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: mtnlcsco@gmail.com

MTNL/SECTT/SE/2026
September 05, 2026

To,	To,
BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001. **Scrip Code: 500108**	**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**

SUB: NOTICE OF 40TH ANNUAL GENERAL MEETING (AGM) TO BE HELD ON WEDNESDAY, SEPTEMBER 30TH 2026 AT 11.30 AM, CUT-OFF DATE AND PERIOD OF REMOTE E-VOTING.

Dear Sir,

This is to inform you that the 40th Annual General Meeting (AGM) of Mahanagar Telephone Nigam Limited (MTNL) is scheduled to be held on Wednesday, 30th September 2026 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 40th AGM of the Company to be held on 30.09.2026. The Company has fixed the following date(s) in connection with the ensuing 40th AGM:

Provision	**Relevant Date**	
Date of Closure of Register of Members and Share Transfer Books for the purpose of Annual Closing/AGM. *(Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (LODR) Regulations, 2015)*	From **Thursday, September 24, 2026 to Wednesday, September 30, 2026** (both days inclusive)	
The cut-off date for the purpose of determining the voting rights of the Shareholders and period of Remote E-Voting. *(Section 108 of the Companies Act, 2013 and Regulation 44 of SEBI (LODR) Regulations, 2015)*	Cut-off date: **Wednesday, September 23, 2026**	
	Remote E-Voting period:	
	Commences on: **Sunday September 27, 2026 (9.00 A.M.)**	Ends on: **Tuesday September 29, 2026 (5.00 P.M.)**

Kindly take the above information on record.

Thanking You,

Yours faithfully

RATAN MANI SUMIT

Digitally signed by RATAN MANI SUMIT
Date: 2026.09.05 10:09:44 +05'30'

(RATAN MANI SUMIT)
COMPANY SECRETARY

Encl: Notice of 40th AGM of MTNL to be held on 30.09.2026

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: mtnlcsco@gmail.com

N O T I C E

NOTICE is hereby given that the 40th Annual General Meeting of the Members of **MAHANAGAR TELEPHONE NIGAM LIMITED** will be held on **Wednesday, 30th September, 2026 at 11:30 A.M. (IST)** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business:

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 2026, 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 2026, 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 Dr Kalyan Sagar Nippani, (DIN - 10421277) Director (HR & EB), 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, Dr Kalyan Sagar Nippani, (DIN - 10421277) Director (HR & EB), 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 2026 - 27 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 the Comptroller & Auditor General of India (C&AG) for the Financial Year 2026-27, as may be deemed fit"

II. SPECIAL BUSINESS:

4. **TO CONSIDER AND APPROVE THE APPOINTMENT OF SHRI SHYAMAL MISRA (DIN: 03073323), ADDITIONAL SECRETARY (TELECOMMUNICATIONS), 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, 161 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 Shyamal Misra (DIN: 03073323), Additional Secretary (Telecommunications), 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 08.07.2026 w.e.f. 08.07.2026 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 and has consented to act as a Nominee 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 APPOINTMENT OF SHRI K BALAJI (DIN: 07586266) JOINT SECRETARY (ADMINISTRATION), 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, 161 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 K Balaji (DIN: 07586266) Joint Secretary (Administration), 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 08.07.2026 w.e.f. 08.07.2026 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, and has consented to act as a Nominee 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."

6. TO RATIFY THE REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR 2026-27:

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 2026-27, 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 2025 - 26 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
Digitally signed by RATAN MANI SUMIT
Date: 2026.09.05 10:10:17 +05'30'

(RATAN MANI SUMIT)
COMPANY SECRETARY

Place: New Delhi
Date: 05.09.2026

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 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, collectively referred to as 'MCA Circulars', has permitted Companies to conduct AGM through Video Conferencing or Other Audio Visual Means (VC/OAVM), till further orders, in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020. In compliance with the

aforesaid MCA Circulars, applicable provisions of the Companies Act, 2013 and Rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 40th AGM of the Company is being convened and conducted through VC/OAVM. The Proceedings of the AGM shall be deemed to have been conducted at the Registered Office of the Company.

