

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

NOTICE

NOTICE is hereby given that the 31st Annual General Meeting of the members of **MAHANAGAR TELEPHONE NIGAM LIMITED** will be held on **Wednesday, 27th September 2017 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 standalone and the consolidated Financial Statements of the company for the Financial Year ended 31st March 2017, the reports of the Auditors and Board of Directors thereon together with the comments of the Comptroller & Auditor General of India (C & AG) thereon.
2. To appoint a director in place of Shri Amit Yadav (DIN - 06491798) who retires by rotation and being eligible, offers himself for reappointment. 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 Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Shri Amit Yadav (DIN- 06491798) who retires by rotation at this AGM and being eligible, offered for reappointment, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

3. To appoint a director in place of Shri Sanjeev Kumar (DIN- 07566882) who retires by rotation and being eligible, offers himself for reappointment. 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 Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Shri Sanjeev Kumar (DIN- 07566882) who retires by rotation at this AGM and being eligible, offered for reappointment, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

4. To fix the remuneration of the Statutory Auditors of the Company appointed by the Comptroller & Auditor General of India for auditing the accounts of the Company for the Financial Year 2017-18. In this connection to pass with or without modification(s) the following resolution, as an Ordinary Resolution:

“**RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to decide and fix the remuneration of the Statutory Auditors of the Company appointed by Comptroller & Auditor General of India for the Financial Year 2017-18, as may be deemed fit”

II. SPECIAL BUSINESS:

5. To approve Issue of Non-Convertible Debentures on Private Placement basis.

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 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, 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 ₹ 5500 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.”

6. To Approve Remuneration payable to Cost Auditors.

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 Section 148 and all other applicable provisions of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, including any Statutory modification(s) or re-enactment thereof, for the time being in force, the Cost Auditors appointed by the Board of Directors of the Company M/s. R.M. Bansal & Co., to conduct the Cost Audit of the Company for the Financial Year 2017-18, be paid the remuneration of ₹ 1,12,100/- inclusive of 18% GST and out of pocket expenses as applicable, as set out in the statement in the Notice convening this Meeting.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

By order of the Board

For MAHANAGAR TELEPHONE NIGAM LIMITED

Place: New Delhi

Date: 14/08/2017

Registered Office :

Mahanagar Doorsanchar Sadan

5th Floor, 9 CGO Complex,

Lodhi Road, New Delhi -110003

Tel: 011-24319020, Fax: 011-24324243

Website: www.mtnl.net.in/www.bol.net.in

sd/-

(S.R.SAYAL)

Company Secretary

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING [FORM OF PROXY IS ANNEXED]. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts, in respect of the businesses under Item No. 5 & 6 of Special businesses, respectively, as set out above and details required under Regulation 36(3) of SEBI(LODR) Regulations, 2015 and Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India in respect of Director seeking appointment/ re-appointment at the Annual General Meeting is annexed hereto and form part of the Notice.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Brief resume of Directors including those proposed to be appointed / reappointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, Shareholding and Relationships between directors inter-se as stipulated under Regulation 36(3) of SEBI (LODR), 2015 are provided as Annexure to Notice.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Register of Members and Share Transfer Books will remain closed from Thursday 21st September, 2017 to Wednesday, 27th September, 2017 (Both days inclusive).
7. 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.
8. 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. to 01.00 P.M. on all working days from the date hereof upto the date of the Meeting.
9. Members desirous of getting any information about the Annual 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.

