on 31st March, 2008. He has retired as Chairman, Central Board of Excise and Customs, New Delhi.

In terms of D.O.T.'s letter dated 08th May, 2012, the tenure of appointment of Shri Sushil Kumar Shingal is three years. Therefore, the appointment of Shri Sushil Kumar Shingal is recommended by the Board for approval by the Shareholders.

None of the directors except Shri Sushil Kumar Shingal is personally interested in the resolution.

**Item no (ii)**

The Securities & Exchange Board of India (SEBI) notified guidelines for voluntary delisting of securities from the stock exchanges. As per clause 5.2 of SEBI (Delisting of Securities) Guidelines, 2003 an exit opportunity to the shareholders need not be given where securities of the company remain listed on the stock exchange having nation wide trading terminal i.e. The Bombay Stock Exchange (BSE), the National Stock Exchange of India (NSE) and any other stock exchange that may be specified by SEBI in this regard.

At present the equity shares of the company are listed at Delhi, Calcutta, Madras, Bombay and National Stock Exchange.

Considering the nil/negligible volume of trading and as a part of its cost reduction measure, the consent of members is sought for getting its securities delisted from Delhi, Calcutta and Madras Stock Exchange as proposed in the special resolution. The securities of the company shall



continue to be listed on the the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE).

The Board recommends the resolution for approval of members.

None of the directors is having any personal interest in the said resolution.

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

sd/-

**(S.R. SAYAL)**

Company Secretary

**Place : New Delhi**

**Date : 1<sup>st</sup> September, 2012**



1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE VALID MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY AT MAHANAGAR DOORSANCHAR SADAN, 5TH FLOOR, 9 CGO COMPLEX, LODHI ROAD, NEW DELHI-110003. NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING. PROXY FORM IS ANNEXED.**
2. The Register of members and Share Transfer Books will remain closed from 27th September to 29th September 2012. (Both days inclusive).
3. The Members are requested to notify immediately change of address and e-mail address, if any, to :-
  - (i) The company at its registered office of 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.
4. 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. and 01.00 p.m. on all working days from the date hereof upto the date of the Meeting.
5. Members desirous of getting any information about the 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.
6. 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.
7. Members are requested to fill up their name, folio No./ID No. and to affix their signature at the space provided on the attendance sheet (given at the end of the Annual Report) and hand over the same at the entrance of the place of the meeting.
8. Members may avail of the nomination facility as provided under Section 109A of the Companies Act, 1956.
9. 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 dematerialise their shareholding if not done so far, to avoid inconvenience.
10. 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 the share certificates to our Registrar and Transfer Agent, for consolidation into a single folio.



11. Pursuant to Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid/unclaimed amount of dividends paid up to 2002-2003, to the General Revenue Account/ Investor Education and Protection Fund of the Central Government. The amount of Unclaimed Dividend upto the Financial Year ended 31st March, 2005 would be liable for transfer to the IEPF. As such, members who have not yet encashed their dividend warrant(s) for the financial year ended 31st March, 2005 and /or subsequent years are requested to submit their claims to the Company or RTA without any delay.
12. As per the Circular Nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs (MCA) to enable electronic delivery of notices/ documents and annual reports to shareholders, the company has implemented "**Green Initiative**" from this year. Henceforth, the email addresses indicated in your respective Depository Participant (DP) accounts which will be periodically downloaded from NSDL/ CDSL are deemed to be your registered email address for serving notices/documents including those covered under Section 219 of the Companies Act, 1956. The Notice of AGM and the copies of Audited Financial Statements, Directors' and Auditors' Report, etc. will also be displayed on the website **www.mtnl.net.in** of the Company and the other requirements of the aforesaid MCA circular will be duly complied with.

All 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 Depository Participants (DPs) . Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Transfer Agent of the Company by quoting their folio number(s).

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

By order of the Board  
For **MAHANAGAR TELEPHONE NIGAM LIMITED**  
sd/-

**(S.R. SAYAL)**  
Company Secretary

**Place : New Delhi**  
**Date : 1st September, 2012**