2. The Company has enabled the Members to participate at the 40th AGM through the VC/OAVM facility provided by Central Depository Services (India) Limited (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 40th AGM through VC/OAVM. 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 40th AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. The Company has provided Members with the facility to exercise their voting rights electronically through both Remote E-Voting and E-Voting during the AGM, facilitated by Central Depository Services (India) Limited (CDSL). The procedure for Remote E-Voting, including the necessary User ID and password details, is provided in the subsequent paragraphs. This Remote E-Voting facility is in addition to the E-Voting facility available during the 40th AGM, which is being conducted through VC / OAVM.
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/OAVM 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 40th AGM is being held through VC/OAVM 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 40th 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/OAVM and vote on their behalf. Institutional investors are encouraged to attend and vote at the meeting through VC/OAVM. 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 at the AGM.
10. The Register of Members and Share Transfer Books will remain closed from **Thursday, September 24, 2026 to Wednesday, September 30, 2026** (Both days inclusive).
11. 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 (Wednesday, September 23, 2026)** 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 (Wednesday, September 23, 2026)** should treat the Notice for information purpose only.
12. In line with the MCA and SEBI Circulars, the Notice calling the 40th AGM & Annual Report for FY 2025-26 has been uploaded on the website of the Company at https://mtnl.in/annual.html, websites of the Stock Exchanges i.e. BSE and NSE at www.bseindia.com and www.nseindia.com

respectively. The 40th AGM Notice is also disseminated on the website of CDSL (Agency for providing the Remote E-Voting facility and E-Voting system during the 40th AGM) at www.evotingindia.com.

13. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Company shall send the Notice of 40th Annual General Meeting, Instructions for Remote E-Voting and E-Voting at AGM, and Annual Report for the Financial Year 2025-26 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) & 58(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)/Bondholders 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 & 58(1) of SEBI (LODR) Regulations, 2015 the hard copy of full Annual Report will be sent to those Shareholders who requested for the same.
14. Members holding shares in electronic mode are therefore requested to ensure to keep their email address updated or register their email address 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 40th AGM are requested to update their Email address, 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.
15. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts relating to the Special Business under Item No. 4, 5 & 6, is annexed hereto and forms part of this Notice. Further, the relevant details with respect to Item No. 2, 4 & 5 pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard- 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India (ICSI) in respect of Directors seeking reappointment/appointment 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.
16. In terms of the provisions of Section 152 of the Act, Dr. Kalyan Sagar Nippani, Director (HR & EB) of the Company, retires by rotation at the meeting and being eligible, offers himself for re-appointment. Dr Kalyan Sagar Nippani, Director (HR & EB) of the Company is interested in the Ordinary Resolution 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.
17. 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.
18. Brief Profile 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.
19. With effect from April 2, 2026, SEBI has dispensed with the requirement of issuance of a Letter of Confirmation (LOC) by the Company/RTA while processing Service Request for 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 respectively. Accordingly, securities will be credited directly to the Shareholder's demat account upon submission of valid demat account details along with the latest Client Master List (not older than 2 months), Demat Conversion Request Form for NSDL/ Demat Request form for CDSL and Latest Client Master List, both attested by Depository Participant, besides mandatory documents for the subject service requests subject to folio being KYC Compliant. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at https://mtnl.in/investors and RTA at https://beetal.in/investor-services/#Investor_Forms.

20. 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 at mtnlcsco@gmail.com or Registrar and Share Transfer Agent (RTA) at beetalrta@gmail.com, the details of such folios together with the share certificates and self-attested copies of the PAN card of the holders for consolidating their holdings in one folio along with the documents as stated in point 19 above. Requests for consolidation of share certificates shall be processed in dematerialised form only.
21. 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 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.
22. 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.
23. 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.
24. 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. Members can contact the Company or the RTA for assistance in this regard.
25. 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. If a Members desires to opt out or cancel the earlier nomination and record a fresh nomination, the Members may submit the same in Form ISR-3 or SH-14 as the case may be. The said Forms can be downloaded from the website of the

Company at www.mtnl.in. In respect of Shares held in dematerialized form, the Nomination Form may be filed with the respective Depository Participants.

