

MAHANAGAR TELEPHONE NIGAM LIMITED

(A GOVERNMENT OF INDIA ENTERPRISE) CIN L32101DL1986GOI023501

Registered and Corporate Office: Mahanagar Doorsanchar Sadan 5th Floor, 9 CGO Complex, Lodhi Road, New Delhi - 110 003. Tel: 011-24319020, Fax: 011-24324243, Website: www.mtnl.net.in /www.bol.net.in

> MTNL/SECTT/SE/2021 November 15, 2021

The Listing Department, Bombay Stock Exchange (BSE) National Stock Exchange (NSE) OTCIO

Ref: BSE Scrip Code: 500108/ NSE Symbol: MTNL/ OTCIQ Symbol: MTENY

SUB: ADDENDUM TO NOTICE OF 35TH AGM OF MTNL -

Dear Sir.

This has reference to our letter of even no dated 28.10.2021. As intimated to you vide our aforesaid letter, MTNL had issued Notice of 35th AGM to the shareholders by E-mail.

After the issue of Notice of ACM on 28.10.2021, Shri Vishwas Pathak, Shri Sarv Daman Bharat Smt. Deepika Mahajan and Shri Yogesh Kumar Tamrakar were appointed as an Additional Directors of the Company to hold office as Independent directors w.e.f. 12.11.2021 (and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013) pursuant to the appointment conveyed by the President of India vide Department of Telecommunications, Ministry of Communications & IT letter No. E-5-3/2018-PSA dated 01.11.2021.

In view of the above, MTNL has proposed following Resolution (Item no. 12 to 15) to be approved by the Shareholders by ordinary resolution in its 35th AGM to be held on 25.11.2021.

- 12. APPOINTMENT OF SHRI VISHWAS PATHAK (DIN 00093771), NON OFFICIAL INDEPENDENT DIRECTOR OF THE COMPANY:
- 13. APPOINTMENT OF SHRI SARV DAMAN BHARAT (DIN 09393017), NON OFFICIAL INDEPENDENT DIRECTOR OF THE COMPANY:
- 14. APPOINTMENT OF SMT. DEEPIKA MAHAJAN (DIN 06768620), NON OFFICIAL INDEPENDENT DIRECTOR OF THE COMPANY:
- 15. APPOINTMENT OF SHRI YOGESH KUMAR TAMRAKAR (DIN 00070734), NON OFFICIAL INDEPENDENT DIRECTOR OF THE COMPANY:

The Addendum to the Notice of 35th AGM has been sent to all the Shareholders having email id and also uploaded on Company's website (www.mtnl.net.in) and CDSL (www.evotingindia.com). The Addendum to the Notice of AGM shall form an integral part of the Notice dated 28th October, 2021 circulated to the members of the Company.

Kindly take note of the same.

Thanking You,

Yours faithfully

(S.R. Hayal)

Company Secretary

Encl: Addendum to the Notice of 35th AGM



MAHANAGAR TELEPHONE NIGAM LIMITED

(A GOVERNMENT OF INDIA ENTERPRISE)

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

ADDENDUM TO THE NOTICE OF 35TH ANNUAL GENERAL MEETING DATED 15.11.2021

MAHANAGAR TELEPHONE NIGAM LIMITED ("the Company") had issued Notice dated 28th October, 2021 ("AGM Notice") for convening of the 35th Annual General Meeting ("AGM") of the members of the Company scheduled to be held on Thursday, November 25, 2021 at 11.30 A.M. through Video Conferencing (VC)/Other Audio Visual Means (OVAM).

The 35th AGM Notice has already been sent on 29.10.2021 by Email to the Members who have registered their e-mail address with the Company or with their respective Depository Participant (DP).

The Addendum to the Notice of AGM containing Resolution no. 12 to 15 shall form an integral part of the Notice dated 28th October, 2021 circulated to the members of the Company.

Accordingly, all the concerned Shareholders, Stock Exchanges, Depositories, Registrar & Transfer Agent, Agencies appointed for E-Voting, Other Authorities, Regulators and all other Concerned Persons are requested to take note of the same.