10. 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.
11. As an economy measures, Members are requested to bring their copy of Annual Report to the meeting as copies of Annual Report will not be distributed in the meeting.
12. Members are requested to bring with them duly completed attendance slips to avoid rush at the entrance of the meeting venue.
13. Members may avail of the nomination facility as provided under Section 72(1) of the Companies Act, 2013.
14. **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.**
15. 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 their share certificates to our Registrar and Transfer Agent, for consolidation into a single folio.
16. **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 F.Y. 2008-2009, to the Investor Education and Protection Fund of the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 30, 2016 (date of last Annual General Meeting) on the website of the Ministry of Corporate Affairs.**
17. In compliance with the provisions of Companies Act, 2013 and rules made thereunder and earlier communications from the Company, the Company shall send the Notice of this Annual General Meeting, instructions for remote e-voting, along with the Attendance Slip, Proxy Form and Annual Report for the Financial Year 2016-17, through electronic mode, to those members who have registered their e-mail address with the Company or with their respective Depository Participant (DP) and have opted to receive the aforesaid documents in electronic form. For members who have not registered their e-mail addresses and have opted to receive the aforesaid documents in physical form, physical copies of the aforesaid documents are being sent by the permitted mode.
18. **Pursuant to the MCA Circular, the Company now have the option to send Annual Report through e-mail Hence, all the 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). Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA of the Company.

20. Route Map of the Venue of AGM-

The Venue of AGM is located within walking distance of 2 minutes from Jangpura Metro Station Gate No. 3(Violet Line).

21. The instructions for members for voting electronically are as under:-

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 (1) & (2) of SEBI (LODR), 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Sunday, 24th September, 2017 (9:00 am) and ends on Tuesday 26th September, 2017 (5:00 pm). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, 20th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. **The process and manner for remote e-voting are as under:**
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select “EVEN” of “Name of the company”.

- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional 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 etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to hemantsinghcs@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below for the AGM:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
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 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Wednesday, 20th September, 2017.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Wednesday, 20th September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in/ mtnlcsco@gmail.com/ beetal@beetalfinancial.com.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

- XIII. Mr. Hemant Kumar Singh, Practicing Company Secretary (Membership No: FCS – 6033), Partner of M/s Hemant Singh & Associates, has been appointed as the Scrutinizer for scrutinizing the remote e-voting process and Poll at the AGM in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “remote e-voting” or “Ballot Paper”/“Poling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.mtnl.net.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges at which shares of the Company are listed.

XVII. Poll at the Meeting:

- i) The facility for voting through poll will also be made available at the 31st Annual General Meeting (AGM) of the Company, on the resolutions mentioned in the Notice. **PLEASE NOTE THAT THOSE MEMBERS, WHO HAVE NOT CAST THEIR VOTE ELECTRONICALLY, BY REMOTE E-VOTING, MAY ONLY CAST THEIR VOTE IN THE AGM THROUGH POLL.**
- ii) Members of the Company holding shares either in physical or in dematerialized form, as on the cut-off date, may cast their vote through poll at the Meeting.
- iii) At the AGM, at the end of the discussion on the resolutions on which voting is to be held, the Chairperson of the Meeting shall, with the assistance of the Scrutinizer, order for voting through poll for all those members who are present but have not cast their votes electronically using the remote e-voting facility.

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

By order of the Board

For MAHANAGAR TELEPHONE NIGAM LIMITED

Place: New Delhi

Date: 14/08/2017

Registered Office :

Mahanagar Doorsanchar Sadan
5th Floor, 9 CGO Complex,
Lodhi Road, New Delhi -110003
Tel: 011-24319020, Fax: 011-24324243
Website: www.mtnl.net.in/www.bol.net.in

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

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statements set out all material facts relating to the business mentioned under Item Nos. 5 and 6 of the accompanying Notice:

Item No. 5: Issue of Non-Convertible Debentures on Private Placements basis

The Board in its 316th Meeting held on 16th August, 2016 has approved the proposal for issue of Sovereign Guarantee bonds of ₹5500 Crores as Financial support to MTNL in order to reduce the financing cost, repayment of existing loans and financing the Capex and Opex of MTNL. The proposal of seeking Sovereign Guarantee of ₹5,500 Crores from the Ministry of Finance been submitted to the Department of Telecom (DoT).

