

**ANNEXURE V TO DIRECTORS' REPORT**
**FORM NO. MGT-9**
**EXTRACT OF ANNUAL RETURN**
**As on the Financial Year ended on 31<sup>st</sup> March, 2023**

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**REGISTRATION AND OTHER DETAILS:**
**CIN:** - L32101DL1986GOI023501

**Registration Date:-** 28<sup>th</sup> February, 1986

**Name of the Company:** -Mahanagar Telephone Nigam Limited

**Category/ Sub-Category of the Company:** - Government of India Enterprises

**Address of the Registered office and contacts details:** -Mahanagar Doorsanchar Sadan, 5<sup>th</sup> Floor, 9, CGO Complex, Lodhi Road, New Delhi-110003, Tel:- 011-24319020, Fax 011- 24324243

**Whether listed company Yes / No:** - Yes

**Name, Address and Contact details of Registrar and Transfer Agent, If any:** - M/s Beetal Financial and Computer Services (Pvt) Ltd., 3rd Floor, Beetal House, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110062, **Ph:**011-29961281-82, **Fax:**011-29961284, **Email ID:** beetalrta@gmail.com, beetal@beetalfinancial.com, **website:** www.beetalfinancial.com .

**PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business contributing 10% or more of the total turnover of the company shall be stated: -

S.No.	Name and Description of the main products/ services	NIC Code of the Product/services	% to total turnover of the company
1	Telecommunication Service	611&612	100%

**PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –**

S. No	Name and Address of the Company	CIN/GIN	Holding / Subsidiary/ Associate	% of Shares Held	Applicable Section
1	Mahanagar Telephone Mauritius Limited (MTML) MTML Square, 63, Cyber City, Ebene City, Mauritius	N.A.	Wholly Owned Overseas Subsidiary	100%	2 (87)
2	Millennium Telecom Ltd. (MTL) Room No. 4208, 4 <sup>th</sup> Floor Mahanagar Doorsanchar Sadan, 9 CGO Complex, Lodhi Road, New Delhi-110003.	U64200DL2000GOI333459	Wholly Owned Indian Subsidiary	100%	2 (87)

3	MTNL STPI IT Services Ltd. (MSITS), Mahanagar Doorsanchar Sadan, 5 <sup>th</sup> Floor, 9, CGO Complex, LodhiRoad, New Delhi-110003	U72901DL2006PLC148310	Joint Venture	50%	2(6)
4	United Telecommunications Ltd. (UTL) Triveni Complex, Putali Sadak, Kathmandu.	N.A.	Associate	26.68%	2(6)

### SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category of Shareholders	No. of Shares held at the Beginning of the Year i.e. 01/04/2022				No. of Shares held at the end of the Year i.e. 31/03/2023				% Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A) Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	0	0	0	0.00	0	0	0	0.00	0
b) Central govt/ State Govt(s)	354378740	0	354378740	56.25	354378740	0	354378740	56.25	0
Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0
e) Any Other	0	0	0	0.00	0	0	0	0.00	0
<b>Sub-Total (A) (1):-</b>	<b>354378740</b>	<b>0</b>	<b>354378740</b>	<b>56.25</b>	<b>354378740</b>	<b>0</b>	<b>354378740</b>	<b>56.25</b>	<b>0</b>
<b>(2) Foreign</b>									
a) NRIs- Individ- uals	0	0	0	0.00	0	0	0	0.00	0
b) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0
c) Bank/FI	0	0	0	0.00	0	0	0	0.00	0
d) Any Other	0	0	0	0.00	0	0	0	0.00	0
<b>Sub-Total (A) (2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>
<b>Total Sharehold- ing of Promoter (A)=(A)(1)+(A)(2)</b>	<b>354378740</b>	<b>0</b>	<b>354378740</b>	<b>56.25</b>	<b>354378740</b>	<b>0</b>	<b>354378740</b>	<b>56.25</b>	<b>0</b>
<b>B. Public Share- holding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	100	4400	4500	0.00	100	4400	4500	0.00	-0
b) Banks/FI/ Insur- ance Companies	86647076	2200	86649276	13.75	86647076	2200	86649276	13.75	0
c) Central Govt/ State Govt.	2500	0	2500	0.00	3500	0	3500	0.00	-0
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0
f) Foreign Fin Inst./ Banks/ Foreign Portfolio Investors	2283326	600	2283926	0.33	2954255	0	2954255	0.33	0
g) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0
h) Others(Specify)	0	0	0	0.00	0	0	0	0.00	0
(i)Stressed Asset	0	0	0	0.00	0	0	0	0.00	0
<b>Sub-Total (B)(1):-</b>	<b>88933002</b>	<b>7200</b>	<b>88940202</b>	<b>14.08</b>	<b>89604931</b>	<b>6600</b>	<b>89611531</b>	<b>14.08</b>	<b>-0</b>