26. 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 40th AGM. Members seeking to inspect such documents can send an email to mtnlcsco@gmail.com**.**
27. Members desirous of getting any information about the Annual Accounts and/or Operations of the Company are requested by sending an email from their registered email address, mentioning their Name, DP ID & Client ID/Folio Number and Mobile Number 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.
28. Special Window for Re-lodgement of Transfer Requests of Physical Shares: To facilitate ease of investing for investors and to secure their rights in the securities purchased by them SEBI, vide Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30th, 2026 has opened a special window for a period of one year, from February 5, 2026 to February 4, 2027 for transfers effected under this facility with shares to be credited only in dematerialized form to the account of the transferee. This facility is available to shareholders who had originally lodged their transfer deeds prior to April 1, 2019, and whose requests were rejected/returned/not attended due to deficiencies in documents/process/or otherwise. Eligible shareholders may re-lodge such transfer requests with the Company's RTA during the specified period. Such securities will be subject to a mandatory lock-in of one year from the date of registration of transfer, during which they cannot be transferred, lien-marked or pledged. The RTA will process only those cases that are complete in all respects and compliant with SEBI guidelines. Shareholders are further advised to refer the latest SEBI Guidelines/Circulars issued for all the holder holding securities in Listed Companies in physical form from time to time and keep their KYC details updated all the time to avoid freezing their folio as prescribed by SEBI.
29. As the 40th AGM is being held through VC/OAVM, the route map is not mentioned in the Notice.
30. Annual Listing Fees for the Financial Year 2026-27 has been paid to the Stock Exchanges i.e. NSE and BSE wherein securities of the Company are listed.
31. The Members can join the 40th AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the 40th 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 40th AGM without restriction on account of first come first served basis.

32. **GENERAL INSTRUCTIONS FOR THE SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING 40TH 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 **Sunday, September 27, 2026 9.00 A.M. and ends on Tuesday, September 29, 2026 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 **Wednesday, September**

23, 2026 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 Depository	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 & My Easi New (Token) 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 & My Easi New (Token) 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 Depository	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 or joining virtual meeting & voting during the meeting. 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 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. 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

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 and 022 - 2499 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) • 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. • 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.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) 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.

(viii) For shareholders holding shares in physical form, the details can be used only for E-Voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for Mahanagar Telephone Nigam Limited on which you choose to vote.

(x) 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.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) 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.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **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.
- It is Mandatory that, 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.

33. **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE 40TH AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

i. The procedure for attending meeting & E-Voting on the day of the 40th AGM is same as the instructions mentioned above for Remote E-voting.

ii. 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.

iii. 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 40th AGM.

iv. 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.

v. For better experience, we recommend you to join the AGM with high-speed wired internet connectivity. This prevents WiFi dropouts and speed issues.

vi. 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.

vii. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a Speaker by sending their request from **Wednesday, September 16, 2026 to Wednesday, September 23, 2026** 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 **Wednesday, September 16, 2026 to Wednesday, September 23, 2026** 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.

viii. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting subject to availability of time. The Company reserves the right to limit the number of Speakers and Questions to ensure smooth conduct of the Meeting.

ix. Only those Shareholders, who are present in the 40th 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 40th AGM.

x. 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.

34. **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

i. 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.
ii. For Demat Shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
iii. 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 40th 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, AVP, 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.

35. 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 05.10.2026 (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
Digitally signed by RATAN MANI SUMIT
Date: 2026.09.05 10:10:49 +05'30'

(RATAN MANI SUMIT)
COMPANY SECRETARY

Place: NEW DELHI
Date: 05.09.2026

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 SHYAMAL MISRA (DIN: 03073323), ADDITIONAL SECRETARY (TELECOMMUNICATIONS), DEPARTMENT OF TELECOMMUNICATIONS (DoT) AS GOVERNMENT NOMINEE DIRECTOR OF THE COMPANY:

Shri Shyamal Misra (DIN: 03073323), Additional Secretary (Telecommunications), DoT, was entrusted with the additional charge of the post of Government Nominee Director of MTNL w.e.f. 08.07.2026 vide Department of Telecommunications (DoT), Ministry of Communications, Government of India Letter No. E-5-2/2021-PSA dated 08.07.2026 as Government Nominee Directors, ex-officio, on the Board of the Company with immediate effect and until further orders. Shri Shyamal Misra assumed the office of Government Nominee Director of MTNL w.e.f. 08.07.2026.

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, 2013 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 Nomination and Remuneration Committee of the Board of Directors of your Company has also recommended to the Board in pursuant to Section 160 of the Companies Act, 2013 for regularization of appointment of Shri Shyamal Misra as Regular Directors in the Board of MTNL.

Brief Profile of Shri Shyamal Misra, 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 SEBI (LODR) Regulations, 2015 is annexed to the Notice.

