



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.in, Email: mtnlcso@gmail.com

MTNL/SECTT/SE/2025

September 30, 2025

To, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001. Scrip Code: 500108	To, National Stock Exchange of India Limited (NSE) Exchange Plaza, Plot No. C/1, G Block Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 Scrip Symbol: MTNL
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SUB: NOTICE OF 39TH ANNUAL GENERAL MEETING (AGM) TO BE HELD ON FRIDAY, OCTOBER 31ST 2025 AT 11.30 AM, CUT-OFF DATE AND PERIOD OF REMOTE E-VOTING.

Dear Sir,

This is to inform you that the 39th Annual General Meeting (AGM) of Mahanagar Telephone Nigam Limited (MTNL) is scheduled to be held on Friday, 31st October 2025 at 11.30 A.M. through VC/OAVM.

Pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015, please find enclosed herewith the Notice of the 39th AGM of the Company to be held on 31.10.2025. The Company has fixed the following date(s) in connection with the ensuing 39th AGM:

Provision	Relevant Date
Date of Closure of Register of Members and Share Transfer Books for the purpose of Annual Closing/AGM. <i>(Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (LODR) Regulations, 2015)</i>	From Saturday, October 25, 2025 to Friday, October 31, 2025 (both days inclusive)
The cut-off date for the purpose of determining the voting rights of the Shareholders and period of Remote E-Voting. <i>(Section 108 of the Companies Act, 2013 and Regulation 44 of SEBI (LODR) Regulations, 2015)</i>	Cut-off date: Friday, October 24, 2025
	Remote E-Voting period: Commences on: Tuesday October 28, 2025 (9.00 A.M.) Ends on: Thursday October 30, 2025 (5.00 P.M.)

Kindly take the above information on record.

Thanking You,

Yours faithfully

(RATAN MANI SUMIT)
COMPANY SECRETARY

Encl: Notice of 39th AGM of MTNL to be held on 31.10.2025



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NOTICE

NOTICE is hereby given that the 39th Annual General Meeting of the Members of **MAHANAGAR TELEPHONE NIGAM LIMITED** will be held on **Friday, 31st October, 2025 at 11:30 A.M.** (IST) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following businesses :-

I. ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2025, the reports of the Board of Directors and Auditors thereon and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Standalone & Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2025, the reports of the Board of Directors and Auditors thereon as circulated to the members be and are hereby considered and adopted”

2. To appoint a director in place of Shri A. Robert J. Ravi (DIN - 10095013) CMD, who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard 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 A. Robert J. Ravi (DIN - 10095013) CMD, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment as a Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

3. To fix the remuneration of the Statutory Auditors of the Company appointed by the Comptroller & Auditor General of India (C&AG) for auditing the accounts of the Company for the Financial Year 2025-26 and in this regard to consider and if thought fit, 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 (C&AG) for the Financial Year 2025-26, as may be deemed fit”

II. SPECIAL BUSINESS:

4. TO CONSIDER AND APPROVE THE APPOINTMENT OF SHRI ALOK SHUKLA (DIN: 10849459) Sr. DDG (PERS), DEPARTMENT OF TELECOMMUNICATIONS (DoT) AS GOVERNMENT NOMINEE DIRECTOR OF THE COMPANY:

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 (“the Act”) and Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(1C) of SEBI (LODR) Regulations, 2015 as amended from time to time, Shri Alok Shukla, (DIN: 10849459) Sr. DDG (Pers), DoT, who was appointed as an Additional Director to function as a Government Nominee Director by President of India vide Department of Telecommunications (DoT), Ministry of Communications, Government of India Letter No. E-5-2/2021-PSA dated 30.01.2025 w.e.f. 30.01.2025 on the Board of the Company in terms of Section 161(1) of the Act and Article 66(D) of the Articles of Association and who holds office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier, but eligible for reappointment and has consented to act as a Nominee Director and in respect of whom the Company has received notice in writing from the Director himself under Section 160 of the Act proposing himself for the office of the Director of the Company, be and is hereby appointed as Government Nominee Director of the Company.”

“**RESOLVED FURTHER THAT** any Director or Company Secretary 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, including filing of necessary forms with the Registrar of Companies and other statutory authorities as may be required.”

5. TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF SHRI VISHWAS PATHAK (DIN: 00093771) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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 Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV of the Act and Regulation 17(1C) & 25(2A) of SEBI (LODR) Regulations, 2015 as amended from time to time, Shri Vishwas Pathak, (DIN: 00093771) who was appointed as an Additional Director to function as Independent Director vide Department of Telecommunications (DoT), Ministry of Communications, Government of India Letter No. E-5-3/2018-PSA dated 15.04.2025 w.e.f. 15.04.2025 on the Board of the Company in terms of Section 161(1) of the Act and Article 66(D) of the Articles of Association and who holds office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier, but

eligible for reappointment and who meets the criteria for independence as provided in Section 149 (6) of the Act along with the rules there under and Regulations 16(1)(b) of SEBI (LODR) Regulations, 2015 and who has submitted declaration to that effect and has consented to act as an Independent Director and in respect of whom the Company has received notice in writing from the Director himself under Section 160 of the Act proposing himself for the office of the Director of the Company, be and is hereby re-appointed as an Independent Director of the Company for a period of 01 years, w.e.f. from the date of notification of their re-appointment, or until further orders, whichever is earlier and shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT any Director or Company Secretary 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, including filing of necessary forms with the Registrar of Companies and other statutory authorities as may be required.”

6. TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF Ms. DEEPIKA MAHAJAN (DIN: 09408802) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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 Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV of the Act and Regulation 17(1C) & 25(2A) of SEBI (LODR) Regulations, 2015 as amended from time to time, Ms. Deepika Mahajan (DIN: 09408802) who was appointed as an Additional Director to function as Independent Director vide Department of Telecommunications (DoT), Ministry of Communications, Government of India Letter No. E-5-3/2018-PSA dated 15.04.2025 w.e.f. 15.04.2025 on the Board of the Company in terms of Section 161(1) of the Act and Article 66(D) of the Articles of Association and who holds office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier, but eligible for reappointment and who meets the criteria for independence as provided in Section 149 (6) of the Act along with the rules there under and Regulations 16(1)(b) of SEBI (LODR) Regulations, 2015 and who has submitted declaration to that effect and has consented to act as Independent Director and in respect of whom the Company has received notice in writing from the Director herself under Section 160 of the Act proposing herself for the office of the Director of the Company, be and is hereby re-appointed as an Independent Director of the Company for a period of 01 years, w.e.f. from the date of notification of their re-appointment, or until further orders, whichever is earlier and shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT any Director or Company Secretary 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, including filing of necessary forms with the Registrar of Companies and other statutory authorities as may be required.”

7. TO CONSIDER AND APPROVE THE APPOINTMENT OF SHRI SUDHAKARARAO PAPA (DIN: 10801670) DIRECTOR (ENTERPRISE), BSNL AS DIRECTOR (TECHNICAL) OF THE COMPANY:

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 (“the Act”) and Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(1C) of SEBI (LODR) Regulations, 2015 as amended from time to time, Shri Sudhakararao Papa, (DIN:10801670) Director (Enterprise) BSNL, who was appointed as an Additional Director to function as a Director (Technical) by President of India vide Department of Telecommunications (DoT), Ministry of Communications, Government of India Letter No. E-2-2/2021-PSA dated 07.05.2025 w.e.f. 09.05.2025 on the Board of the Company in terms of Section 161(1) of the Act and Article 66(D) of the Articles of Association and who holds office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier, but eligible for reappointment and has consented to act as a Director (Technical) and in respect of whom the Company has received notice in writing from the Director himself under Section 160 of the Act proposing himself for the office of the Director of the Company, be and is hereby appointed as Director (Technical) of the Company, liable to retire by rotation.”

“RESOLVED FURTHER THAT any Director or Company Secretary 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, including filing of necessary forms with the Registrar of Companies and other statutory authorities as may be required.”

