

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 32nd Annual General Meeting of the members of **MAHANAGAR TELEPHONE NIGAM LIMITED** will be held on **Friday, 28th September 2018 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 consolidated Financial Statements of the company for the Financial Year 2017-18 as at 31st March 2018, the reports of the Auditors and the 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 Sunil Kumar (DIN- 06628803) 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 Sunil Kumar (DIN- 06628803) 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 Smt. Tiakala Lynda Yaden (DIN- 07522884) who retires by rotation and being eligible, offers herself 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, Smt. Tiakala Lynda Yaden (DIN- 07522884) 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 2018-19. 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 2018-19, as may be deemed fit”

II. SPECIAL BUSINESS:

5. **To Raise the Borrowing Powers of the Board from ₹ 18,000 Crores to ₹ 25,000 Crores:-**

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 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 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 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 ₹ 25,000 crs. 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.”

6. **To approve the 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.”

7. To Increase the Authorized Share Capital of MTNL from Rs. 800 Crores to Rs. 10,000 Crores:-

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 61(1) and other applicable provisions, if any, of the Companies Act, 2013 or any amendment therein and Companies(Share Capital & Debentures) Rules, 2014 and subject to the consent of the President of India pursuant to Article 6 of the Articles of Association of the Company, the Authorized Share Capital of the Company be and is hereby increased from the present Rs.800,00,00,000/- (Rupees Eight Hundred Crores) divided into 80,00,00,000(Eighty Crores) Equity shares of Rs.10/- each to Rs. 100,00,00,00,000/- (Rupees Ten Thousand Crores) divided into 10,00,00,00,000 (One thousand Crores) Equity shares of Rs. 10/- each, to enable MTNL to allot Shares to the Govt. of India if the Government approves the proposal for infusion of equity by the Govt. of India as a upfront support for allocation of 4G spectrum to the Company and capex, etc thereon.”

“**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company with respect to the share capital be and is hereby substituted with the following Clause V:-

V: The authorized share capital of the company shall be Rs. 100,00,00,00,000/- (Rupees Ten Thousand Crores) divided into 10,00,00,00,000 (One thousand Crores) Equity shares of Rs. 10/-(Rupees 10) each.”

RESOLVED FURTHER THAT pursuant to the provisions of section 14 of the Companies Act, 2013, the existing Article 5 of the Articles of Association of the Company be and is hereby substituted with the following Article 5:-

5. The authorized share capital of the company shall be Rs. 100,00,00,00,000/- (Rupees Ten Thousand Crores) divided into 10,00,00,00,000 (One thousand Crores) Equity shares of Rs. 10/-(Rupees 10) each.

8. Appointment of Shri Chinmay Basu (DIN: 02105505) as an Independent Director.

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 149, 152 & other applicable provisions if any, of the Companies Act, 2013 and the rules framed thereunder read with Schedule IV of the Act, as amended from time to time and Article 66(D) of the Article of Association of the Company, Shri Chinmay Basu (DIN: 02105505) who has been nominated as Independent Director, by the President of India vide Department of Telecommunications, Ministry of Communications & IT letter F.No. E-5-5/2017-PSA dtd. 08.09.2017 and was appointed by the Board of Director as an Additional Director of the Company w.e.f 26.10.2017 and who holds Office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 but who is eligible for appointment and has consented to act as a director of the Company and in respect of whom the Company has received a notice in writing, from the Director himself under Section 160(1) of the Companies Act, 2013 proposing himself for the Office of Director of the Company be and is hereby appointed as a Director of the Company.”

“**RESOLVED FURTHER THAT** appointment of Shri Chinmay Basu (who meets the criteria for independence as provided in Section 149(6) of the Act) shall act as an Independent Director in the Company, not liable to retire by rotation for a term of three years commencing from the date of joining i.e. 26.10.2017 to 25.10.2020 or until further orders of Government of India, whichever is earlier.

9. Appointment of Shri K.B. Gokulchandran (DIN: 07969005) as an Independent Director.

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 149, 152 & other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder read with Schedule IV of the Act, as amended from time to time and Article 66(D) of the Article of Association of the Company, Shri K.B. Gokulchandran (DIN: 07969005) who has been nominated as Independent Director, by the President of India vide Department of Telecommunications, Ministry of Communications & IT letter F.No. E-5-5/2017-PSA dtd. 08.09.2017 and was appointed by the Board of Director as an Additional Director of the Company w.e.f 26.10.2017 and who holds Office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 but who is eligible for appointment and has consented to act as a director of the Company and in respect of whom the Company has received a notice in writing, from the Director himself under Section 160(1) of the Companies Act, 2013 proposing himself for the Office of Director of the Company be and is hereby appointed as a Director of the Company.”