Shri Shyamal Misra 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- 2 (SS-2) on General Meetings issued by the ICSI has also been provided in the Notice.

Shri Shyamal Misra is interested in the resolution as set out at Item no. 4 respectively, of the Notice of 40th AGM, which pertains to his appointment. The respective relatives of Shri Shyamal Misra may be deemed to be interested in the resolution set out at Item no. 4 respectively of the 40th 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 40th AGM for approval of the Shareholders by way of Ordinary Resolution.

ITEM NO 5: - TO CONSIDER AND APPROVE THE APPOINTMENT OF SHRI K BALAJI (DIN: 07586266) JOINT SECRETARY (ADMINISTRATION), DEPARTMENT OF TELECOMMUNICATIONS (DoT) AS GOVERNMENT NOMINEE DIRECTOR OF THE COMPANY:

Shri K Balaji (DIN: 07586266) Joint Secretary (Administration), DoT, was entrusted with the additional charge of the post of Government Nominee Director of MTNL w.e.f. 08.07.2026 vide Department of Telecommunications (DoT), Ministry of Communications, Government of India Letter No. E-5-2/2021-PSA dated 08.07.2026 as Government Nominee Directors, ex-officio, on the Board of the Company with immediate effect and until further orders. Shri K Balaji assumed the office of Government Nominee Director of MTNL w.e.f. 08.07.2026.

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, 2013 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 Nomination and Remuneration Committee of the Board of Directors of your Company has also recommended to the Board in pursuant to Section 160 of the Companies Act, 2013 for regularization of appointment of Shri K Balaji as Regular Directors in the Board of MTNL.

Brief profile of Shri K Balaji, 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 SEBI (LODR) Regulations, 2015 is annexed to the Notice.

Shri K Balaji 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- 2 (SS-2) on General Meetings issued by the ICSI has also been provided in the Notice.

Shri K Balaji is interested in the resolution as set out at Item no 5 respectively, of the Notice of 40th AGM, which pertains to his appointment. The respective relatives of Shri K Balaji may be deemed to be interested in the resolution set out at Item no 5 respectively of the 40th 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 40th AGM for approval of the Shareholders by way of Ordinary Resolution.

ITEM NO 6: - TO RATIFY THE REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR 2026-27

The Board of Directors of MTNL in its 369th Meeting held on 21.05.2026 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 2026-27 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 2025-26.

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 in General Meeting.

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 Digitally signed by RATAN MANI SUMIT Date: 2026.09.05 10:11:11 +05'30'

(RATAN MANI SUMIT)
COMPANY SECRETARY

Place: New Delhi
Date: 05.09.2026

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- 2 ON GENERAL MEETINGS.

NAME OF DIRECTORS	SHYAMAL MISRA	K BALAJI	Dr KALYAN SAGAR NIPAANI
DIN	03073323	07586266	10421277
Date of Birth & Age	16.06.1973 (53 years)	09-07-1984 (42 years)	20.02.1967 (59 years)
Date of Appointment (Initial)	08.07.2026	08.07.2026	01.08.2024
Experience in Specific Functional area	Brief Profile Attached		
Qualification	B. Tech from the Indian Institute of Technology (IIT) Kanpur and having degree in Master's in Public Administration (M.P.A.) from the Harvard Kennedy School (Harvard University)	Bachelor’s degree in Electronics and Communication Engineering from College of Engineering, Guindy (2006)	PG Diploma in Personnel Management, an MBA in Finance, an MBA in Marketing Management, and a PG Diploma in Business Management
Nature of expertise in specific functional area	Brief Profile Attached		
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Being a Government Company, the Directors were identified and shortlisted by the 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 & BSNL (Debt Listed) Further, He has not resigned in any Listed Company in past three years.	MTNL & BSNL (Debt Listed) Further, He has not resigned in any Listed Company in past three years.	MTNL & BSNL (Debt Listed) 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	• MTNL Chairman & Member – Audit Committee Member – Stakeholder Relationship Committee • BSNL Chairman & Member – Audit Committee Member – Stakeholder Relationship Committee	• MTNL Member – Audit Committee Chairman – Stakeholder Relationship Committee • BSNL Member – Audit Committee Member – Stakeholder Relationship Committee	NIL
No. of Shares held in MTNL (Self and as a Beneficial Owner)	NIL	NIL	NIL
Number of meetings of the Board attended since the Date of Appointment	1/1 (Was Appointed as Government Nominee Director w.e.f. 08.07.2026)	1/1 (Was Appointed as Government Nominee Director w.e.f. 08.07.2026)	10/12 (Was appointed Director w.e.f. 01.08.2024)
Disclosure of inter-se Relationship with other Directors or KMP of the Company	NIL	NIL	NIL
Sitting fee to be payable	No Sitting fees is payable.	No Sitting fees is payable.	No Sitting fees is payable.
Terms and Conditions of Appointment	As per the Letter(s) issued by the Department of Telecommunications, Ministry of Communications, Government of India, for the appointment of respective individuals.		