8. TO CONSIDER AND APPROVE THE MODIFICATION IN THE RESOLUTION PASSED AT THE 36TH ANNUAL GENERAL MEETING WHILE RE-AFFIRMING THE BORROWING POWERS OF MTNL BOARD OF Rs 35000 CRORE:

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) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Articles of Association of the Company 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, Central/State Government or its affiliate bodies, Inter Corporate Debt directly in any form or through issue of bonds or debentures 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 including external commercial borrowings, commercial paper on such terms & conditions as it may deem fit, such sums as may be considered necessary up-to the limit of Rs. 35000/- crore or equivalent amount in any other foreign currency outstanding at any one time and that such borrowings shall be exclusive of temporary loans/short terms loans obtained from the Company’s Bankers in the ordinary course of business.”

“RESOLVED FURTHER THAT any Director or Company Secretary 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, including filing of necessary forms with the Registrar of Companies and other statutory authorities as may be required.”

9. TO CONSIDER AND APPROVE THE APPOINTMENT OF M/s R.P. SEHGAL & ASSOCIATES, PRACTICING COMPANY SECRETARIES AS SECRETARIAL AUDITOR OF THE COMPANY COMMENCING FROM FINANCIAL YEAR 2025-26 TILL FINANCIAL YEAR 2029-30:

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 179 & 204 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder and Regulation 24A and other applicable provisions of SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendation of the Board of Directors of the Company, M/s R.P. Sehgal & Associates, Practicing Company Secretaries (CP No: 14936 and Peer Review Certificate No. 5495/2024) be and are hereby appointed as the Secretarial Auditor of the Company, to carry out the Secretarial Audit of the Company for a term of 5 consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30 at a fees of Rs. 19,000/- per financial year (Rupees Nineteen Thousand only per financial year) exclusive of GST.”

“RESOLVED FURTHER THAT any Director or Company Secretary 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, including filing of necessary forms with the Registrar of Companies and other statutory authorities as may be required.”

10. TO RATIFY THE REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR 2025-26:

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 based on the recommendation of the Audit Committee, to conduct the Cost Audit of the Company for the Financial Year 2025-26, at a total fees of Rs.1,12,100/- (Fees Rs.80,000/- plus Rs.15,000/- towards out of pocket expenses plus GST @18% on the Gross Amount of Rs.95,000/-) at the same rates, terms & conditions that of the last year i.e. Financial Year 2024-25 be and is hereby ratified and confirmed”

“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**

**(RATAN MANI SUMIT)
COMPANY SECRETARY**

Place: New Delhi

Date: 30.09.2025

NOTES

1. The Ministry of Corporate Affairs (“MCA”), vide its General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 (collectively “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its Circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively “SEBI Circulars”), have permitted companies to conduct AGM through VC or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA and SEBI Circulars, applicable provisions of the Companies Act, 2013 and Rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”), the 39th AGM of the Company is being convened and conducted through VC. The registered office of the Company shall be deemed to be the venue for the AGM.
2. The Company has enabled the Members to participate at the 39th AGM through the VC facility provided by CDSL. The Company is providing two-way teleconferencing facility or webex for the ease of participation of the Members. Hence, Members can attend and participate in the 39th AGM through VC. The instructions for participation by Members are given in the subsequent pages. Participation at the AGM through VC shall be allowed on a first-come-first-served basis.
3. As per the provisions under the MCA Circulars, Members attending the 39th AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. The Company has provided the facility to Members to exercise their right to vote by electronic means both through Remote E-Voting and E-Voting during the AGM. The process of Remote E-Voting with necessary user id and password is given in the subsequent paragraphs. Such Remote E-Voting facility is in addition to voting that will take place at the 39th AGM being held through VC.
5. Members joining the meeting through VC, who have not already cast their vote by means of Remote E-Voting will be able to exercise their right to vote through E-Voting at the AGM. The Members who have cast their vote by Remote E-Voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
6. The Company has appointed Shri Hemant Kumar Singh, Partner of M/s Hemant Singh & Associates, Practicing Company Secretaries, Delhi (C.P. No. 6370 and FCS 6033), as the Scrutinizer for scrutinize the E-Voting process in a fair and transparent manner.

7. As per Section 105 of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in his/her behalf. Since the 39th AGM is being held through VC as per the MCA & SEBI Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be made available for the 39th AGM and hence the Proxy Form and Attendance Slip are not annexed to this notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or Body Corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
8. Corporate members are required to access the link www.evotingindia.com and upload a certified copy of the Board Resolution authorizing their representative to attend the AGM through VC and vote on their behalf. Institutional investors are encouraged to attend and vote at the meeting through VC. The said resolution/authorization be sent to the Scrutinizer at email hemantsinghcs@gmail.com with a copy marked to RTA beetalrta@gmail.com.
9. 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.
10. The Register of Members and Share Transfer Books will remain closed from **Saturday, October 25, 2025 to Friday, October 31, 2025** (Both days inclusive).
11. In line with the MCA and SEBI Circulars, the Notice calling the 39th AGM has been uploaded on the website of the Company at <https://mtnl.in/annual.html>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE and NSE at www.bseindia.com and www.nseindia.com respectively. The 39th AGM Notice is also disseminated on the website of CDSL (Agency for providing the Remote E-Voting facility and E-Voting system during the 39th AGM) at www.evotingindia.com.
12. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Company shall send the Notice of 39th Annual General Meeting, Instructions for Remote E-Voting and E-Voting at AGM, and Annual Report for the Financial Year 2024-25 only 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. As per Regulation 36(1)(b) of SEBI (LODR) Regulations, 2015, as amended, the web-link, including the exact path, where complete details of the Annual Report are available will be sent to those member(s) who have not registered their email address(es) either with the Company or with any Depository or M/s Beetal Financial & Computer Services (P) Ltd , Registrar & Share Transfer Agent (RTA) of the Company. Also as per Regulation 36 of SEBI (LODR) Regulations, 2015 the hard copy of full Annual Report will be sent to those Shareholders who requested for the same.
13. Members holding shares in electronic mode are therefore requested to ensure to keep their email addresses updated or register their email addresses if not earlier registered with their Depository through their Depository Participant(s). Members holding shares in physical mode and who wish to receive the Notice of 39th AGM and are also requested to update their Email addresses, Bank details and Change in address request by writing to the Registrar and Transfer Agent of the Company i.e. M/s Beetal Financial Computer & Services (P) Ltd by quoting their folio number(s) or by sending email at beetalrta@gmail.com along with the duly filled in Form ISR-1, along with related proof available at www.mtnl.in.
14. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts, in respect of the businesses under Item No. 4 to 10 of Special Businesses, as set out above and form part of the Notice. Further, the relevant details with respect to Item No. 4 to 7 pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard- II on General Meetings issued by the Institute of Company Secretaries of India (ICSI) in respect of Directors seeking reappointment at this AGM are also annexed. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection by the members electronically. Members seeking to inspect such documents can send an email to mtnlcsco@gmail.com.