“**RESOLVED FURTHER THAT** appointment of Shri K.B. Gokulchandran (who meets the criteria for independence as provided in Section 149(6) of the Act) shall act as an Independent Director in the Company, not liable to retire by rotation for a term of three years commencing from the date of joining i.e. 26.10.2017 to 25.10.2020 or until further orders of Government of India, whichever is earlier.

10. Appointment of Smt. G. Padmaja Reddy (DIN: 06464905) as an Independent Director.

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 149, 152 & other applicable provisions if any, of the Companies Act, 2013 and the rules framed thereunder read with Schedule IV of the Act, as amended from time to time and Article 66(D) of the Article of Association of the Company, Smt. G. Padmaja Reddy (DIN: 06464905) who has been nominated as Independent Director, by the President of India vide Department of Telecommunications, Ministry of Communications & IT letter F.No. E-5-5/2017-PSA dtd. 08.09.2017 and was appointed by the Board of Director as an Additional Director of the Company w.e.f 26.10.2017 and who holds Office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 but who is eligible for appointment and has consented to act as a director of the Company and in respect of whom the Company has received a notice in writing, from the Director herself under Section 160(1) of the Companies Act, 2013 proposing herself for the Office of Director of the Company be and is hereby appointed as a Director of the Company.”

“**RESOLVED FURTHER THAT** appointment of Smt. G. Padmaja Reddy (who meets the criteria for independence as provided in Section 149(6) of the Act) shall act as an Independent Director in the Company, not liable to retire by rotation for a term of three years commencing from the date of joining i.e. 26.10.2017 to 25.10.2020 or until further orders of Government of India, whichever is earlier.

11. Appointment of Smt. Suneeta Trivedi (DIN: 06742087) as an Independent Director.

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 149, 152 & other applicable provisions if any, of the Companies Act, 2013 and the rules framed thereunder read with Schedule IV of the Act, as amended from time to time and Article 66(D) of the Article of Association of the Company, Smt. Suneeta Trivedi (DIN: 06742087) who has been nominated as Independent Director, by the President of India vide Department of Telecommunications, Ministry of Communications & IT letter F.No. E-5-5/2017-PSA dtd. 08.09.2017 and was appointed by the Board of Director as an Additional Director of the Company w.e.f 26.10.2017 and who holds Office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 but who is eligible for appointment and has consented to act as a director of the Company and in respect of whom the Company has received a notice in writing, from the Director herself under Section 160(1) of the Companies Act, 2013 proposing herself for the Office of Director of the Company be and is hereby appointed as a Director of the Company.”

“**RESOLVED FURTHER THAT** appointment of Smt. Suneeta Trivedi (who meets the criteria for independence as provided in Section 149(6) of the Act) shall act as an Independent Director in the Company, not liable to retire by rotation for a term of three years commencing from the date of joining i.e. 26.10.2017 to 25.10.2020 or until further orders of Government of India, whichever is earlier.

12. To Approve the 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, M/s. R.M. Bansal & Co. Cost Auditors appointed by the Board of Directors of the Company, to conduct the Cost Audit of the Company for the Financial Year 2018-19, be paid the remuneration of ₹ 1,12,100/- inclusive of out of pocket expenses and GST @18% or as applicable, as set out in the explanatory statement attached with 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: 01/09/2018

Registered Office :

Mahanagar Doorsanchar Sadan
5th Floor, 9 CGO Complex,
Lodhi Road, New Delhi -110003



**(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 to 12 of Special businesses, 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 Saturday 22nd September, 2018 to Friday, 28th September, 2018 (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 measure, 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/ registration counters.
13. Members may avail of the nomination facility as provided under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 as amended. Members holding shares in Physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of Shares held in dematerialized form, the Nomination Form may be filed with the respective Depository Participants.

