



MAHANAGAR TELEPHONE NIGAM LIMITED
(A GOVERNMENT OF INDIA ENTERPRISE)

Registered & Corporate Office: Mahanagar Doorsanchar Sadan, 9 CGO Complex, Lodhi Road, New Delhi-110003

NOTICE

NOTICE is hereby given that the 7th Extraordinary General Meeting of the Members of Mahanagar Telephone Nigam Limited will be held on Wednesday, 26th February, 2014 at 11:30 A.M. at Auditorium, Mahanagar Doorsanchar Sadan, 9 CGO Complex, Lodhi Road, New Delhi-110003 to transact the following Special Business:-

SPECIAL BUSINESS:

ITEM NO. 1: TO RAISE THE LIMIT OF BORROWINGS BY MTNL FROM Rs.9,000 CRORES TO Rs.15,000 CRORES.

To pass with or without modifications the following resolution as Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (erstwhile Section 293(1)(d) of the Companies Act, 1956), and other applicable provisions, if any of the Companies Act, 1956/Companies Act, 2013 and subject to the approval of the President of India, 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 through issue of bonds to the banks, financial institutions, mutual funds, merchant bankers, PF Trusts or other retirement/superannuation funds or to the general public including non-resident and/or from any other source on such terms and conditions as it may deem fit, such sums as may be considered necessary upto the limit of Rs. 15000 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."

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (erstwhile Section 173 of Companies Act, 1956) is Annexed.

By order of Board
For MAHANAGAR TELEPHONE NIGAM LIMITED

Sd/-

(S.R. Sayal)

Company Secretary

Encl. As above

Place: New Delhi

Date: 1st February, 2014

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY SO APPOINTED 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. Members are requested to fill up their name, folio No./ID No. and affix their signature at the space provided on the attendance sheet (at the end of the Notice) and handover the same at the entrance of the place of the meeting.



3. Pursuant to 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**." Therefore,
- (a) the email address indicated in your respective Depository Participant (DP) account which will be periodically downloaded from NSDL/CDSL are deemed to be your registered email address for serving notices/documents, etc. **Shareholders holding shares in electronic mode are, therefore, requested to ensure to keep their email address updated.**
- (b) The Shareholders holding shares in physical form are requested to provide their email address to the RTA/Registered Office of the Company at the earliest.
4. Notice along with Explanatory Statement will be made available on the Company's website at www.mtnl.net.in and also will be available on the website of Stock Exchange.

ANNEXURE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (ERSTWHILE SECTION 173 OF COMPANIES ACT, 1956) FOR THE SPECIAL BUSINESS TO BE CONDUCTED AT THE EGM.

ITEM NO. 1: TO RAISE THE LIMIT OF BORROWINGS BY MTNL FROM Rs.9,000 CRORES TO Rs.15,000 CRORES.

Currently, MTNL Board has been vested with powers delegated to it vide 4th EGM dated 08.12.1993 to borrow upto Rs. 9000 Crores (exclusive of temporary loans from the Company's Bankers in the ordinary course of business) from time to time at its discretion from the banks, financial institutions, mutual funds, general public including non-residents and/or from any other source on such terms and conditions as the repayment, interest or otherwise, as it may deem fit.

Considering the fact that the Government of India (GOI) is actively considering refund of the amount paid by MTNL for acquiring BWA spectrum to the tune of Rs. 4534 Crores and also the understanding gathered that the same may be arranged in the shape of sovereign guaranteed bonds with the total liability of payment of principal and interest on GOI, MTNL requires the approval of the Shareholders in this regard to raise the limit of borrowings from earlier Rs. 9000 Crores to Rs. 15000 Crores in order to meet the above process, consequent upon approvals by GOI for the refund of BWA spectrum etc. Since MTNL's present long term borrowings as at 31.12.2013 are Rs. 5220 Crores with additional issue of Rs. 2980 Crores of Non Convertible Bonds in the nature of Debentures in 2013, the total borrowings would be to the tune of Rs. 8200 Crores.

As such, in view of the above, the Shareholders may concur to the proposal by way of Special Resolution as a onetime approval for raising the existing limit of Rs. 9000 Crores to Rs. 15000 Crores.

The Board of Directors recommended the passing of the above resolution as a Special Resolution. None of the Directors of the Company are personally interested in this resolution.

By order of Board
For MAHANAGAR TELEPHONE NIGAM LIMITED

Sd/-

(S.R. Sayal)

Company Secretary

Place: New Delhi

Date: 1st February, 2014



MAHANAGAR TELEPHONE NIGAM LIMITED

Registered & Corporate Office: Mahanagar Doorsanchar Sadan, 5th Floor, 9, CGO Complex,
Lodhi Road, New Delhi-110003

PROXY

NAME.....

FOLIO NO.

NO. OF SHARES.....

DP-Id.....

Client Id*.....

I/We.....of.....in the district
of.....being member (s) of Mahanagar Telephone Nigam Ltd. hereby appoint Shri/ Smt.
.....of.....in the district of.....or failing him/her,
Shri/Smt.....of in the district of....., as my/our proxy to attend
and vote on my/our behalf at the 7th Extra-Ordinary General Meeting of the Company to be held on 26th February,
2014 at 11:30 AM or any adjournment thereof.

Date.....

Signature.....

Note:

1. The Proxy need NOT be a member.
2. The Form signed across the revenue stamp of requisite value should reach the Company's Registered Office at least 48 hours before the meeting.

*Applicable in the case of shares held in electronic form.

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

MAHANAGAR TELEPHONE NIGAM LIMITED

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ADMISSION SLIP

NAME.....

FOLIO NO.

NO. OF SHARES.....

DP-Id.....

Client Id*.....

I hereby record my presence at the 7th Extra-Ordinary General Meeting of Mahanagar Telephone Nigam Ltd. being held at Auditorium, Mahanagar Doorsanchar Sadan, 9 CGO Complex, Lodhi Road, New Delhi-110003 on 26th February, 2014 at 11:30 AM.

NAME OF PROXY, IF APPLICABLE (IN BLOCK LETTERS)

1. 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 EGM.