15. In terms of the provisions of Section 152 of the Act, Shri A. Robert J. Ravi, CMD of the Company, retires by rotation at the meeting and being eligible, offers himself for re-appointment. Shri A. Robert J. Ravi, CMD of the Company is interested in the Ordinary Resolutions set out at Item No. 2 of the Notice with regard to his re-appointment. None of the other Directors, Key Managerial Personnel and/or their relatives, is/are interested or concerned, financially or otherwise in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.
16. Pursuant to Section 143(5) of the Companies Act, 2013, the Auditors of a Government Company are to be appointed or re-appointed by the Comptroller and Auditor General of India (C & AG) under Section 139(5) of Companies Act 2013 and in terms of sub-section (1) of Section 142 of the Companies Act, 2013. Their remuneration has to be fixed by the Company in the Annual General Meeting or in such manner as the Company in General Meeting may determine.
17. 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) Regulations, 2015 are provided as Annexure to Notice.
18. Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or its Registrar and Share Transfer Agent (RTA), the details of such folios together with the share certificates for consolidating their holding in one folio as per the procedure stipulated in SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022.
19. Members may please note that the Listing Regulations mandate transfer, transmission and transposition of securities of listed companies held in physical form only in demat mode. Further, SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, read with relevant SEBI circulars issued from time-to-time, has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate etc., by submitting a duly filled and signed Form ISR-4 along with requisite supporting documents to RTA of the Company as per the requirement of the aforesaid circular.
20. SEBI vide its Circular nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 and SEBI/HO/MIRSD/MIRSD-PoD- 1/P/CIR/2023/37 dated March 16, 2023, has mandated Members holding shares in physical form to submit PAN, nomination, contact details, bank account details and specimen signature in specified forms. Members may access <https://mtnl.in/investors.html> for Form ISR-1 to register PAN/email id/bank details/other KYC details, Form ISR-2 to update signature and Form ISR-3 for declaration to opt out. Members may make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, the format of which is available on the Company's website and on the website of the Company's Registrar and Share Transfer Agent. In compliance with SEBI Guidelines, the Company had sent communication intimating about the submission of above details to all the Members holding shares in physical form.
21. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023 read with Master circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023) has established a Common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Any disputes or unresolved issues related to

service requests, service-related complaints between Investors/Shareholders and Listed Companies (including their RTA) or any other specified Intermediaries/Regulatory Entities arising from their activities in the securities market will be addressed under this mechanism, in accordance with the guidelines provided in the aforementioned SEBI Circulars.

22. 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.
23. 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.
24. 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.
25. The following documents (Register of Directors and Key Managerial Personnel and their Shareholding and the Register of Contracts or Arrangements in which Directors are interested, maintained under the Companies Act, 2013) will be available for inspection by the Members electronically during the 39th AGM. Members seeking to inspect such documents can send an email to mtnlcsco@gmail.com.
26. Members desirous of getting any information about the Annual Accounts and/or Operations of the Company are requested to write to mtnlcsco@gmail.com at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
27. In accordance with SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025, Shareholders of the Company are hereby informed that a special window has been opened from July 07, 2025 to January 06, 2026, for Re-Lodgment of transfer deeds. Shareholders are to note that this window is only for re-lodgement of transfer deeds, which were lodged prior to the deadline of April 01, 2019 for transfer of physical shares, and rejected/ returned/not attended to due to deficiency in the documents/process/or otherwise. The shares that are re-lodged for transfer shall be issued only in demat mode. Shareholders who wish to avail the opportunity are requested to contact our Registrar and Share Transfer Agent, Beetal Financial & Computer Services Pvt. Ltd at 3rd Floor, Beetal House 99, Madangir, behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi – 110 062 (Contact No. 011- 42959000 – 009, Email ID beetalrta@gmail.com). The Company's website, www.mtnl.in, has been updated with the details regarding the opening of this special window and further updates if any, shall be uploaded therein.
28. As the 39th AGM is being held through VC, the route map is not mentioned in the Notice.
29. Annual Listing Fees for the Financial Year 2025-26 has been paid to the Stock Exchanges i.e. NSE and BSE wherein securities of the Company are listed.

30. CDSL E-Voting System – For Remote E-Voting and E-Voting during AGM:-

- (i) As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the Companies shall be conducted as per the Guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No.03/2022 dated May 05, 2022, Circular No.10/2022 dated December 28, 2022 & Circular No.11/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25,2023 Circular No 09/2024 dated September 19, 2024 and Circular No 03/2025 dated September 22, 2025. The forthcoming AGM will thus be held through Video Conferencing (VC) or

Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the 39th AGM through VC/OAVM.

- (ii) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (LODR) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, May 05, 2022, December 28, 2022, September 25, 2023, September 19, 2024 and September 22, 2025 the Company is providing facility of Remote E-Voting to its Members in respect of the business to be transacted at the 39th AGM. For this purpose, your Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized E-Voting's agency. The facility of casting votes by a member using Remote E-Voting as well as the E-Voting system on the date of the AGM will be provided by CDSL.
- (iii) **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 (Friday, October 24, 2025) only shall be entitled to avail the facility of Remote E-Voting or for participation at the AGM and E-Voting during AGM. A person who is not a Member as on the Cut-off Date (Friday, October 24, 2025) should treat the Notice for information purpose only.**
- (iv) The Members can join the 39th AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the 39th AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the 39th AGM without restriction on account of first come first served basis.
- (v) The attendance of the Members attending the 39th AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- (vi) Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or Body Corporate can attend the 39th AGM through VC/OAVM and cast their votes through e-voting.
- (vii) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the 39th AGM has been uploaded on the website of the Company at www.mtnl.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The 39th AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote E-Voting facility and E-Voting system during the 39th AGM) i.e. www.evotingindia.com.
- (viii) The 39th AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No.03/2022 dated May 05, 2022, Circular No. 10 & 11/2022 dated December 28, 2022, Circular no. 09/2023 dated September 25, 2023, Circular No 09/2024 dated September 19, 2024 and Circular No 03/2025 dated September 22, 2025.
- (ix) In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022, General Circular No. 10/2022 dated 28.12.2022, General Circular No. 09/2023 dated 25.09.2023 and General Circular No 09/2024 dated

September 19, 2024 and after due examination, it has been decided to allow the Companies to conduct their AGMs through VC or OAVM, till further orders, in accordance with the requirements laid down in Para 3 and 4 of the General Circular No. 20/2020 dated 05.05.2020.

GENERAL INSTRUCTIONS FOR THE SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING 39th AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL E-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL E-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Tuesday, October 28, 2025 9.00 A.M.** and ends on **Thursday, October 30, 2025 5.00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, October 24, 2025** may cast their vote electronically. The E-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020 and Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11.07.2023 as per Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide Remote E-Voting facility to its Shareholders, in respect of all Shareholders' resolutions. However, it has been observed that the participation by the Public Non-Institutional Shareholders/Retail Shareholders is at a negligible level.

Currently, there are multiple E-Voting service providers (ESPs) providing E-Voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the Shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable E-Voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in E-Voting process.

Step 1 : Access through Depositories CDSL/NSDL E-Voting system in case of Individual Shareholders holding shares in demat mode.

- (iv) In terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11.07.2023 on E-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access E-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for E-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach E-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the E-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see E-Voting page of the E-Voting service provider for casting your vote during the remote E-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all E-Voting Service Providers, so that the user can visit the E-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access E-Voting page by providing Demat Account Number and PAN No. from a E-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the E-Voting option where the evoting is in progress and also able to directly access the system of all E-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see E-Voting services. Click on "Access to e-Voting" under E-Voting services and you will be able to see E-Voting page. Click on company name or E-Voting service provider name and you will be re-directed to E-Voting service provider website for casting your vote during the remote E-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the E-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of E-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will

	<p>have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see E-Voting page. Click on company name or E-Voting service provider name and you will be redirected to E-Voting service provider website for casting your vote during the remote E-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for E-Voting facility. After Successful login, you will be able to see E-Voting option. Once you click on E-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see E-Voting feature. Click on company name or E-Voting service provider name and you will be redirected to E-Voting service provider website for casting your vote during the remote E-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 099 11
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000

Step 2 : Access through CDSL E-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Log in method for e-Voting and joining Virtual meeting **for Physical Shareholders and Shareholders other than Individual holding in Demat form.**
- 1) The shareholders should log on to the E-Voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier E-Voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

After entering these details appropriately, click on “SUBMIT” tab.

- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for E-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for E-Voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for Mahanagar Telephone Nigam Limited.

- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Additional Facility for Non – Individual Shareholders and Custodians –Remote Voting**
 - Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual Shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer (hemantsinghcs@gmail.com) and to the Company (mtnlcsco@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL E-Voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE 39th AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & E-Voting on the day of the 39th AGM is same as the instructions mentioned above for Remote E-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote E-voting.
3. Shareholders who have voted through Remote E-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the 39th AGM.
4. Facility of joining the AGM through VC/OAVM shall be opened 30 minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of AGM. The facility will be available for Members on first come first served basis. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. For better experience, we recommend you to join the AGM with high-speed wired internet connectivity. This prevents WiFi dropouts and speed issues.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their

respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a Speaker by sending their request from **Friday, October 10, 2025 to Friday, October 24, 2025** mentioning their name, demat account number/folio number, email id, mobile number at mtnlcsco@gmail.com. The Shareholders who do not wish to speak during the AGM but have queries may send their queries from **Friday, October 10, 2025 to Friday, October 24, 2025** mentioning their name, demat account number/folio number, email id, mobile number at mtnlcsco@gmail.com. These queries will be replied to by the Company suitably by email.
8. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those Shareholders, who are present in the 39th AGM through VC/OAVM facility and have not casted their vote on the Resolutions through Remote E-Voting and are otherwise not barred from doing so, shall be eligible to vote through E-Voting system available during the 39th AGM.
10. If any Votes are cast by the Shareholders through the E-Voting available during the AGM and if the same shareholders have not participated in the meeting through VC facility, then the votes cast by such Shareholders shall be considered invalid as the facility of E-Voting during the meeting is available only to the Shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical Shareholders- please provide necessary details like Folio No., Name of Members, Scanned copy of the share certificate (front and back), Self attested copy of PAN Card and Self-attested copy of any one document from Aadhar Card, Driving License, Election Identity Card and Passport for registering email address/ Mobile Number by email to mtnlcsco@gmail.com/beetalrta@gmail.com.
2. For Demat Shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat Shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while E-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending 39th AGM & E-Voting from the CDSL E-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 099 11.

All grievances connected with the facility for voting by electronic means may be addressed to Shri Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400 013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 099 11.

31. The Scrutinizer will submit his report to the Chairman/Company Secretary after the completion of the scrutiny and the result of the voting will be announced by the Chairman/Company Secretary on or before 04.11.2025 (within two working days of conclusion of AGM) and will be displayed on the website of the Company (www.mtnl.in), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.

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

(RATAN MANI SUMIT)
COMPANY SECRETARY

Place: NEW DELHI

Date: 30.09.2025

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.in, Email Id mtnlcsco@gmail.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH THE SECRETARIAL STANDARD ON GENERAL MEETINGS

ITEM NO 4: - TO CONSIDER AND APPROVE THE APPOINTMENT OF SHRI ALOK SHUKLA (DIN: 10849459) Sr. DDG (PERS), DEPARTMENT OF TELECOMMUNICATIONS (DoT) AS GOVERNMENT NOMINEE DIRECTOR OF THE COMPANY:

Shri Alok Shukla, (DIN: 10849459), Sr. DDG (Pers), DoT, was entrusted with the additional charge of the Post of Government Nominee Director of MTNL w.e.f. 30.01.2025 vide Department of Telecommunications (DoT), Ministry of Communications, Government of India Letter No. E-5-2/2021-PSA dtd. 30.01.2025 for a period of three years with immediate effect or till the date of his superannuation or till further orders, whichever is the earliest. Shri Alok Shukla assumed the office of Government Nominee Director of MTNL w.e.f. 30.01.2025.

Section 152 (2) of the Companies Act 2013 stipulates that every Director shall be appointed by the Company in a general meeting. However, Section 161(1) of the Companies Act gives power to the Board of Directors to appoint an Additional Director who shall hold office upto the date of next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Regulation 17(1C) of SEBI (LODR) Regulations, 2015 also stipulates that approval of shareholders for appointment or reappointment of a person on the Board is to be taken at the next general meeting.

The Company has received notice in writing under Section 160 of the Act from Shri Alok Shukla proposing his candidature for the office of Government Nominee Director of the Company. The Nomination and Remuneration Committee of the Board of Directors of your Company has also recommended the reappointment of Shri Alok Shukla as Government Nominee Director of your Company pursuant to Section 160 of the Companies Act, 2013.

Brief resume of Shri Alok Shukla, nature of his expertise in specific functional areas and name of other companies in which he holds directorships and memberships/chairmanships of Board level Committees and relationships between directors inter-se as stipulated under Listing Regulations is annexed to the Notice.

Shri Alok Shukla does not hold any share in the Company in either his individual capacity or as beneficiary. Additional information of the Director, pursuant to the SEBI (LODR) Regulations, 2015 and the Secretarial Standard- II on General meetings issued by the ICSI has also been provided in the Notice.

Shri Alok Shukla is interested in the resolution as set out at Item no 4 respectively, of the Notice of 39th AGM, which pertains to his reappointment. The respective relatives of Shri Alok Shukla may be deemed to be interested in the resolution set out at Item no 4 respectively of the 39th AGM Notice to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel and/or their relatives, is/are interested or concerned, financially or otherwise in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the Resolution as set out in the accompanied Notice of 39th AGM for approval of the shareholders by way of Ordinary Resolution.

ITEM NO 5: - TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF SHRI VISHWAS PATHAK (DIN: 00093771) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

Shri Vishwas Pathak, (DIN: 00093771), was re-appointed as an Independent Director of MTNL w.e.f. 15.04.2025 vide Department of Telecommunications (DoT), Ministry of Communications, Government of India Letter No. vide E-5-3/2018-PSA dated 15.04.2025 for a period of one years with effect from the date of notification of their re-appointment, or until further orders, whichever is earlier. Shri Vishwas Pathak assumed the office of Independent Director of MTNL w.e.f. 15.04.2025.

Section 152 (2) of the Companies Act 2013 stipulates that every Director shall be appointed by the Company in a general meeting. However, Section 161(1) of the Companies Act gives power to the Board of Directors to appoint an Additional Director who shall hold office upto the date of next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Regulation 17(1C) of SEBI (LODR) Regulations, 2015 stipulates that approval of shareholders for appointment or reappointment of a person on the Board is to be taken at the next general meeting. Further, Regulation 25(2A) of SEBI(LODR) Regulations, 2015 also stipulates that appointment & re-appointment of an Independent Director shall be subject to the approval of Shareholders by way of Special Resolution.

The Company has received notice in writing under Section 160 of the Act from Shri Vishwas Pathak proposing his candidature for the office of Independent Director of the Company. The Nomination and Remuneration Committee of the Board of Directors of your Company has also recommended the reappointment of Shri Vishwas Pathak as Independent Director of your Company pursuant to Section 160 of the Companies Act, 2013.

Brief resume of Shri. Vishwas Pathak, nature of his expertise in specific functional areas and name of other companies in which he holds directorships and memberships/chairmanships of Board level Committees and relationships between directors inter-se as stipulated under Listing Regulations is annexed to the Notice.

Shri Vishwas Pathak does not hold any share in the Company in either his individual capacity or as beneficiary. Additional information of the director, pursuant to the SEBI (LODR) Regulations, 2015 and the Secretarial Standard- II on General meetings issued by the ICSI has also been provided in the Notice.

Shri Vishwas Pathak is interested in the resolution as set out at Item no 5 respectively, of the Notice of 39th AGM, which pertains to his reappointment. The respective relatives of Shri Vishwas Pathak may be deemed to be interested in the resolution set out at Item no 5 respectively of the Notice of 39th AGM to the extent of his shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel and/or their relatives, is/are interested or concerned, financially or otherwise in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the Resolution as set out in the accompanied Notice of 39th AGM for approval of the shareholders by way of Special Resolution.

ITEM NO 6: - TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF Ms. DEEPIKA MAHAJAN (DIN: 09408802) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

Ms. Deepika Mahajan, (DIN: 09408802), was re-appointed as an Independent Director of MTNL w.e.f. 15.04.2025 vide Department of Telecommunications (DoT), Ministry of Communications, Government of India Letter No. vide E-5-3/2018-PSA dated 15.04.2025 for a period of one year with effect from the date of notification of their re-appointment, or until further orders, whichever is earlier. Ms. Deepika Mahajan, assumed the office of Independent Director of MTNL w.e.f. 15.04.2025.

