



MTNL

NOTICE

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the members of **Mahanagar Telephone Nigam Limited** will be held on **Monday, 30th September, 2013** at **11.15 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 on 31st March, 2013 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 Shri S.K.Shingal, who retires by rotation and being eligible, offers himself for reappointment.
 - (b) To appoint a director in place of Shri V.Umashankar, 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 2013-14.

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

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

Place : New Delhi
Date : 25th August, 2013



MTNL

NOTES

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 DOOR SANCHAR SADAN, 5TH FLOOR, 9 C.G.O. 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 25th September to 30th September, 2013 (Both days inclusive).
3. 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.
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 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 venue 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 2005-2006, 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, 2006 would be transferred to the IEPF as such members who have not yet encashed their dividend warrant(s) for the financial year ended 31st March, 2006 and / or subsequent years are requested to submit their claims to the Company without any delay.
12. **Green Initiative** - 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, vide which your Company in the last year, circulated the Annual Report through electronic mode to the shareholders who have opted for receiving the Annual Report through their email id, and had confirmed the same. This year also the same will be followed. Henceforth, the email addresses indicated in your respective Depository Participant (DP) accounts which will be periodically downloaded from NSDL/CDSL will be 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. To the shareholders who have not opted to electronic delivery of notices/documents and annual reports or whose email id's are not available, Annual Report for the Financial Year 2012-13 has been sent through Book Post.

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 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 : 25th August, 2013