Accordingly, consent of members is hereby sought for authorizing the Board for issue of bonds amounting upto ₹5500 Crores as and when Sovereign Guarantee approval is received from Ministry of Finance, Government of India by passing a Special Resolution. This resolution enables the Board of Directors of the company to offer or invite subscription for non-convertible debentures, as may be required by the company as may be deemed appropriate. This resolution shall be valid for one year from the conclusion of this Annual General Meeting.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 5 of the Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

Item No. 6: Approval of Remuneration payable to Cost Auditor

The Board has approved the appointment of M/s R.M. Bansal & Co., Cost Accountants as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the Financial Year 2017-18, at a Professional Fees of ₹1,12,100/- inclusive of 18% GST and out of pocket expenses as applicable.

In accordance with provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditors is to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending on 31st March, 2017.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 6 of the Notice.

The Board of Directors recommends the above resolution for your approval.

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

**Sd/-
(S.R. Sayal)
Company Secretary**

Place: New Delhi

Date: 14/08/2017

REGISTERED AND CORPORATE OFFICE MAHANAGAR TELEPHONE NIGAM LIMITED

CIN: L32101DL1986GOI023501

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

ANNEXURE TO THE NOTICE

BRIEF RESUMES OF DIRECTORS SEEKING APPOINTMENT OR RE-APPOINTMENT AT ANNUAL GENERAL MEETING

(In pursuance to Regulation 36(3) of SEBI(LODR) Regulations, 2015 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India)

(a) Shri Amit Yadav, Government Director

Shri Amit Yadav is an IAS Officer, AGMUT Cadre 1991. He is a Science & Law graduate and also holds MBA degree. Presently, he is a Joint Secretary, Department of Telecommunications, Government of India. Prior to this he held various positions in different Government Departments which includes Commissioner, East Delhi Municipal Corporation, CMD (DSIIDC), Secretary (Industries) and Secretary Finance, Government of NCT of Delhi, Counselor, Indian Mission to the WTO, Geneva, Director- Trade Policy Division, Department of Commerce, Government of India, Secretary Agriculture/Co-operation/Fisheries/Water Resources/Animal Husbandry, Commissioner VAT, Government of Goa, Managing Director, Goa State Infrastructure Development Cooperation, Additional Commissioner, Sales Tax, Delhi, Deputy Commissioner, South District, Delhi etc.

(b) Shri. Sanjeev Kumar, Director (Technical)

Shri Sanjeev Kumar, an Indian Telecom Services Officer of 1988 batch joined as Director (Technical) MTNL on 02-07-2016. He is graduate in Electronics & Communication Engineering and Master in Engineering (Electronics & Control) from BITS Pilani and MBA from FMS Delhi University. He has more than 26 years of rich and diversified experience in Network Operations, Planning, Project Management, Marketing and Business Development, Human Resource Management & Development, planning and setting up telecom services in some of the most difficult terrain of the country in states like H. P., J&K, Uttrakhand, Rajasthan, N.E. etc.

He has successfully monitored implementation of Video, Security & Data Network and other telecom facilities in CWG-2010 in Delhi. He has designed and implemented a new FTTH architecture, which reduce CAPEX & OPEX, increase network efficiency, etc.

As Director(Tech) MTNL, he is responsible for drawing up business plan, expansion of telecommunication network, development of new services, technology forecasting and technology data, technology policy governing switching and transmission equipment, research and development, evaluation of tariff policies for the basic/ Mobile telecom and value added services rendered by MTNL. He is also responsible for the selling of the landline and mobile network and other facilities/services so created to achieve the business plans.

(c) Smt. Tiakala Lynda Yaden, Government Director

Smt. Tiakala Lynda Yaden was appointed Government Nominee Director on the Board of MTNL on 19th May, 2016. She is an officer of IP & TAFS Cadre of 1994 batch. She holds Master of Arts degree in History and M.Phil in International Relations. Presently she is the Deputy Director General (Accounts), Deptt. of Telecommunications since April, 2016. Prior to this, she has held various positions in the Government of India such as Joint Controller of Defence (Officers), Director (Finance) Project Management Unit, Department of Posts, Director (Finance) Tariff & Costing, Department of Post.