Section 152 (2) of the Companies Act 2013 stipulates that every Director shall be appointed by the Company in a general meeting. However, Section 161(1) of the Companies Act gives power to the Board of Directors to appoint an Additional Director who shall hold office upto the date of next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Regulation 17(1C) of SEBI (LODR) Regulations, 2015 stipulates that approval of shareholders for appointment or reappointment of a person on the Board is to be taken at the next general meeting. Further, Regulation 25(2A) of SEBI(LODR) Regulations, 2015 also stipulates that appointment & re-appointment of an Independent Director shall be subject to the approval of Shareholders by way of Special Resolution.

The Company has received notice in writing under Section 160 of the Act from Ms. Deepika Mahajan proposing her candidature for the office of Independent Director of the Company. The Nomination and Remuneration Committee of the Board of Directors of your Company has also recommended the reappointment of Ms. Deepika Mahajan as Independent Director of your Company pursuant to Section 160 of the Companies Act, 2013.

Brief resume of Ms. Deepika Mahajan, nature of her expertise in specific functional areas and name of other companies in which she holds directorships and memberships/chairmanships of Board level Committees and relationships between directors inter-se as stipulated under Listing Regulations is annexed to the Notice.

Ms. Deepika Mahajan does not hold any share in the Company in either her individual capacity or as beneficiary. Additional information of the director, pursuant to the SEBI (LODR) Regulations, 2015 and the Secretarial Standard- II on General meetings issued by the ICSI has also been provided in the Notice.

Ms. Deepika Mahajan is interested in the resolution as set out at Item no 6 respectively, of the Notice of 39th AGM, which pertains to his reappointment. The respective relatives of Ms. Deepika Mahajan may be deemed to be interested in the resolution set out at Item no 6 respectively of the Notice of 39th AGM to the extent of her shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel and/or their relatives, is/are interested or concerned, financially or otherwise in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the Resolution as set out in the accompanied Notice of 39th AGM for approval of the shareholders by way of Special Resolution.

ITEM NO 7: TO CONSIDER AND APPROVE THE APPOINTMENT OF SHRI SUDHAKARARAO PAPA (DIN: 10801670) DIRECTOR (ENTERPRISE), BSNL AS DIRECTOR (TECHNICAL) OF THE COMPANY

Shri Sudhakararao Papa, (DIN: 10801670), Director (Enterprise), BSNL was entrusted with the additional charge of the Post of Director (Technical) of MTNL w.e.f. 09.05.2025 (the date of assumption of charge of the post) vide Department of Telecommunications, Ministry of Communications, Government of India Letter No. E-2-2/2021-PSA dated 07.05.2025 for a period of one year w.e.f. the date of assumption of charge of the post, or until further orders, whichever is earlier. Shri Sudhakararao Papa assumed the office of Director (Technical) of MTNL w.e.f. 09.05.2025.

Section 152 (2) of the Companies Act 2013 stipulates that every Director shall be appointed by the Company in a general meeting. However, Section 161(1) of the Companies Act gives power to the Board of Directors to appoint an Additional Director who shall hold office upto the date of next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Regulation 17(1C) of SEBI (LODR) Regulations, 2015 also stipulates that approval of shareholders for appointment or reappointment of a person on the Board is to be taken at the next general meetings.

The Company has received notice in writing under Section 160 of the Act from Shri Sudhakararao Papa proposing his candidature for the office of Director (Technical) of the Company. The Nomination and Remuneration Committee of the Board of Directors of your Company has also recommended the appointment of Shri Sudhakararao Papa as Director (Technical) of your Company pursuant to Section 160 of the Companies Act, 2013.

Brief resume of Shri Sudhakararao Papa, nature of his expertise in specific functional areas and name of other companies in which he holds directorships and memberships/chairmanships of Board level Committees and relationships between directors inter-se as stipulated under Listing Regulations is annexed to the Notice.

Shri Sudhakararao Papa does not hold any share in the Company in either his individual capacity or as beneficiary. Additional information of the director, pursuant to the SEBI (LODR) Regulations, 2015 and the Secretarial Standard- II on General meetings issued by the ICSI has also been provided in the Notice.

Shri Sudhakararao Papa is interested in the resolution as set out at Item no 7 respectively, of the Notice of 39th AGM, which pertains to his reappointment. The respective relatives of Shri Sudhakararao Papa may be deemed to be interested in the resolution set out at Item no 7 respectively of the 39th AGM Notice to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel and/or their relatives, is/are interested or concerned, financially or otherwise in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the Resolution as set out in the accompanied Notice of 39th AGM for approval of the shareholders by way of Ordinary Resolution.

ITEM NO 8: - TO CONSIDER AND APPROVE THE MODIFICATION IN THE RESOLUTION PASSED AT THE 36TH ANNUAL GENERAL MEETING WHILE RE-AFFIRMING THE BORROWING POWERS OF MTNL BOARD OF Rs 35,000 CRORE:

The Shareholders of the Company through a Special Resolution passed in the 36th AGM of the Company held on 10.10.2022 empowered the Board to borrow up-to an amount of Rs. 35,000 crore excluding the temporary/short term loans from the Company's Bankers in the ordinary course of Business.

The following points are now brought to the kind notice of the Shareholders of the Company.

1. MTNL has defaulted on its Bank Loan on 30.06.2024. Due to this, interest is not being serviced to the Banks. The overdue interest is getting being added thereby increasing the outstanding loan balance. Efforts to settle the bank debts have not yielded any result.
2. Similarly, MTNL is unable to fund the semi-annual interest payable to Sovereign Guarantee Bond (SGB) holders on its own since July 2024. MTNL has been availing Government of India (GoI) Loans from time to time to fund the Escrow Account. Till 31.07.2025, MTNL has availed Government of India (GoI) loans of Rs 1920.94 crore to pay the SGB interest. The annual interest liability on SGB is Rs 1829 crore.
3. Due to this outstanding term loans/debts will keep increasing till the asset monetization proceeds are received in substantial amount to meet both past and present liabilities.
4. In addition to the above, MTNL may also have to avail Inter Corporate Loan/Debt from BSNL to meet expenses. It is to mention here that the services of MTNL are gradually being taken over by BSNL since 01.04.2025. This is creating cash deficit as expenses remain with MTNL. As per the service agreement between BSNL and MTNL effective from 01.01.2025, BSNL will meet the deficit of MTNL through inter corporate loan/debt in order to maintain EBIDTA neutrality.
5. Section 180(1)(c) of the Companies Act 2013 requires a Special Resolution (a vote by shareholders) if the Company intends to borrow an amount that, when added to its existing borrowings, exceeds the sum of its paid-up share capital, free reserves, and securities premium, excluding temporary loans from the Company's Bankers in the ordinary course of business.
6. Presently the Government of India (GoI) loans are being covered under "any other sources" mentioned in the AGM minutes. However clear mention of the Government of India (GoI) loans and Intercorporate Loan/Debt are needed so as to bring more clarity and coverage.
7. MTNL's Borrowing except temporary loans/short term loans is expected to remain under Rs 35,000 crore till 31.12.2026.

Type	Outstanding Balance
Sovereign Guarantee Bond	24070.99
Long term Loan from Bank	2862.52
Total	26933.51
GoI Loans	1920.94
Total Outstanding debt	28854.45
Add: Expected GoI Loan	2649.27
Add: Expected ICD	1000.00
Add: LTL interest	527.58
Total	33031.30

8. The temporary/short term loan in the form of overdraft is Rs 5796.57 crore including overdue interest.

In view of the above, there is need to modify the resolution passed in the 36th AGM meeting held on 10.10.2022 on borrowing power of Rs 35000 crore with clear mentioning of Government of India (GOI) Loan and Inter Corporate Loan/Debt in the resolution.

Save and except the above, none of the other Directors, Key Managerial Personnel and/or their relatives, is/are interested or concerned, financially or otherwise in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the Resolution as set out in the accompanied Notice of 39th AGM for approval of the Shareholders by way of Special Resolution.