14. (i) **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 dematerialize their shareholding if not done so far, to avoid inconvenience.**
- (ii) **Pursuant to the recent SEBI Circular, dated 08.06.2018 members are informed that there shall be no trading of shares in physical form and permit transfer of Listed Securities only in the Dematerialized form with a Depository. w.e.f. 05/12/2018 In view of the above and the inherent benefits of holding shares in the electronic form, we urge the shareholders holding shares in Physical form to opt for Dematerialization.**
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. 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 2017-18, 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.
17. **According to SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20.04.2018 & Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/115 dated 16.07.2018, wherein the company is required to obtain the copy of Pan Card and Bank details from all shareholders holding shares of the Company in physical form. Those shareholders holding shares in physical form and who have not updated their PAN and Bank details are hereby requested to update PAN & Bank details by filling up the Annexure-A attached to this notice and submit scanned copies either by e-mail at mtnlcsco@gmail.com /beetal@beetalfinancial.com or hard copy through Post addressing to the Company Secretary, MTNL or to our Registrar & Share Transfer Agents.**
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, Bank details and change in address 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, Bank details and change in 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) and 5 minutes walking from Jawahar Lal Nehru Stadium Bus stop.
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 to the 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 only 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 Tuesday, 25th September, 2018 (9:00 am) and ends on Thursday 27th September, 2018 (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 Friday, 21st September, 2018, 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. How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsd.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?	
1.	Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile.
2.	Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3.	A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsd.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4.	Your User ID details are given below :
Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
5.	Your password details are given below:
a)	If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
b)	If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
c)	How to retrieve your 'initial password'?
(i)	If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
9. Other Instructions:
 - (i) 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
 - (ii) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password
 - (iii) 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] :
 - (a) Initial password is provided as below for the AGM:
EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN
 - (b) Please follow all steps given in Sl. No. 'V' mentioned 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 or send a request at evoting@nsdl.co.in.
- 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 the shares held in the paid up equity share capital of the Company as on the cut-off date i.e Friday, 21st September, 2018.**
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the

notice and holding shares as on the cut-off date i.e. **Friday, 21st September, 2018**, 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.

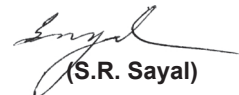
XVII. Poll at the Meeting:

- i. The facility for voting through poll will also be made available at the 32nd 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**



(S.R. Sayal)

Company Secretary

Place: New Delhi

Date: 01/09/2018

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

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 to 12 of the accompanying Notice:

Item No. 5: To Raise the Borrowing Powers of the Board from ₹18,000 Crores to ₹25,000 Crores

Currently MTNL Board has been vested with powers delegated to it vide 29th AGM held on 29.09.2015 to borrow upto an amount of ₹18,000 Crores (excluding the 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-resident and/or from any other source on such terms and conditions as the repayment, interest or otherwise, as it may deem fit.

It may be mentioned that the Debt Position of long term Loan/Bond as on 31.03.2018 of MTNL is ₹15,133.97 crores. MTNL is also in the process to get the 4 G Spectrum from Department of Telecommunication (DoT) for which investment in installation of 4G Network/Infrastructure is required to be made. The cost of spectrum is proposed to be funded through equity infusion .

MTNL has already requested DoT to take-up with Ministry of Finance (MOF) to issue sovereign guarantee Bonds to raise loan of ₹ 5500 Crores.

Also, in the Financial Year 2017-18, average monthly cash deficit was ₹ 265 Crs. approx. This recurring deficit is being financed through external borrowing and continuously keep looking for fresh loans, while defraying of loans matured with diligent cash management in reduction of expenses.

In view of the severe financial constraints faced by MTNL due to mismatch in cash flows, the shareholders may concur to the proposal for raising the existing borrowing limit from ₹18000 crore to ₹25000 crores by way of Special Resolution as a one-time approval.

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 of Director recommends the passing of the said resolution as Special Resolution by the shareholders.

Item No. 6: Issue of Non-Convertible Debentures on Private Placements basis

The Board in its 316th Meeting held on 16th August, 2016 had approved the proposal for issue of Sovereign Guarantee bonds for restructuring of debt of MTNL. This was again approved in the 333rd Board Meeting held on 14/08/2018. It may be mentioned that the Debt Position of long term Loan/Bond as on 31.03.2018 of MTNL is ₹15,133.97 crores. MTNL is also in the process to get the 4 G Spectrum from Department of Telecommunication (DoT) for which investment in installation of 4G Network/Infrastructure is required to be made. The cost of spectrum is proposed to be funded through equity infusion .