Place: New Delhi Date: 15.11.2021

By order of the Board

Registered Office:

For Mahanagar Telephone Nigam Limited

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

> (S.R. Sayal) Company Secretary



12. APPOINTMENT OF SHRI VISHWAS PATHAK (DIN - 00093771), NON OFFICIAL 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 an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 & 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment & Qualification of Directors) Rules, 2014, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Vishwas Pathak (DIN - 00093771) who has been nominated as an Non - Official Independent Director by the President of India vide DoT letter no. E-5-3/2018-PSA dated 01.11.2021 and was appointed by the Board of Directors as an Additional Director on the Board of the Company of the Company w.e.f. 12.11.2021 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and Article 66(D) of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from the Director himself proposing his candidature for the office of Director of the Company and has consented to act as an Non-Official Independent Director of the Company be and is hereby appointed as an Non Official Independent Director of the Company."

"RESOLVED FURTHER THAT appointment of Shri Vishwas Pathak (DIN – 00093771) (who meets the criteria for independence as provided in Section 149(6) of the Act) shall act as an Non Official Independent Director of the Company not liable to retire by rotation for a term of three years commencing from the date of joining i.e. 12.11.2021 to 11.11.2024 or until further orders of Government of India, whichever is earlier".

13. APPOINTMENT OF SHRI SARV DAMAN BHARAT (DIN - 09393017), NON OFFICIAL 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 an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 & 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment & Qualification of Directors) Rules, 2014, and the

applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Sarv Daman Bharat (DIN - 09393017), who has been nominated as an Non – Official Independent Director by the President of India vide DoT letter no. E-5-3/2018-PSA dated 01.11.2021 and was appointed by the Board of Directors as an Additional Director on the Board of the Company of the Company w.e.f. 12.11.2021 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and Article 66(D) of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from the Director himself proposing his candidature for the office of Director of the Company and has consented to act as an Non-Official Independent Director of the Company be and is hereby appointed as an Non-Official Independent Director of the Company."

"RESOLVED FURTHER THAT appointment of Shri Sarv Daman Bharat (DIN - 09393017), (who meets the criteria for independence as provided in Section 149(6) of the Act) shall act as an Non Official Independent Director of the Company not liable to retire by rotation for a term of three years commencing from the date of joining i.e. 12.11.2021 to 11.11 .2024 or until further orders of Government of India, whichever is earlier".

14. APPOINTMENT OF SMT. DEEPIKA MAHAJAN (DIN - 06768620), NON OFFICIAL 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 an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 & 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment & Qualification of Directors) Rules, 2014, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Smt. Deepika Mahajan (DIN - 06768620), who has been nominated as an Non – Official Independent Director by the President of India vide DoT letter no. E-5-3/2018-PSA dated 01.11.2021 and was appointed by the Board of Directors as an Additional Director on the Board of the Company of the Company w.e.f. 12.11.2021 and who holds office upto the date of this Annual General Meeting in terms

of Section 161 of the Companies Act, 2013 and Article 66(D) of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from the Director herself proposing her candidature for the office of Director of the Company and has consented to act as an Non-Official Independent Director of the Company be and is hereby appointed as an Non-Official Independent Director of the Company."

"RESOLVED FURTHER THAT appointment of Smt. Deepika Mahajan (DIN - 06768620), (who meets the criteria for independence as provided in Section 149(6) of the Act) shall act as an Non Official Independent Director of the Company not liable to retire by rotation for a term of three years commencing from the date of joining i.e. 12.11.2021 to 11.11.2024 or until further orders of Government of India, whichever is earlier".

15. APPOINTMENT OF SHRI YOGESH KUMAR TAMRAKAR (DIN - 00070734), NON OFFICIAL 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 an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 & 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment & Qualification of Directors) Rules, 2014, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Yogesh Kumar Tamrakar (DIN - 00070734), who has been nominated as an Non - Official Independent Director by the President of India vide DoT letter no. E-5-3/2018-PSA dated 01.11.2021 and was appointed by the Board of Directors as an Additional Director on the Board of the Company of the Company w.e.f. 12.11.2021 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and Article 66(D) of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from the Director himself proposing his candidature for the office of Director of the Company and has consented to act as an Non-Official Independent Director of the Company be and is hereby appointed as an Non Official Independent Director of the Company."