ITEM NO 9: - TO CONSIDER AND APPROVE THE APPOINTMENT OF M/s R.P. SEHGAL & ASSOCIATES, PRACTICING COMPANY SECRETARIES AS SECRETARIAL AUDITOR OF THE COMPANY COMMENCING FROM FINANCIAL YEAR 2025-26 TILL FINANCIAL YEAR 2029-30

Pursuant to the provisions of Regulation 24A of the SEBI(LODR) Regulations, 2015 and provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of your Company in its meetings held on 28.05.2025, have approved and recommended the appointment of M/s R.P. Sehgal & Associates (FCS No. 1468, CP No. 14936, Peer Review No. 5495/2024), a Practicing Company Secretaries as the Secretarial Auditor of the Company to carry out the Secretarial Audit of the Company for a term of 5 consecutive years commencing from the FY 2025-26 till FY 2029-30 at a fees of Rs. 19,000/- per financial year (Rupees Nineteen Thousand only per financial year) exclusive of GST."

M/s R.P. Sehgal & Associates, which is a Peer Reviewed Firm and Practicing Company Secretaries registered with the Institute of Company Secretaries of India (ICSI), New Delhi and is an integrated service law firm focused on corporate laws. M/s R.P. Sehgal & Associates has immense knowledge and experience in dealing with matters relating to Company Law, Securities Law, inbound and outbound investment, Legal Due Diligence, Transaction documents, Joint Ventures, Foreign Collaborations, Technology Transfers, Mergers and Acquisitions, Listings and Capital Market Transactions. The partner, Shri R.P. Sehgal, have an experience of over 40 years in handling complex legal issues touching all most all aspects of Indian Corporate laws.

Shri R.P. Sehgal (FCS, LLB, CAIIB, M. Com, DLL) is a founder partner of the firm. He has distinguished exposure and more than four decades of experience in private equity, public offerings, preparation of

business plans, and advising on valuations. Before forming the firm, he was associated with various Corporate in Delhi and Punjab. He retired from PSU as a Company Secretary cum Addl GM and started practice as Company Secretary in 2015 and liaising work with different government partners in the name and style of M/s R.P Sehgal and Associates.

Shri R.P Sehgal, Partner of M/s R.P. Sehgal & Associates, has given his consent to act as Secretarial Auditors of the Company and confirmed that his appointment, if approved would be within the prescribed limits and that he is not disqualified to be appointed as Secretarial Auditor in terms of provisions of the Act & Rules made thereunder and SEBI (LODR) Regulations, 2015.

Save and except the above, none of the other Directors, Key Managerial Personnel and/or their relatives, is/are interested or concerned, financially or otherwise in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the Resolution as set out in the accompanied Notice of 39th AGM for approval of the shareholders by way of Ordinary Resolution.

ITEM NO 10: - TO RATIFY THE REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR 2025-26.

The Board has approved the appointment of M/s R.M. Bansal & Co., Cost Accountant as the Cost Auditors of the Company based on the recommendation of the Audit Committee to conduct the audit of the Cost Records of the Company for the FY 2025-26 at a Total Fees of Rs.1,12,100/- (Fees Rs.80,000/- plus Rs.15,000/- out of pocket expenses plus GST @18% on the Gross Amount of Rs.95,000/-) at the same rates, terms & conditions for the FY 2024-25.

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

None of the Directors, Key Managerial Personnel and/or their relatives, is/are interested or concerned, financially or otherwise in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the Resolution(s) as set out in the accompanied Notice for approval of the Shareholders by way of Ordinary Resolution.

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

**(RATAN MANI SUMIT)
COMPANY SECRETARY**

Place: New Delhi

Date: 30.09.2025

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT AT THE ANNUAL GENERAL MEETING AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015 AND SECRETARIAL STANDARD- II ON GENERAL MEETINGS.

NAME OF DIRECTOR	A. ROBERT J. RAVI	ALOK SHUKLA	VISHWAS PATHAK	DEEPIKA MAHAJAN	SUDHAKARARAO PAPA
DIN	10095013	10849459	00093771	09408802	10801670
Date of Birth & Age	21/09/1969 (55 years)	24.12.1966 (58 years)	10.09.1965 (58 years)	04.04.1966 (58 years)	27.02.1970 (55 years)
Date of Appointment (Initial)	15.07.2024	30.01.2025	15.04.2025	15.04.2025	09.05.2025
Experience in Specific Functional area	Brief Profile Attached				
Qualification	B.Tech. in Electronics and Communications and MBA in International Relations	B.Sc. and B.Tech. (Electronics and Communications) from University of Allahabad	M.Com, LLB, FCS	M.A, LLB	B.E. in Electronics & Telecommunications, Post-Graduation in Public Policy & Management from the Indian Institute of Management (IIM), Bangalore and a course on Policy in International Comparative Perspective conducted by Maxwell School of Citizenship & Public Affairs, Syracuse University, USA
Nature of expertise in specific functional area	Telecommunications	Administrative, Management & Technical Field	Management, Legal	Legal	Telecommunications
Skills and	Being a Government Company, the Directors were identified and shortlisted by the				

capabilities required for the role and the manner in which the proposed person meets such requirements	Government of India as per order issued by the Department of Telecommunications, Ministry of Communications, Government of India.				
Listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years.	MTNL Further, He has not resigned in any Listed Company in past three years.	MTNL Further, He has not resigned in any Listed Company in past three years.	MTNL Further, He has not resigned in any Listed Company in past three years.	MTNL Further, She has not resigned in any Listed Company in past three years.	MTNL Further, He has not resigned in any Listed Company in past three years
Chairman (C) / Member (M) of the Audit & Stakeholder Relationship Committee across all Public Companies	NIL	Chairman & Member - Stakeholder Relationship Committee	Chairman & Member - Audit Committee MTNL & Member - Stakeholder Relationship Committee	Member - Audit Committee MTNL & Member - Stakeholder Relationship Committee	NIL
No. of Shares held in MTNL (Self and as a Beneficial Owner)	NIL	NIL	NIL	NIL	NIL
Number of meetings of the Board attended since the date of Appointment	5/5	3/3 (Was appointed Govt. Nominee Director w.e.f. 30.01.2025)	2/2 (Was re-appointed as Independent Director w.e.f. 15.04.2025)	2/2 (Was re-appointed as Independent Director w.e.f. 15.04.2025)	2/2 (Was appointed as Director (Technical) w.e.f. 09.05.2025)
Disclosure of inter-se Relationship with other Directors or KMP of the Company	NIL	NIL	NIL	NIL	NIL
Sitting fee to be payable	No Sitting fees is payable.	No Sitting fees is payable.	Sitting fees is payable.	Sitting fees is payable.	No Sitting fees is payable.
Terms and Conditions of	As per the letter(s) issued by the Department of Telecommunications, Ministry of Communications, Government of India, for the appointment of respective individuals.				

Appointment	
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BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015.

1. Shri A. Robert J. Ravi, CMD

Name of the Service: Indian Telecom Service (ITS)

Post Held in Substantive Grade: SAG from 28.08.2017; NFU HAG from 03.11.2020

Academic Profile:

- B.Tech. in Electronic & Communications from Pondicherry University (1st Rank Holder (Gold Medalist/Outstanding)
- Master in Business Administration (MBA) in International Relations from Pondicherry University

Key Works and Publications:

- I. Development of - Connecting Smart Districts
- II. Research on Mobile coverage using Cell on Balloons and Cell on Wings using drones.
- III. Other Research Projects
 - a. AI based Pilot project for Malaria eradication;
 - b. Project for Capturing the RF coverage across the country;
 - c. Project for mobile coverage of uncovered villages using balloon; and
 - d. Pilot project for emergency communications using drones.
- IV. Lectured and had presented papers on Duct Layouts for Broad Band deployment in Metros at Chicago, USA.
- V. On Broad Band deployment in Africa at Boston Digital, Boston, USA at BICCI, Dubai
- VI. "Creating New telecom Scenarios" in LIBYA Telecom.
- VII. Research on FTTH solutions for the developing countries. African continent for KIPCO Kuwait.
- VIII. Research on Telecom Scenario in Lebanon and Syria for Bolyston Consulting Company USA.
- IX. E-Strategy in Kuwait 'e-governance projects' for TRANSAT HOLDING USA.
- X. Software development for Network management System for EWSD system for TELSTRA.