MTNL has already requested DoT to take-up with Ministry of Finance (MOF) to issue sovereign guarantee Bonds to raise loan of ₹ 5500 Crores.

Also, in the Financial Year 2017-18, average monthly cash deficit was ₹ 265 Crs. approx. This recurring deficit is being financed through external borrowing and continuously keep looking for fresh loans, while defraying of loans matured with diligent cash management in reduction of expenses.

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. 6 of the Notice.

The Board of Director recommends the passing of the said resolution as Special Resolution by the shareholders.

Item No. 7: To Increase in the Authorized Share Capital from Rs. 800 Crores to Rs. 10,000 Crores.

Presently, the authorized share capital of MTNL is Rs 800 crores and the paid up capital is Rs 630 crores. The Govt. of India holds 56.25% of the paid up Share Capital.

The MTNL Board in its 329th Meeting held on 13.02.2018 had approved the proposal to apply to the Govt. of India (DOT) for allotment of 10 mhz liberalized spectrum in Delhi and 5 MHZ in Mumbai and to request the Government to support MTNL in the form of Equity infusion for payment of 100% Spectrum cost plus GST and Capex for the same. The DOT has informed that an action plan has been chalked out for getting the required approvals including that of Cabinet, etc.

In view of the action plan of the Govt. to take up the matter with the cabinet to consider the request of MTNL for allotment of 4-G spectrum and the consequential infusion of Equity, the Board of Directors has observed that if the Govt. agrees to allocate the 4G spectrum and further accede to our request to support MTNL in the form of Equity infusion, the Board in its 333rd Meeting held on 14.08.2018 considered raising of the authorized capital of MTNL from the present Rs 800 crores to Rs 10,000 crores to meet the requirement of infusion of equity of Rs 6,295 crores + GST (Rs 7,428.10 Crore) for allocation of 4G spectrum and capex, etc thereon.

Further, the Article 6 of the MTNL's Articles of Association provides that subject to the approval of the President, the Board may, from time to time, with the sanction of the Company in a general meeting, increase the share capital by such sum to be divided into shares of such amounts as the resolution shall prescribe. Accordingly, the proposal is put up before the

Shareholders for approval.

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. 7 of the Notice.

The Board of Directors recommends the passing of the said resolution as Special Resolution by the shareholders, which will be subject to the approval of the President of India and the agreeing by the Govt. of our request to support MTNL by Equity infusion. If the Govt. does not agree to the same, the authorized capital of the company shall not be increased.

Item No. 8 to 11: Appointment of Shri Chinmay Basu, Shri K.B. Gokulchandran, Smt. G. Padmaja Reddy and Smt. Suneeta Trivedi as Independent Directors

Shri Chinmay Basu, Shri K.B. Gokulchandran, Smt. G. Padmaja Reddy and Smt. Suneeta Trivedi were appointed as Additional Directors of the Company to hold office as Independent Directors with effect from 26.10.2017 pursuant to the appointment conveyed by the President of India vide Department of Telecommunications, Ministry of Communications & IT letter F.No. E-5-5/2017-PSA dtd.08.09.2017. The term of all four Independent Directors will be for a period of three years from their respective date of appointment or until further orders of Government of India whichever is earlier. pursuant to Section 149(13) of the Companies Act 2003, these directors shall not be liable to retire by rotation.

In view of their domain knowledge and vast experience, the association of Shri Chinmay Basu, Shri K.B. Gokulchandran, Smt. G. Padmaja Reddy and Smt. Suneeta Trivedi will be highly beneficial for the Company.

The above Directors have given a declaration to the Board that they meet with the criteria of independence as prescribed under Section 149(6) of the Act and under Regulation 16(1)(b) of SEBI (LODR), 2015 and have also given their consent to act as Directors.

The Company has received notice(s) in writing under Section 160 of the Act from Shri Chinmay Basu, Shri K.B. Gokulchandran, Smt. G. Padmaja Reddy and Smt. Suneeta Trivedi proposing their candidature for the office of Director(s) of the Company. Brief resume of Shri Chinmay Basu, Shri K.B. Gokulchandran, Smt. G. Padmaja Reddy and Smt. Suneeta Trivedi, nature of their expertise in specific functional areas and name of other companies in which they hold directorships and memberships / chairmanships of Board Committees and relationship between directors inter-se as stipulated under Listing Regulations is annexed to the Notice.