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

1. **Shri Shyamal Misra, Government Nominee Director**

Shri Shyamal Misra is an Indian Administrative Service (IAS) officer of the 1996 batch (Haryana Cadre). B.Tech. from the Indian Institute of Technology (IIT) Kanpur and having degree in Master's in Public Administration (M.P.A.) from the Harvard Kennedy School (Harvard University). He has held several important assignments in both the Central and State Governments during his distinguished administrative career. He served as Joint Secretary in the Department of Commerce, Government of India & Ministry of Home Affairs, Government of India till August 2022, and was subsequently promoted as Additional Secretary in the Ministry of Home Affairs in the month of August 2022. In September 2024, Shri Misra was appointed as Chief Administrator, Trade Fair Authority of Haryana, New Delhi. Thereafter, in December 2024, he was entrusted with the additional charge of Chief Executive Officer, Metropolitan Development Authority, and Principal Secretary, Civil Aviation Department, Government of Haryana. In October 2025, he was also assigned the additional charge of Principal Secretary, Energy Department, Government of Haryana. In December 2025, Shri Misra was appointed as Administrator of Digital Bharat Nidhi (DBN) in the scale and pay off Additional Secretary to the Government of India. He is presently holding the additional charge of Additional Secretary (Telecommunications), Department of Telecommunications, Government of India.

2. **Shri K Balaji, Government Nominee Director**

Shri K. Balaji, IAS (Uttar Pradesh Cadre: 2010), holds a Bachelor's degree in Electronics and Communication Engineering from College of Engineering, Guindy (2006). He was initially selected to the Indian Police Service (IPS) in the 2009 Batch (62 RR) and underwent training at the Sardar Vallabhbhai Patel National Police Academy, Hyderabad, before joining the Indian Administrative Service (IAS) in 2010. Since June 2011, he has held various fields and administrative assignments in Uttar Pradesh, including District Magistrate of districts Auraiya, Ghazipur and Meerut and Managing Director, Purvanchal Vidyut Vitaran Nigam Ltd. On Central Deputation he served as Private Secretary to the Hon'ble Minister of Culture, Tourism and Development of North Eastern States, Director in the Sixteenth Finance Commission and Director in the Ministry of Home Affairs. As Director (Local Bodies & Disaster Management) in the Sixteenth Finance Commission (12 July 2024 – 16 November 2025) he was associated with the formulation of grant frameworks for local bodies, disaster management and assessment of the fiscal position of States. He served as Director in the Ministry of Home Affairs from 17 November 2025 to 14 April 2026 handling matters relating to citizenship and immigration. Since 15 April 2026 he has been serving as Joint Secretary, Department of Telecommunications, Government of India.

3. **Dr Kalyan Sagar Nippani, Director (HR & EB)**

Dr. Kalyan Sagar Nippani joined the Indian Posts & Telecommunications Accounts & Finance Service, IP&T (AFS), after qualifying through the All India Civil Services Examination in 1993. He served in various capacities such as Circle Head of Finance and Chief General Manager - National Academy of Telecom Finance & Management (NATFM) before joining BSNL's Board as Director – Human Resources. During his career, he was a member of many High Powered Committees that rolled out Pan-Indian projects, including Network for Defense and Airforce (AFNET). As CGM NATFM he launched many innovative and path-breaking Academia- Industry collaborations. Dr. Kalyan Sagar Nippani has a PG Diploma in Personnel Management, an MBA in Finance, an MBA in Marketing Management, and a PG Diploma in Business Management apart from numerous certifications. He is the author of six best - selling books in the areas of leadership, business strategy, and digital governance which received exceptional reviews in the media. He is a motivational speaker and honorary guest faculty to many organizations.