International/National Awards:

- I. Excellence in work – Appreciation Award – from Republic of Uganda.
- ii. Part of the DoT team that won the 'Best Emergency Response of the year' award 2020, Certificate of Achievement – CISO SUMMIT AWARDS INDIA;
- iii) Outstanding performance Award – Awarded with "Vishisht Sanchar Seva Padak" Award in BSNL Tamil Nadu circle in recognition of the works in Marketing, Enterprise Business and Broadband Networks; and
- iv) Appreciation – Designed and implemented the First FTTH network in the Middle East in TCIL.

International/National Level Scientific Paper Published:

- I. Published a number of papers – "Communication systems using TCP/IP"; "Telephony from Space", Neural Networks", and AI for Fraud detection techniques in switches" and "Tetrahedral Shield".
- ii. IEEE Convergence paper – "Regulatory issues in a converged era";

- iii. All Indian Stack.

Patents:

- i. Patent pending in emergency response for people tracking movement.

Experience:

- i. FTTH Expert;
- ii. Broadband Networks;
- iii. E-Strategy and e-Governance;
- iv. AI Platform development;
- v. Projects related to Mobile, FTTH, OTN, digital switches, ICT, RF Coverage; COVID; Consumer base etc;
- vi. Regulatory experience;
- vii. Consultancy experience
- viii. Policy development
- ix. Project design and implementation;
- x. Programme development;
- xi. New technology switches and transmission systems; and
- xii. Standardizations.

Key Achievement:

- i. As Chief Technology Officer in Govt. of Tamil Nadu was instrumental in bring out the State's 'DIGITAL TRANSFORMATION' Policy.
- ii. As Dy. Director General (Tech), currently working on the following pilot projects:
 - a. AI based Pilot project for Malaria eradication;
 - b. Project for Capturing the RF coverage across the country and development of the RF coverage portal for DoT;
 - c. Project for mobile coverage of uncovered villages using balloons;
 - d. Pilot project for emergency communications using drones; and
 - e. Establishment of a consumer portal for The Telecom Analytics for Fraud management and Consumer Protection.
- iii. As part of the Covid-19 mitigation, alongwith State Govt, designed and managing the portal for tracking the infected persons live and Tracking quarantined people and ensure they are within designated perimeter (Geo-fencing). Also presently working on an experimentation project for assessing population at risk in areas of Covid-19 outbreak; Monitor public spaced like market areas and identify whether any Covid-19 infected or quarantined person have visited the area; Retrace infected persons who have come in contact with infected persons; and Geo-fence quarantined locations to ensure no entry or exit of people.
- iv. As Advisor to the Government of Uganda, launched the Digital Uganda Vision programme and the Broadband policy. Provided policies on ICT manufacturing policy; Spectral policy; Policy of postcode; infrastructure sharing; broadband; Universal Services Obligations; WiFi and Smart city. Was associated with the launch of 'OTT-TAX' at Uganda.
- v. As Advisor, TRAI; was monitoring the performance of Telecom Service providers through various Quality of Service Regulations/Directions/Guidelines and to set the relevant parameters. Key achievements include: -
 - a. Release of "Green Telecom Report" which was accepted by the government;

- b. Released key consumer centric regulations;
 - c. Released the unsolicited commercial communications regulations and the associated portal;
 - d. Released Regulations on Mobile Data Services;
 - e. Brought out Study Paper on “EMF Radiation”; Telecom for Disability”; Consultation paper on Over the Top services and Technical paper on Call Drops;
 - f. Commissioned an online analytical portal for Quality of service; for data speeds and portraying RF drive tests;
 - g. Developed App for Unsolicited Commercial communications and for data speeds; and
 - h. Brought out consultation paper on Cloud Computing.
- vi. As Additional GM, BSNL, Chennai/Pondicherry.
- a. Functioned as Consultant for a number of Business projects and proposals for BSNL clients;
 - b. Designed and developed the Integrated Communication Network for the Pondicherry University, a state of the Art integrated network for VoIP/SIP/OFC/WIFI etc.;
 - c. Designed and developed the Pondicherry State Wide Area Network an integrated WAN project for the State of Pondicherry;
 - d. Designed and commissioned the MPLS VPN networks for for various banks;
 - e. Designed and commissioned e-Examination project for ANNA University Tirunelveli.
 - f. Achieved the best circle award for Enterprise Business towards achieving the target.
- VII. Was awarded with “Vishisht Sanchar Seva Padak” in Tamil Nadu circle in recognition of my works in Marketing, Enterprise Business and Broadband.
- VIII. As Chief Engineer, TCIL, Kuwait
- a. Was a Chief Consultant for TRANSAT Holding, USA in e-Gov projects in the Middle East – Kuwait.
 - b. Was a Consultant for “THE BROAD BAND PROJECT” IN KUWAIT. Work involves identifying the technology, cost economics calculations etc for the entire state of Kuwait. Preparing clear road map for Broad Band services deployment in Kuwait.
 - c. Was also the lead consultant for developing the e-strategy in Kuwait viz e-governance solutions for Kuwait;
 - d. Commissioned the first fibre to the Desk solutions in the Middle East (3500 users) for Public Institutions for social security in Kuwait;
 - e. Commissioned the first OTN (Open Transport Network) viz., Transportation of Voice, data, video over fibre on single AN for Kuwait National Petroleum Corporation (KNPC) and Joint Operations, Wafra apart from executing various fibre projects.
 - f. Was a team leader for design, development and implementation of Multimedia Communication Systems (an integrated telephony, data and video communication system adapted to the specific needs of ISPs, Telecoms or other wide area IP service providers in the area of standards compliance, gatekeeper, reliability, charging, customer care and interoperability with circuit switched communication networks};
 - g. Executed fiber optic laying and termination project for KNPC, Joint Operations Wafra, Middle East Telecommunications Company, Kuwait;
 - h. Completed fiber projects for national bank of Kuwait which includes back bone ATM with storages.
 - i. Expansion of Siemens Switch and Expansion of Nokia Optical Line Multiplexers for Joint Operations Wafra; and
 - j. Designed and executed the first fiber to the home solutions in the Middle East, designed from paper till execution, culminating in the design of the first TCIL-FIBERNET solution;
- ix. As TCIL Project Engineer, Comoros Island

- a. Carried out installation and commissioning of OCB – 283 telecom exchanges along with Transmission media, OFC system at Moroni and OFC system as Comoros Island.
- b. Works involved linking of two sites TO the main land on fiber/microwave, commissioning of 7Ghz and 2Ghz systems.
- x. As Deputy General Manager/Telecom District Manager DoT, Tamil Nadu Circle:
 - a. Introduced the ISDN services for the first time in the Tamil Nadu Circle.
 - b. Developed the subscriber management software, a single window software which handled from the stage of issue of telephone applications and up to provision of demand note including on-line bill payments throughout the SSA.
 - c. Computerized billing was first of its kind introduced in a SSA during that time.
 - d. Developed and implemented External Plant Software tool.
 - e. Introduced the C7 link for increased traffic.
 - f. Designed an effective software tool for fault finding and localization in external network plant, fault reporting system and complete online automation of all client/server database over the SSA.
- xi As Divisional Engineer (Installation), Tamil Nadu circle
 - a. Installed and commissioned all new technology switches viz. AXE (Ericsson), EWSD (Siemens) and OCB (Alcatel) in Tamil Nadu circle. The first set of all new technology switches in the circle were commissioned by me.
 - b. Work involved commissioning of the switches with the associated software and centralized OMC software installed for the exchanges.
 - c. Was associated in the telecom software development for creation of various client specific blocks. Assisted in the final software development for the Network Management System (EWSD) along with TELSTRA for centralized control of exchanges in South India. Developed software for store management, auto creation of remote switching units, traffic monitoring tools for AXE and EWSD systems.
 - d. Editor of a bi-monthly technical journal “ACCESS POINT”.
 - e. Developed the software “Creation of Exchanges” for auto creation of exchanges. (CHILL/PLEXVIEW, Xtalk).
 - f. Designed and developed 3 dB micro-strip attenuators for microwave systems.
 - g. Developed a GPIB controller (based on BASIC, COBOL) for automatic measuring and monitoring of systems through various meters.