The letter containing the terms and conditions of appointment of above Director(s) as Independent Directors and all the relevant documents shall be open for inspection by members at the registered office of the Company, between 3.00 p.m. and 5.00 p.m. on all working days, excluding Saturdays, prior to the date of the Annual General Meeting and also at the venue of the meeting during the AGM.

Shri Chinmay Basu, Shri K.B. Gokulchandran, Smt. G. Padmaja Reddy and Smt. Suneeta Trivedi do not hold any share in the Company in either their individual capacity or as beneficiary. Additional information of all the four Independent Directors, pursuant to the SEBI (LODR) Regulations, 2015 and the Secretarial Standard 2 on General Meetings issued by The Institute of Company Secretaries of India, has also been provided in the Notice.

Shri Chinmay Basu, Shri K.B. Gokulchandran, Smt. G. Padmaja Reddy and Smt. Suneeta Trivedi are interested in their respective resolution(s) as set out at item nos. 8, 9, 10 & 11 respectively of the Notice, pertaining to their appointment.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company is in any way, concerned or interested, financially or otherwise, in the said resolutions.

Their rich experience in various fields shall be highly beneficial for the working of the Company.

The Board of Director recommends the passing of said resolutions as ordinary resolutions by the shareholders.

Item No. 12: To Approve the Remuneration payable to the Cost Auditors

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 2018-19, at a Professional Fees of ₹1,12,100/- inclusive of out of pocket expenses as applicable and GST @18%.

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.11 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending on 31st March, 2019.

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. 12 of the Notice.

The Board of Directors recommends the passing of the said resolution as an ordinary resolution by the shareholders.

BY Order of the Board

For MAHANAGAR TELEPHONE NIGAM LIMITED


(S.R. Sayal)

Company Secretary

Place: New Delhi

Date: 01/09/2018

ANNEXURE TO THE NOTICE

BRIEF RESUMES OF DIRECTORS APPOINTED DURING THE YEAR AND OTHER DIRECTORS SEEKING RE-APPOINTMENT AT THE 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. Sunil Kumar, Director (HR & EB)**

Shri. Sunil Kumar, is on the MTNL Board as Director (HR) since 21st June 2013. He is Head for Human resource Management, Legal Cell, Development of Enterprise Business and Marketing of MTNL Services.

An Engineering graduate, he holds Master's Degree in Administration (MBA) and Master's Degree in Computer Application (MCA). He has also done Post Graduate Certificate Course in Sales and Marketing from XLRI, Jamshedpur and a certificate course in "Strategy Management" from IIT Delhi.

He is a 1984-Batch Officer of Indian Telecom Service (ITS), and has vast working experience in the field of Telecommunication. He has extensively worked at various places in India such as Hajipur (Bihar), Kolkata, Junagadh (Gujarat), Patna (Bihar), Hazaribagh (Jharkhand), Shillong (Meghalaya), Arunachal Pradesh, Pune, Satara (Maharashtra) and BSNL CO New Delhi.

As DDG Marketing in BSNL, he has handled Sales and Marketing function for the BSNL. For his outstanding work in Marketing, he has been awarded "Sanchar Sewa Padak" at Pune. As DDG (Enterprise Business), he was the first officer to create "Enterprise Business Unit" in BSNL and was pioneer in establishing Managed Services. He has been trained at Monaco, France, Philippines, London, Japan, West Germany, USA, and Sri Lanka. Before his present assignment, he was Executive Director (Business Development and Managed Services) in Telecommunications Consultants India Limited (TCIL).

In this "Knowledge Management" era, he strongly believes that any big results can only be achieved through motivated and dedicated human resources of the company. Building trust and transparency in working are his tools to achieve the same. Developing human resources to meet the challenges of next 5 / 10 years is the focus area. The vision is to make the company most desirable place to work in.

b) **Smt. Tiakala Lynda Yaden, Government Director**

Smt. Tiakala Lynda Yaden is an IP & TAFS Cadre of 1994 batch. She is MA 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 Additional Controller of Defence (Officers), Director (Finance) Project Management Unit, Department of Posts, Director (Finance) Tariff & Costing, Department of Post.

c) **Shri. Chinmay Basu**

Born on 23rd June, 1951, Shri. Chinmay Basu, is a graduate from Presidency College, Calcutta. He also has a Post Graduate Degree in Physics from Delhi University and a Masters degree in Public Administration from Havard University, USA.