"RESOLVED FURTHER THAT appointment of Shri Yogesh Kumar Tamrakar (DIN - 00070734), (who meets the criteria for independence as provided in Section 149(6) of the Act) shall act as an Non Official Independent Director of the Company not liable to retire by rotation for a term of three years commencing from the date of joining i.e. 12.11.2021 to 11.11.2024 or until further orders of Government of India, whichever is earlier".

Place: New Delhi Date: 15.11.2021

By Order of The Board

Registered Office:

For Mahanagar Telephone Nigam Limited

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

> (S.R. Sayal) Company Secretary

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

ITEM NO. 12, 13, 14 & 15. APPOINTMENT OF SHRI VISHWAS PATHAK (DIN 00093771), SHRI SARV DAMAN BHARAT (DIN 09393017), SMT. DEEPIKA MAHAJAN (DIN 06768620) AND SHRI YOGESH KUMAR TAMRAKAR (DIN 00070734), INDEPENDENT DIRECTOR OF THE COMPANY:

Shri Vishwas Pathak, Shri Sarv Daman Bharat, Smt. Deepika Mahajan and Shri Yogesh Kumar Tamrakar were appointed as an Additional Directors of the Company to hold office as Independent directors w.e.f. 12.11.2021 (who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013) pursuant to the appointment conveyed by the President of India vide Department of Telecommunications, Ministry of Communications & IT letter No. E-5-3/2018-PSA dated 01.11.2021. The term of all four Independent Directors will be for a period of three years from their respective date of appointment or until further orders of the

Government of India whichever is earlier. Pursuant to Section 149(13) of the Companies Act 2003, these directors shall not be liable to retire by rotation.

In view of their domain knowledge and vast experience, the association of Shri Vishwas Pathak, Shri Sarv Daman Bharat, Smt. Deepika Mahajan and Shri Yogesh Kumar Tamrakar will be highly beneficial for the Company.

The above directors have given a declaration to the Board that they meet with the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under Regulation 16(1)(b) of SEBI(LODR), Regulations 2015 and have also given their consent to act as directors.

The Company has received notice(s) in writing under Section 160 of the Act from Shri Vishwas Pathak, Shri Sarv Daman Bharat, Smt. Deepika Mahajan and Shri Yogesh Kumar Tamrakar proposing their candidature for the office of director(s) of the Company.

Brief resume of Shri Vishwas Pathak, Shri Sarv Daman Bharat, Smt. Deepika Mahajan and Shri Yogesh Kumar Tamrakar, nature of their expertise in specific functional areas and name of other companies in which they hold directorship and Memberships/Chairmanships of Board Level Committees and relationship between directors inter-se as stipulated under Listing Regulations is annexed to the Notice.

The letter containing the terms and conditions of appointment of above director(s) as Independent directors and all the relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to mtnlcsco@gmail.com.

Shri Vishwas Pathak, Shri Sarv Daman Bharat, Smt. Deepika Mahajan and Shri Yogesh Kumar Tamrakar do not hold any shares in the Company in either their individual capacity or as beneficiary. Additional information of all the four Independent Directors, pursuant to the SEBI (LODR) Regulations, 2015 and the Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, has also been provided in the Notice.



Shri Vishwas Pathak, Shri Sarv Daman Bharat, Smt. Deepika Mahajan and Shri Yogesh Kumar Tamrakar are interested in their respective resolution(s) as set out at Item nos. 12, 13, 14 & 15 respectively of the Notice, pertaining to their appointment.

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 resolutions 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.