Category of Shareholders	No. of Shares held at the Beginning of the Year i.e. 01/04/2022				No. of Shares held at the end of the Year i.e. 31/03/2023				% Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>2. Non Institutions</b>									
a) Bodies Corp. (Indian & Overseas)	7273320	6000	7279320	1.16	6690519	6000	6696519	1.06	-0.09
b) Individuals									
(i) Individual Shareholders holding nominal Share Capital Upto Rs. 2 lakh	100295367	60502	100355869	15.93	98835073	50735	98885808	15.70	-0.23
(ii) Individual Shareholders holding nominal Share Capital in excess of Rs. 2 lakh	59373560	0	59373560	9.42	61403326	49517	61452843	9.75	0.33
c) Others (Specify)									
Trusts	468990	0	468990	0.07	442980	0	442980	0.07	-0
Foreign Nationals	0	0	0	0.00	0	0	0	0.00	0
NRI & Foreign Corporate Bodies	2111875	0	2111875	0.34	1791595	600	1792195	0.28	-0.05
c-ii) Clearing Members	1119569	0	1119569	0.18	979906	0	979906	0.16	-0.02
HUF	8932481	0	8932481	1.42	9495202	0	9495202	1.51	0.089
<b>Sub-Total (B)(2):-</b>	<b>179575162</b>	<b>66502</b>	<b>179641664</b>	<b>28.51</b>	<b>179638601</b>	<b>106852</b>	<b>179745453</b>	<b>28.53</b>	<b>0.016</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>268508164</b>	<b>73702</b>	<b>268581866</b>	<b>42.60</b>	<b>269243532</b>	<b>113452</b>	<b>269356984</b>	<b>42.61</b>	<b>0.015</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>7039394</b>	<b>0</b>	<b>7039394</b>	<b>1.12</b>	<b>6264276</b>	<b>0</b>	<b>6264276</b>	<b>0.99</b>	<b>-0.12</b>
<b>Grand Total (A+B+C)</b>	<b>629926298</b>	<b>73702</b>	<b>630000000</b>	<b>100.00</b>	<b>629886548</b>	<b>113452</b>	<b>630000000</b>	<b>100.00</b>	<b>0</b>

### CATEGORY-WISE SHAREHOLDING

#### i) SHAREHOLDING OF PROMOTERS DURING F.Y. 2022-23

S NO.	Shareholder's Name	Shareholding at the beginning of the year as on 01.04.2022			Shareholding at the end of the year as on 31.03.2023			% Change in shareholding during the year
		No. of shares	% of total shares of the company	% of Shares Pledged/encumbered to total shares	No. of shares	% of total shares of the company	% of Pledged/encumbered to total shares	
1.	PRESIDENT OF INDIA	354378740	56.25	Nil	354378740	56.25	Nil	Nil
	<b>Total</b>	<b>354378740</b>	<b>56.25</b>	<b>Nil</b>	<b>354378740</b>	<b>56.25</b>	<b>Nil</b>	<b>Nil</b>

#### (i) CHANGE IN PROMOTERS' SHAREHOLDING DURING THE F.Y. 2022-23 (PLEASE SPECIFY, IF THERE IS NO CHANGE)

S NO.		Shareholding at the Beginning of the year as on 01.04.2022		Cumulative Shareholding during the year (2022-23)	
		No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year (as on 01.04.2022)	354378740	56.25	354378740	56.25

	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reason for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	N.A.	—	N.A.	—
	At the end of the year (as on 31.03.2023)	354378740	56.25	354378740	56.25

# There is no change in the Total Shareholding of Promoters i.e. President of India between 01.04.2022 and 31.03.2023 (during F.Y. 2022-23).

(iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) as on 31.03.2023:

S. NO.	NAME	Shareholding at the beginning of the year as on 01.04.2022					Cumulative Shareholding during the year (2022-23)	
		No. of Shares at the beginning of the year (01.04.2022) end of the year (31.03.2022)	% of total shares of the Company	DATE	Increase /Decrease in shareholding	Reason	No. of shares	% of total shares of the company
1	LIFE INSURANCE CORPORATION OF INDIA	82659957	13.1206	31-Mar-22		NIL MOVEMENT DURING THE YEAR	82659957	13.1206
		82659957	13.1206	31-Mar-23			82659957	13.1206
			0	--				0
2	KAMLESH B SHAH	8039765	1.2762	31-Mar-22		NIL MOVEMENT DURING THE YEAR	8039765	1.2762
		8039765	1.2762	31-Mar-23			8039765	1.2762
			0	--				0
3	THE BANK OF NEW YORK MELLON	7039394	1.1174	31-Mar-22				0
			0	07-Oct-22	-27400	Sell	7011994	1.113
			0	28-Oct-22	-747718	Sell	6264276	0.9943
			0	24-Feb-23	-2156	Sell	6262120	0.994
		6262120	0.994	31-Mar-23			6262120	0.994
		0	--				0	
4	PRAKASH BABALAL SHAH	2149900	0.3413	31-Mar-22		NIL MOVEMENT DURING THE YEAR	2149900	0.3413
		2149900	0.3413	31-Mar-23			2149900	0.3413
			0	--				0
5	ELARA INDIA OPPORTUNITIES FUND LIMITED	1611000	0.2557	31-Mar-22		NIL MOVEMENT DURING THE YEAR	1611000	0.2557
		1611000	0.2557	31-Mar-23			1611000	0.2557
			0	--				0
6	THE NEW INDIA ASSURANCE COMPANY LIMITED	1594544	0.2531	31-Mar-22		NIL MOVEMENT DURING THE YEAR	1594544	0.2531
		1594544	0.2531	31-Mar-23			1594544	0.2531
			0	--				0

S. NO.	NAME	Shareholding at the beginning of the year as on 01.04.2022					Cumulative Shareholding during the year (2022-23)	
		No. of Shares at the beginning of the year (01.04.2022) end of the year (31.03.2022)	% of total shares of the Company	DATE	Increase /Decrease in shareholding	Reason	No. of shares	% of total shares of the company
7	THE ORIENTAL INSURANCE COMPANY LIMITED	1392970	0.2211	31-Mar-22		NIL MOVEMENT DURING THE YEAR	1392970	0.2211
		1392970	0.2211	31-Mar-23			1392970	0.2211
		0		--			0	
8	RAVIKUMAR RAMKISHORE SANWALKA	1058000	0.1679	31-Mar-22		NIL MOVEMENT DURING THE YEAR	1058000	0.1679
		1058000	0.1679	31-Mar-23			1058000	0.1679
		0		--			0	
9	RAJESH KUMAR SAHU	1700000	0.2698	31-Mar-22				0
			0	27-May-22	10000	Purchase	1710000	0.2714
			0	03-Jun-22	15000	Purchase	1725000	0.2738
			0	19-Aug-22	25000	Purchase	1750000	0.2778
			0	23-Dec-22	27887	Purchase	1777887	0.2822
			0	31-Dec-22	12113	Purchase	1790000	0.2841
			0	06-Jan-23	10000	Purchase	1800000	0.2857
			0	24-Feb-23	-825000	Sell	975000	0.1548
		975000	0.1548	31-Mar-23			975000	0.1548
			0	--				0
10	CENTRAL BANK OF INDIA	901746	0.1431	31-Mar-22		NIL MOVEMENT DURING THE YEAR	901746	0.1431
		901746	0.1431	31-Mar-23			901746	0.1431