Shri Basu joined Indian Administrative Service (IAS) in the year 1977. He has been Collector in various districts of Odisha. He has also worked as Secretary and Principal Secretary in many departments of State Governments.

Shri Basu has worked as CEO of Khadi and Village Industries Commission, Deputy Director General of National Institute of Rural Development, Additional Secretary and Special Secretary in The Department of Land Resources.

He has retired in June 2011, as Special Secretary, Ministry of Rural Development Department, New Delhi.

After retirement from Government Service Shri Basu was appointed as Chairman of Odisha Public Service Commission. On retirement from the State Service Public Commission he was appointed as Chairman of Odisha State Finance Commission. For a short period he was the Principal Advisor of United Nations Population Fund (UNPFA) and prepared a report on Implementation of Sub-plan Area and Special Component Plan Fund in the State of Odisha.

He has also been appointed by the State Government of Odisha as Independent Trustee in the Odisha Urban Infrastructure Fund.

d) **Shri. K.B. Gokulachandran**

Born on 17th October, 1952 at Tanjore, in the State of Tamil Nadu, Shri. K.B. Gokulachandran is a Post Graduate in Mathematics from I.I.T (Chennai). He had Joined The Indian Police Service (IPS) in the year 1977.

He came on Deputation to Intelligence Bureau (IB) in December, 1988 and served till the retirement in October, 2012. Last post held was as a Special Director, IB at Mumbai. He was also the Counselor in The Indian High Commission, Sri Lanka from July 1999 till June 2003.

Shri. Gokulachandran has been conferred with Indian Police Medal for Meritorious services in the Year 1996 and President Police Medal for Distinguished Services in the Year 2004.

e) Smt. G. Padmaja Reddy

Born on 15th April, 1957 in the State of Andhra Pradesh now Telangana, Smt. G. Padmaja Reddy has done Diploma in Commercial Practice from Kamala Nehru Polytechnic for Women, Hyderabad.

She is engaged in the business of Organic Farming Cultivation for the last 6 years and is also the Bharat Gas Distributor since 1986. She is engaged in the various social and community welfare activities like Donation of basic necessities to the flood victims in the State of A.P, Telangana and Karnataka, organizing Blood Donation Camps, Educating local farmers benefits of Organic farming, Personality Development classes to poor students, etc.

Currently she is a District President Telangana, B.J.P. She has held various Political positions in past and the last position held was as a Mahila Morcha State President from the year 2014 to 2016. She has also held various positions in Bharatiya Janta Party at State and District level. She has also contested elections for MLA and ZPTC.

f) Smt. Suneeta Trivedi

Born on 26th September, 1954, Smt. Suneeta Trivedi is MA (English) from Delhi University. She also has a degree in MBA (Finance) from National Institute of Financial Management. MPhil in Public Administration from National Institute of Public Administration and an Advance Management from IIM Ahemdabad.

Smt. Suneeta Trivedi has joined Indian Postal Service (IPoS) in 1978. During her service, she has worked with Government Of India in Postal Department at various levels and retired as a Member of Postal Services Board (Ministry Of Communications) in 2014.

The various assignments held by her during Govt. service are Chief General Manager Business Development, Chief General Manager (Postal Life Insurance), Chief Investment Officer(Investment Abroad) and Chief Postmaster General (Rajasthan, U.P, Gujarat, Uttarakhand).

Post retirement she has worked as a Member on DOPT Panel for Empanelment for 2 years and was a member of Committee of Gymkhana Club and the President of Rotary Club.

Smt. Suneeta Trivedi has also been a National Level Golf Player and a State Level Swimmer.

BY Order of the Board

For MAHANAGAR TELEPHONE NIGAM LIMITED



(S.R. Sayal)

Company Secretary

Place: New Delhi

Date: 01/09/2018

Annexure to Notice

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

Name of Director	Smt. Tiakala Lynda Yaden	Shri. Sunil Kumar	CHINMAY BASU
DIN	07522884	06628803	02105505
Date of Birth	04.10.1968	01.09.1961	23.06.1951
Date of Appointment	19.05.2016	21.06.2013	26.10.2017
Experience in Specific Functional Area	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.	Presently acting as Director (HR&EB/Tech). He has worked as DDG Marketing in BSNL, handled Sales & Marketing functions in BSNL.	IAS Officer with 35 years of experience. He has been Collector of various district of Orissa, he has worked as Secretary & Principal Secretary in Department of State Government. He has worked as a CEO of Khadi & Village Industries Commission, Deputy Director General of National Institute of Rural Development, Additional Secretary & Special Secretary in Department of Land Resources.