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

**Place: New Delhi
Date: 14/08/2017**

**Sd/-
(S.R. Sayal)
Company Secretary**

ANNEXURE TO THE NOTICE

Details of Directors seeking Appointment/ Reappointment as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015.

Name of Director	Shri Amit Yadav	Shri Sanjeev Kumar	Smt. Tiakala Lynda Yaden
DIN	06491798	07566882	07522884
Date of Birth	02.11.1965	01.12.1966	04.10.1968
Date of Appointment	05.03.2016	02.07.2016	19.05.2016
Experience in Specific Functional Area	He is an IAS officer of 1991 Batch having more than 27 years of experience in different Government Departments of the Central Government and State Government including Commissioner EDMC, CMD-DSI IDC, Secretary Industries & Finance, Government of Delhi, Counselor Indian Mission to the WTO, Geneva & CMD, Goa State Infrastructure Development Corporation, etc.	Over 27 years of rich and diversified experience in Network Operations, Planning, Project Management, Marketing and Business Development, Human Resource Management & Development.	She is an officer of IP & TAFS of 1994 batch having more than 23 years of experience in different Government Departments. Presently she is DDG (Accounts) Department of Telecommunications. Prior to this she has held the posts of Joint Controller of Defence (Officers), Director (Finance) Project Management Unit, Department of Posts, Director (Finance) Tariff & Costing, Department of Post.
Qualification	Bachelor of Science (B.Sc.), Bachelor of Law (L.Lb), Master of Business Administration (M.B.A.)	Engineering in Electronics & Communication and Master in Engineering (Electronics & Control) from BITS Pilani and MBA from FMS Delhi University.	Master of Arts (M.A in History), M. Phill in International Relations.
List of outside Directorships (Public Companies and Subsidiary of Public Companies)	N.A	N.A	N.A
Chairman (C)/Member (M) of the Audit & Stakeholder Relationship Committee across Public Companies.	MTNL Audit Committee & Stakeholder Relationship Committee -Member	MTNL Stakeholder Relationship Committee - Member	N.A
No. of Shares held	NIL	NIL	NIL

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.

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PROXY FORM (MGT-11)

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of Companies
(Management and Administration) Rules, 2014]

CIN : **L32101DL1986GOI023501**
Name of the Company : **MAHANAGAR TELEPHONE NIGAM LIMITED**
Registered Office : **Mahanagar Doorsanchar Sadan, 5th Floor, 9 CGO Complex,
Lodhi Road, New Delhi-110003**
Name of the Member :
Registered Address :
Email ID :
Regd. Folio No./Client ID :
DP ID :

I/We, being a member/members of shares of the above named Company, hereby appoint

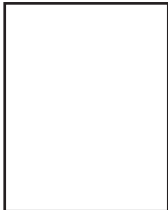
1. Name: Address:
Email ID: Signature:..... Or failing him
2. Name: Address:
Email ID: Signature:..... Or failing him
3. Name: Address:
Email ID: Signature:..... Or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held on **Wednesday 27th September, 2017 at 11.30 A.M.** at Auditorium, Mahanagar Doorsanchar Sadan, 9 CGO Complex, Lodhi Road, New Delhi-110003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. 2. 3.
4. 5. 6.

Signed this.....day of.....2017 Signature of Shareholder:
Signature of Proxy Holder(s):



Notes:
This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

MAHANAGAR TELEPHONE NIGAM LIMITED
(A GOVERNMENT OF INDIA ENTERPRISE)

CIN L32101DL1986GOI023501.

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ADMISSION SLIP

Name..... Folio No..... No. of Shares.....

DP-Id*..... Client Id*.....

I hereby record my presence at the 31st Annual General Meeting of Mahanagar Telephone Nigam Ltd. being held at **Auditorium, Mahanagar Doorsanchar Sadan, 9 CGO Complex, Lodhi Road, New Delhi-110003** on **Wednesday 27th September, 2017 at 11.30 A.M.**

Signed this.....day of.....2017 Signature of Shareholder:
Signature of Proxy Holder(s):

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 AGM.