Place: New Delhi

Date: 15.11.2021

By order of the Board

Registered Office:

For Mahanagar Telephone Nigam Limited

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

> (S.R. Sayal) Company Secretary



ANNEXURE TO THE NOTICE

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

Name of Director	Shri Vishwas Pathak	Shri Sarv Daman Bharat	Smt. Deepika Mahajan	Shri Yogesh Kumar Tamrakar
DIN	00093771	09393017	06768620	00070734
Date of Birth	10.09.1965	26.12.1955	04.04.1966	11.11.1964
Date of Appointment	12.11.2021	12.11.2021	12.11.2021	12.11.2021
Experience in Specific Functional Area	RESUME ATTACHED	RESUME ATTACHED	RESUME ATTACHED	RESUME ATTACHED
Qualification	M.Com, LLB, FCS	B.COM.,M.A.(Econo mics), LL.B., Diploma on Project Planning Evaluation & Control.	M.A, LL.B	B.COM, Certification in Industrial Management
Nature of Expertise in specific functional area	Management	Management	Legal	Management
List of outside Directorships (Public Companies and Subsidiary of Public Companies including Listed Entities)	NIL	NIL	NIL	1. VINDHYA BOARDS PVT LTD 2.YOGI BUILDERS PVT LTD 3.KISMET MERCHANDISE PVT LTD

Chairman (C)/Member (M) of the Audit &	NIL	NIL	NIL.	NIL		
Stakeholder Relationship Committee across Public Companies.						
No. of Shares held in MTNL by Self and Beneficial Owner as on 31.03.2021	NIL	NIL.	NIL.	NIL		
Attendance in Board Meeting in the Financial Year 2020-21	NOT APPLICABLE (JOINED AS INDEPENDEN T DIRECTOR ON 12.11.2021)	NOT APPLICABLE (JOINED AS INDEPENDENT DIRECTOR ON 12.11.2021)	NOT APPLICABLE (JOINED AS INDEPENDEN T DIRECTOR ON 12.11.2021)	NOT APPLICABLE (JOINED AS INDEPENDENT DIRECTOR ON 12.11.2021)		
Relationship between Directors inter-se	NONE	NONE	NONE	NONE		
Terms and Conditions of Appointment along with details of Remuneration sought to be Paid and Remuneration last drawn by such Person	The above Directors were appointed as Additional Directors of the Company to hold office as Independent directors w.e.f. 12.11.2021 pursuant to the appointment conveyed by the President of India vide Department of Telecommunications, Ministry of Communications & IT letter No. E-5-3/2018-PSA dated 01.11.2021. The term of all four Independent Directors will be for a period of three years from their respective date of appointment or until further orders of the Government of India whichever is earlier. Pursuant to Section 149(13) of the Companies Act 2003, these directors shall not be liable to retire by rotation. An Independent Director is also entitled to receive Sitting fees for attending the Meetings of the Board of Directors and of the Committees in there of which he/she is a Member.					



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

(1) Shri Vishwas Pathak

Born on 10th September, 1965, Shri Vishwas Pathak has done M. Com., LLB., FCS (Fellow Member of the Institute of Company Secretaries of India) .Shri. Vishwas Pathak is 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 and banking. Shri. Vishwas Pathak has written over 400 Articles on various subjects. He has Authored Book "Vishwasmat" and books on Energy Sector such as "Radiant Maharashtra", "Ujwal Maharashtra", Sanwaad Yatra", "Uday Ujwal Maharashtracha Uday Navin Bharatacha". He is engaged in Social and Political activities as under:-Spokesperson and In-charge - State Economic Cell, Industry Cell and Trade Cell for Maharashtra State Bhartiya Janata Party (BJP). (Since June 2021), Media Head for Maharashtra State Bhartiya Janata Party (BJP). (June 2020 – June 2021) ,Spokesperson for Maharashtra State Bhartiya Janata Party (BJP). (Since 2015) ,Convener for Bhartiya Janata Party (BJP) Vision Document 2014 and 2019 for Maharashtra., Media Member of Central Policy Making Committee under Shri. Nitin Gadkari, Former BJP President. (2011) ,Advisor to Minister Energy & State Excise for Maharashtra. (2015 – 2019) ,Director & Chairman, Audit Committee of MSEB Holding Company Limited (2015 -2020).