**(v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AS ON 31<sup>ST</sup> MARCH 2023:**

S. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year as on 01.04.2022		Cumulative Shareholding during the year (FY 2022-23)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Pravin Kumar Purwar, CMD		NIL		NIL
2.	Rajiv Kumar , Director (Finance) Appointed Director w.e.f. 02.12.2022)		NIL		NIL
3.	V Ramesh Director (Technical) Appointed Director w.e.f. 01.04.2022)		NIL		NIL
4.	Yojana Das, Director (Finance) (Ceased to be Director w.e.f. 30.11.2022)		NIL		NIL
5.	Arvind Vadnerkar, Director (HR&EB) (Appointed Director w.e.f. 01.09.2021)		NIL		NIL
6.	Navneet Gupta, Govt. Nominee Director (Ceased to be Director w.e.f. 17.05.2022)		NIL		NIL

S. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year as on 01.04.2022		Cumulative Shareholding during the year (FY 2022-23)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
7.	Amitabh Ranjan Sinha, Govt. Nominee Director (Ceased to be Director w.e.f. 30.05.2022)		NIL		NIL
8.	Sunil Kumar Verma, Govt. Nominee Director (Appointed to be Director w.e.f. 23.11.2022)		NIL		NIL
9.	Shivendu Gupta, Govt. Nominee Director (Appointed to be Director w.e.f. 05.01.2023)		NIL		NIL
10.	Vishwas Pathak, Independent Director (Appointed Director w.e.f. 12.11.2021)		NIL		NIL
11.	Deepika Mahajan, Independent Director (Appointed Director w.e.f. 23.11.2021)		NIL		NIL
12.	Sarv Daman Bhagat, Independent Director (Appointed Director w.e.f. 12.11.2021)		NIL		NIL
13.	Yogesh Kumar Tamrakar, Independent Director (Appointed Director w.e.f. 12.11.2021)		NIL		NIL
14.	S.R. Sayal, Company Secretary (Ceased to be Company Secretary as on 28.02.2023)		NIL		NIL
15.	Ratan Mani Sumit, Company Secretary (Appointed as a Company Secretary on 01.03.2023)		NIL		NIL

## V. INDEBTEDNESS

### (a) Indebtedness of the Company including interest outstanding/accrued but not due for payment during F.Y. 2022-23 as per Ind AS

(in Crores)

	SECURED LOANS EXCLUDING DEPOSITS (LTL)	UNSECURED LOANS BOND+STL+OD	DEPOSITS	TOTAL INDEBTNESS
<b>Indebtedness at the beginning of the Financial Year as on 01.04.2022</b>				
i) Principal Amount	10,186.12	16,420.35		26,606.47
ii) Interest due but not paid				
iii) Interest accrued but not due	4.37	244.92		249.29
<b>Total (i+ii+iii)</b>	<b>10,190.49</b>	<b>16,665.27</b>		<b>26,855.76</b>
<b>Change in Indebtedness during the Financial Year 2022-23</b>				
Addition		7,205.28		7,205.28
Reduction	5,362.09			5,362.09
<b>Net Change</b>	<b>5,362.09</b>	<b>7,205.28</b>		<b>1,843.19</b>
<b>Indebtedness at the end of the financial year as on 31.03.2023</b>				
i) Principal Amount	4,822.96	23,351.05		28,174.01
ii) Interest due but not paid				
iii) Interest accrued but not due	5.44	519.51		524.94
<b>Total (i+ii+iii)</b>	<b>4,828.40</b>	<b>23,870.56</b>		<b>28,698.95</b>

**Note:** Government of India approved the financial support to the Company in the year 2014 and on surrender of Broadband Wireless Access (BWA) Spectrum by MTNL, upfront charges paid by the Company in the year 2011 for such spectrum amounting to Rs. 4533.97 crores were agreed to be funded by way of issuance of debentures by the Company on behalf of Government of India (GOI) and for which GOI provided sovereign guarantee with attendant condition for repayment of principal on maturity as well as the interest payments through DOT. Accordingly, the Company does not have any liability toward repayment of principal and interest on the bonds issued and has been offset against the amount recoverable from DOT of equivalent amount.