2. Shri Alok Shukla, Government Nominee Director

Shri Alok Shukla, belongs to the Indian Telecom Service (ITS) of 1988 batch. Presently, he is working as Senior Deputy Director General (Personal) in Department of Telecommunications, Government of India, New Delhi. He did B.Sc. and B.Tech (Electronics and Communications) from University of Allahabad. He has vast experience of more than 21 years in Planning, Operation and Maintenance of Long-distance Telecommunication Network and has held senior positions in Department of Telecom (DoT) and Bharat Sanchar Nigam Limited (BSNL). He has also worked for more than a decade, holding various positions, in Unique Identification Authority of India (UIDAI).

3. Shri Vishwas Pathak, Independent Director

A corporate management professional with hands-on experience in private and public sector, serving on the boards of various corporates in verticals such as infrastructure, manufacturing, telecom, aviation, web & print media, power generation, transmission & distribution and banking.

Present Assignments:

- ◆ Independent Director & Chairman - Audit Committee of MSEB Holding, Mahagenco, Mahatransco and Mahadiscom (Aug 2022 - Present)
- ◆ Independent Director, Mahanagar Telephone Nigam Limited (2021-Present)
- ◆ Advocate, Bar Council of Maharashtra & Goa.
- ◆ Independent Corporate Management Professional running his own corporate management consultancy firm Zeromile Consultants Private Limited.

Past Experience:

- ◆ Headed business operations, capital markets, corporate affairs, legal, risk management, corporate governance, mergers & acquisition, demergers, company/asset valuation, FEMA and corporate laws functions in various corporates.
- ◆ Represented before various regulatory authorities in financial world.
- ◆ Addl. PS to the Hon'ble Minister of State for Railways, Coal & Mines (2021-2022).
- ◆ Independent Director & Chairman - Audit Committee of MSEB Holding, Mahagenco, Mahatransco and Mahadiscom (2015 - 2020)
- ◆ Managing Director of Bharati Web Private Limited, News Portal.
- ◆ Managing Director of Shri Narakesari Prakashan Ltd, a Daily Tarun Bharat.
- ◆ Managing Director of Sugar & Power Plant Company.
- ◆ Independent Director, GTL Infrastructure Limited, Passive Telecom Tower Company.
- ◆ Managing Director of Indamer Aviation Private Limited, MRO Company.
- ◆ Advisor to Nestler Limited, Industrial Boiler Manufacturing Company.
- ◆ Founder - Lexcorp Advisory Services Pvt Ltd, corporate advisory firm (2004 – 2009)
- ◆ Past Member of Disciplinary Committee of Bar Council of Maharashtra and Goa.
- ◆ Participated on the Boards of various listed and un-listed companies.

Personal:

- ◆ Born on 10th September 1965.
- ◆ M. Com., LLB., FCS (Fellow Member of the Institute of Company Secretaries of India)
- ◆ Written over 400 Articles on various subjects.
- ◆ Authored Book "Vishwasmat" and books on Energy Sector such as "Radiant Maharashtra", "Ujwal Maharashtra", "Sanwaad Yatra", "Uday Ujwal Maharashtra Uday Navin Bharatacha"

4. Ms. Deepika Mahajan, Independent Director

1	Name	Deepika Mahajan
2	Date of birth	04.04.1966
3	Residential Address	House No. 50, 2 nd Extension Trikuta Nagar, Jammu. UT of Jammu & Kashmir
4	Official Address	High Court of Jammu & Kashmir and Ladakh at Jammu
5.	Chamber	Khullar Market near BJP Office Trikuta Nagar Jammu
6.	Education qualification	MA L.L.B
7.	Practising Experience at the bar	More Than Thirty Years standing at Bar, Practising at the BAR of the High Court & the courts subordinate to it. Practising both in Original & Appellate side in Constitutional, Civil, Criminal & claim cases
8.	Penal lawyer	Appointed as panel lawyer for J&K High Court Legal Services w.e.f. 16/1/2017 till date
9.	Panel Lawyer for High court	Appointed by High Court of J&K and Ladakh at Jammu for conducting cases /RTI cases for and against the High Court or

		Subordinate Courts before Hon'ble High Court at Jammu, vide order dated 10/11/2022
10.	Standing counsel	National Medical Commission w.e.f. 14 /02 /2017
11.	Appointed Arbitrator	Appointed Arbitrator by the HON'BLE the CHIEF JUSTICE of High Court J&K and Ladakh and conducting arbitrations
12.	Member of GSSHWC of High Court	The Gender Sensitization and Sexual Harassment of Women At Workplace Committee Constituted by The Hon'ble High Court of Jammu & Kashmir And Ladakh under the chairmanship of Hon'ble Judge of High Court
13.	Ex- Director of Bank	Remained director of The Citizens' Co-Cooperative Bank Ltd. Jammu w.e.f. 26 th Aug. to 9 th Dec. 2021
14.	Central Govt standing counsel	Appointed by the Hon'ble President of India as Central Govt. Standing counsel for defending the cases of Armed, Belt forces , Accountant General etc. filed before the Hon'ble High Court from 2000 to 2014
15.	Deputy Advocate General	Appointed on 17/03/2016, as Deputy Advocate General by the then His Excellency Governor during Governor Rule in Union Territory
16.	Reported judgements	Approximately more than 108 judgments published in different law journals
17.	Extra Curricular Activity	Recipient of President Award National Player of Badminton

5. Shri Sudhakararao Papa, Director (Technical)

Shri Sudhakararao Papa is the Director (Technical) in MTNL. He is an alumnus of Andhra University College of Engineering, Visakhapatnam holding a Bachelor of Engineering degree in Electronics & Telecommunications. His professional journey began in the Department of Telecommunications as an Assistant Divisional Engineer Telecom in February 1996, after qualifying for the Indian Engineering Services (IES) as an ITS in 1994. His professional enhancements include a Post-Graduation in Public Policy & Management from the Indian Institute of Management (IIM), Bangalore and a course on Policy in International Comparative Perspective conducted by Maxwell School of Citizenship & Public Affairs, Syracuse University, USA. With an extensive 28 years career, he has been dedicated to planning, developing and operating a diverse range of telecom networks, showcasing proficiency in the latest technologies. His professional portfolio includes over 20 years in Service Delivery, Customer Relationship Management, Operations, Team Management and Business Development across various verticals within BSNL. He has contributed to upgrading and managing various telecom networks including Basic, Wireless and Cellular services, overseeing 5.5 million working lines across BSNL, TN, J&K, AP, NE1 and TS Circles. He played a pivotal role in planning and executing various GSM Expansion Projects comprising over 5 million lines (2G/3G/4G) with a CAPEX of approximately 1500 Crs. He spearheaded the launch of 3G and 4G services in AP and TS Circles under Ph.VII & Ph.VIII.4 Projects. Noteworthy achievements include leading as the BA Head for over 10 years streaming telecom operations, achieving continuous positive sales growth and receiving the Best Business Area award in Enterprise Business CM and CFA segments. He submitted a thesis on Benchmarking of Cellular Mobile Telecom Services using the Cellular Customer Satisfaction Index (CCSI) Model. An implementation in the Indian Cellular Industry. Additionally, he presented papers on topics such as Corporate Governance issues in privatising state-owned telecom operations and Strategic Management of Organization (a case study of BSNL) as part of his Public Policy course. In recognition of his dedication and excellence, he received the **SANCHAR SEVA PADAK AWARD** in 2001-02.