2. Shri Sary Daman Bharat

Born on 20th December, 1955, Shri. Sarv Daman Bharat has done B.Com. M.A. (Economics), LL.B., Diploma in Project Planning Evaluation & Control. Shri. Sarv Daman Bharat is Former State President Bharat Vikas Parishad Punjab and also a National Executive Member. State Gen. Sec. Laghu Udyog Bharti (LUB) for 8 years & Presently National Secretary Laghu Udyog Bharti. He is engaged in the business of Small-Scale Industrial unit since 1977. He has held one position or the other in various Industrial Associations (Namely Patiala Industries Association, Small Scale Industries Association, Focal Point Industries Association, Patiala Chamber of Industries, etc.) from being an executive member to treasurer, general secretary, president, advisor or patron or Chairman. He is also actively associated with PHD Chamber of Commerce and Industry. Shri Sarv Daman Bharat also held the positions of: 1) Member Zonal Sales Tax Advisory Committee. 2) Member Small Scale Industries Development Board 3) Member State Council for Vocational Training 4) Member State Labour Advisory Board.



5) Presently Member State Level Advisory Board Industry and Commerce Govt. of Punjab.

3. Smt. Deepika Mahajan

Born on 04th April, 1966, Smt. Deepika Mahajan has done M.A, LL.B. Smt. Deepika Mahajan has more than twenty six years standing at Bar. Practising at the High Court of Jammu & Kashmir and the Courts subordinate to it. Practising both in Original & Appellate side in Constitutional Civil, Criminal & Claim Cases.Smt. Deepika Mahajan has also worked as Central Govt. Counsel for Union of India for more than 14 years w.e.f. 2000 to 2014. Smt. Deepika Mahajan has remained Govt. Advocate J&K High Court Jammu from 2009 to 2013 and dealt with many important Deptt. Of State of Jammu & Kashmir at Jammu: Consumer Affairs and Public Distribution Deptt., Tourism Deptt., Planning and Development Deptt., Ladakh Affairs Deptt., Deptt. Of Education, Forest and it's allied Deptts Agriculture & it's allied Deptt., Rural Development, Finance Departments and it's allied Department i.e. Sales Tax & Excise Tax School Education Department Hospitality & Protocol Department, Horticulture Department Labour and Employment etc.. Smt. Deepika Mahajan conducted all type of criminal cases pertaining to Distt. Udhampur, Kishtwar, Ramban, Samba & Kathua as Govt. advocate & as Dy. Advocate General.. She has been retained Lawyer of J&K High Court Legal Services Committee and standing Counsel adjudged the Moot National Medical Commission (NMC) organized by The Law School University of Jammu in Quarter/Semi.

4.Shri Yogesh Kumar Tamrakar

Born on 11 November 1964, Shri Yogesh Kumar Tamrakar has done Bachelor of Commerce Certification in Industrial Management. He is Involved in industrial working since the year 1983 with having experience in different fields like Ceramic Pipes, Pulp and Paper Industry (Kraft & Newsprint), Solar Power Plants, Warehousing, etc.He is State Vice President of Bhartiya Janta Party (BJP) Madhya Pradesh, State Incharge of Co-operative Society, BJP Madhya Pradesh, Zonal Member of ZRUCC, Western Railwa, Vice President of FMPCCI, Bhopal, Vice President of Saraswati Vidyapeeth, Satna (Residential School), Patron of Laghu Udyog Sangh, Bhopal, Saraswati Bal Kalyan Samiti, Satna, Yours Youth Friends Club, Satna, Olympics Association, Satna, State Member(Ex.) of MP State Electricity Regulatory Comm, Bhopal, LIC Zonal Executive Body, Bhopal, Aayog Mitra(Ex.) of MP State Human Rights Commission, Bhopal. Shri Yogesh Kumar Tamrakar has been honoured with the various types of Award as under:-Rashtriya Nirman Ratna Award, Delhi, 2003, Rashtriya Udyog Gold Award Delhi, 2005, Indra Gandhi Shiromani Award Delhi,

2010.Shri Yogesh Kumar Tamrakar has also been awarded with outstanding Achievement awards 2017-18 by then Hon'ble CM of Madhya Pradesh Shri Kamal Nath Ji for installing first advanced Solar Power Plant in Madhya Pradesh as well as India's first Solar Power Plant in Pulp and Paper Industry across India.