Qualification	Master of Arts (M.A in History), M.Phil in International Relations.	Engineering Graduate, Master's Degree in Administration, Master's Degree in Computer Application, Post Graduate Certificate Course in Sales & Marketing and Certificate Course in Strategy Management.	Graduate, Post (Graduate degree in Physics) & Master's Degree in Public Administration from Harvard University, USA.
List of outside Directorships (Public Companies and Subsidiary of Public Companies)	N.A	1. Director- MTNL STPIIT Services Ltd. 2. Chairman & Director- Millennium Telecom Ltd.	N.A
Chairman (C)/ Member (M) of the Audit & Stakeholder Relationship Committee across Public Companies.	N.A	N.A	N.A
No. of Shares held	NIL	NIL	NIL

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

Name of Director	Shri K.B. Gokulchandran	Smt. G. Padmaja Reddy	Smt. Suneeta Trivedi
DIN	07969005	06464905	06742087
Date of Birth	17.10.1952	15.04.1957	26.09.1954
Date of Appointment	26.10.2017	26.10.2017	26.10.2017
Experience in Specific Functional Area	IPS Officer with 35 years of experience. Served Intelligence Bureau (IB) for 23 Years. He has held a post of Special Director IB at Mumbai. He has also been Counselor in the Indian High Commission, Sri Lanka.	Engaged in various Social & Community welfare Activity.	Worked in Indian Postal Services (IPoS) at various levels for 36 years. Post retirement worked as a member of DOPT panel for 2 years.
Qualification	Post Graduate degree in Mathematics	Diploma in Commercial Practice	Master of Arts (M.A. in English), MBA(Finance), M.Phil in Public Administration & Advance Management from IIM Ahemdabad
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.	N.A	Member -Stakeholders Relationship Committee	Member - Audit Committee
No. of Shares held	NIL	NIL	NIL

To : [Shareholders holding shares physical form]

MTNL/SECTT/SEBI/2018

September 01, 2018

To,

Sub.: Seeking copy of PAN CARD and Bank Details

**Ref.: SEBI Circular No. : SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20.04.2018 and
SEBI/HO/MIRSD/DOS1/CIR/P/2018/115 dated 16.07.2018**

Dear Sir/Madam,

This is with reference to the SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20.04.2018 & Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/115 dated 16.07.2018, wherein the company is required to obtain the copy of Pan Card and Bank details from all shareholders holding shares of the Company in physical form. We have observed from our records that your Pan and Bank details are not updated our records.

We request you to kindly furnish a self attested copy of your Pan Card and a Cancelled Cheque, along with a duly filled in Form appended as Annexure-A to this letter, so that all future dividends could directly be credited to your bank account and we would be able to serve you better in future.

You are requested to send the desired details/documents to the Company's Registrar & Share Transfer Agent (RTA), M/s. Beetal Financial & Computer Services (P) Ltd at Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi- 110062.

You may kindly note that in case we do not receive any response from your side, any future transactions in your shares like transfer, transmission, issue of duplicate share certificates etc., and shall be subject to enhanced supervision by the Company. Therefore you are advised to furnish your Pan and bank details with the company at earliest.

Thanking You,

Yours Faithfully



(S.R.SAYAL)

COMPANY SECRETARY

Encl : As above.

Annexure-A

Name of Shareholder(s)	
Folio No.	
Email Id.	
Pan (attached Self attested copy of Pan)	
Bank Details (attach Self attested copy of cancelled Cheque)	
Bank Account No.	
Name of Bank	
Branch Address	
IFSC No.	
MICR No.	

(-----)
Signature of Shareholder(s)

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

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 32nd Annual General Meeting of the Company, to be held on **Friday 28th September, 2018** 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.
7. 8. 9.
10. 11. 12.



Signed this.....day of.....2018 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.

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

ADMISSION SLIP

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

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

I hereby record my presence at the 32nd Annual General Meeting of Mahanagar Telephone Nigam Ltd. being held at **Auditorium, Mahanagar Doorsanchar Sadan, 9 CGO Complex, Lodhi Road, New Delhi-110003 on Friday 28th September, 2018 at 11.30 A.M.**

Signed this.....day of.....2018 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.