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole – time Directors and/or Manager during the F.Y. 2022-23:

S. NO.	PARTICULARS OF REMUNERATION	NAME OF MD/WTD/MANAGER					TOTAL AMOUNT IN RUPEES
		Pravin Kumar Purwar, CMD	Arvind Vadnerkar, Director (HR & EB)	Yojana Das Director (Finance) (Ceased to be Director w.e.f. 30.11.2022)	V.Ramesh, Director (Technical) (Appointed Director w.e.f. 01.04.2022)	Rajiv Kumar, Director (Finance) (Appointed director w.e.f. 02.12.2022),	
1.	Gross salary Salary as per provisions contained in section 17(1) of the Income tax Act, 1961 Value of perquisites u/s 17(2) Income –tax Act, 1961 Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL	NIL	NIL	
3.	Sweat Equity	NIL	NIL	NIL	NIL	NIL	
4.	Commission As % of profit Other, specify...	NIL	NIL	NIL	NIL	NIL	
5.	Others, please specify (Gratuity + LE)	NIL	NIL	NIL	NIL	NIL	
	<b>Total (A)</b>	NIL	NIL	NIL	NIL	NIL	NIL
	Ceiling as per the Act						

### B. Remuneration to other Directors during the F.Y. 2022-23: -

S. No.	Particulars of Remuneration	NAME OF INDEPENDENT DIRECTORS				Piyush Ranjan Nishad
		Deepika Mahajan	Sarv Daman Bharat	Vishwas Pathak	Yogesh Kumar Tamrakar	
1.	<b>Independent Directors</b>					
2.	Fee for attending Board and its committee meetings, Commission, Others, please specify	90000	80000	80000	NIL*	20000
3.	<b>Total (1)</b>	<b>90000</b>	<b>80000</b>	<b>80000</b>	<b>NIL</b>	<b>20000</b>
4.	<b>Other Non-Executive Directors</b>	Navneet Gupta (Ceased to be director w.e.f. 17.05.2022)	Amitabh Ranjan Sinha (Ceased to be director w.e.f. 30.05.2022)	Sunil Kumar Verma (Appointed director w.e.f. 23.11.2022)	Shivendu Gupta (Appointed director w.e.f. 05.01.2023)	

5.	Fee for attending Board Committee Meetings, Commission, Others, please specify	NIL	NIL	NIL	NIL	
6.	<b>Total (2)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	
7.	<b>Total (B)=(1+2)</b>	<b>90000</b>	<b>80000</b>	<b>80000</b>	<b>NIL</b>	<b>20000</b>
8.	<b>TOTAL MANAGERIAL REMUNERATION (A+B) Rs.</b>					<b>270000</b>
9.	Overall Ceiling as per the Act					

**C Remuneration to Key Managerial Personnel other than MD/Manager/WTD during the F.Y. 2022-23: -**

S.NO.	Particulars of Remuneration	KEY MANAGERIAL PERSONNEL			TOTAL (Amount in Rs)
		CHIEF FINANCIAL OFFICER (CFO)	COMPANY SECRETARY (CS)		
		Sultan Ahmed (Appointed CFO w.e.f. 14.02.2023)	S.R. Sayal ( Ceased to be Company Secretary w.e.f. 28.02.2023)	Ratan Mani Sumit (Appointed Company Secretary w.e.f. 01.03.2023)	
1.	Gross salary Salary as per provisions contained in section 17(1) of the Income – tax Act, 1961 Value of perquisites u/s 17(2) Income-tax Act, 1961	420185 4680	25,27,170 59578	150338 NIL	30,97,693 64,258
2.	Stock Option	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL
4.	Commission as % of Profit Others, specify	NIL	NIL	NIL	NIL
5.	Others, please specify	-	-	-	NIL
	<b>Total</b>	<b>424865</b>	<b>2586748</b>	<b>150338</b>	<b>3161951</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES DURING THE F.Y. 2022-23: --- NIL**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority[RD/ NCLT/COURT]	Appeal made, if any (give details)
COMPANY			<b>NIL</b>		
Penalty					
Compounding					
DIRECTORS					
Penalty					
Punishment					
Compounding					
OTHER OFFICERS IN DEFAULT					
Penalty					
Compounding					