

O/o. CS & CGM (Legal)  
Corporate Office  
Bharat Sanchar Bhawan  
2<sup>nd</sup> Floor, Ph/Fax: 011-2335 3395,  
2335 3389



**भारत संचार निगम लिमिटेड**  
(भारत सरकार का उपक्रम)  
**BHARAT SANCHAR NIGAM LIMITED**  
(A Govt. of India Enterprise)

Dated: 23<sup>rd</sup> October, 2021

The Manager,  
Corporate Relationship Department,  
Bombay Stock Exchange Limited,  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai-400001

BSE Scrip Code- 960039

Sub: Notice convening the 21<sup>st</sup> Annual General Meeting of the Company under Regulation 50(2) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir,

This is to inform you that the 21<sup>st</sup> Annual General Meeting of the Company (AGM) of Bharat Sanchar Nigam Limited (BSNL) is scheduled to be held in Friday the 29<sup>th</sup> Day of October 2021 at 4: 00 P.M. at Board Room, 3rd floor Bharat Sanchar Bhawan, H.C. Mathur Lane, Janpath, New Delhi-110 001.

2. Pursuant to the Regulation 50(2) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the 21<sup>st</sup> AGM of the Company.

We request you to kindly take the above information on record.

Thanking you  
Yours faithfully

For BHARAT SANCHAR NIGAM LIMITED

(J.P. Chowdhary)  
Company Secretary & GM (L)

Encl: As above

**Regd. & Corporate Office: Bharat Sanchar Bhawan, H. C. Mathur Lane, Janpath, New  
Delhi-110001**  
**Corporate Identity Number (CIN): U74899DL2000GOI107739**  
**www.bsnl.co.in**

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2<sup>nd</sup> Floor, Ph/Fax: 011-2335 3395,  
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(भारत सरकार का उपक्रम)  
BHARAT SANCHAR NIGAM LIMITED  
(A Govt. of India Enterprise)

### NOTICE

Notice is hereby given that the 21<sup>st</sup> Annual General Meeting of the members of the Bharat Sanchar Nigam Limited will be held on Friday the 29<sup>th</sup> day of October 2021 at 4.00 P.M., at Board Room, 3<sup>rd</sup> floor Bharat Sanchar Bhawan, H.C. Mathur Lane, Janpath, New Delhi-110 001, to transact the following business:-

#### ORDINARY BUSINESS

**Item No. 1:-** To receive, consider and adopt the Audited Financial Statements (Standalone Financial Statements and Consolidated Financial Statements) viz Balance Sheet as at 31<sup>st</sup> March 2021 and Profit & Loss account, cash flow statement for the financial year ended 31<sup>st</sup> March 2021 along with schedules, notes to accounts, significant accounting policy etc., for the period ended on that date thereto together with the reports of the Auditors and Directors and the Comments of the Comptroller and Auditor General of India thereon u/s 143(6) of the Companies Act, 2013.

**Item No.2-** To consider and if thought fit, to pass with or without modifications, the following as an Ordinary Resolution, for fixing the remuneration of the Statutory and Branch Auditors to be appointed by the Comptroller and Auditor General of India for the Financial year 2021-22:-

“**RESOLVED** that the Company do hereby authorize the Board of Directors to fix the remuneration of the Statutory and Branch Auditors of the Company appointed by Comptroller and Auditor General of India for the financial year 2021-22”.

#### SPECIAL BUSINESS

**Item No.3:-** To consider and if thought fit, to pass with or without modifications, the following as an Ordinary Resolution, for ratification of the remuneration payable to the Cost Auditors for the year 2021-22:

“**RESOLVED that** pursuant to the provisions contained in Section 148(3) and other applicable provisions if any, of the Companies Act 2013 and Rules made thereunder, the remuneration of Rs 3,99,000 [Rupees Three lakh Ninety Nine Thousand only] plus applicable taxes, as fixed by the Board of Directors of the Company on the recommendation of the Audit Committee of the Board, payable to M/s Vijender Sharma & Co., Cost Accountants Firm Registration No 00180, the Cost Auditor of the Company for the year 2021-22 be and is hereby ratified”.

**Item No.04-** To consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution

“**RESOLVED THAT** pursuant to the provisions contained in Section 61 (1)(a) and the Rules made thereunder and other applicable provisions if any of the Companies Act 2013, and subject to the approval of the President of India, consent of Company be and is hereby accorded to increase the authorised share capital of the Company **from the existing** Rs.32,500,00,00,000/- (Rupees Thirty Two Thousand and Five Hundred Crores) divided into 2,500,00,00, 000 (Two Thousand Five Hundred Crore) Equity Share of Rs. 10/- (Rs. Ten)

each and 750,00,00,000 (Seven Hundred and Fifty Crores) Preference Shares of Rs. 10( Rupees Ten) each to Rs.40,000,00,00,000/- (Rupees Forty Thousand Crores) divided into 3250,00,00,000 (Three Thousand Two Hundred Fifty Crore) Equity Share of Rs. 10/- ( Rs. Ten) each and 750,00,00,000 (Seven Hundred and Fifty Crores) Preference Shares of Rs. 10( Rupees Ten) each.

**Item No.05-** To consider and if thought fit, to pass with or without modifications, the following Resolution as a Special Resolution.

**RESOLVED THAT** pursuant to the provisions contained in Section 13 and other applicable provisions of the Companies Act 2013 and the Rules made thereunder consent of the Company be and is hereby accorded for substituting the existing **Clause V** of the Memorandum of Association of the Company with the following as the Clause V:-

'The Authorised share capital of the company is Rs.40,000,00,00,000/- (Rupees Forty Thousand Crores) divided into 3250,00,00,000 (Three Thousand Two Hundred Fifty Crore) Equity Share of Rs. 10/- ( Rs. Ten) each and 750,00,00,000 (Seven Hundred and Fifty Crores) Preference Shares of Rs. 10( Rupees Ten) each'.

**Item No.06-** To consider and if thought fit, to pass with or without modifications, the following Resolution as a Special Resolution

**RESOLVED THAT** pursuant to the provisions contained in Section 14 and the Rules made thereunder and other applicable provisions if any of the Companies Act 2013, consent of the Company be and is hereby accorded for substitution of the existing Article No.5 of the Articles of Association of the Company with the following as the Article No.5 :-

'The Authorised share capital of the company is Rs.40,000,00,00,000/- (Rupees Forty Thousand Crores) divided into 3250,00,00,000 (Three Thousand Two Hundred Fifty Crore) Equity Share of Rs. 10/- ( Rs. Ten) each and 750,00,00,000 (Seven Hundred and Fifty Crores) Preference Shares of Rs. 10( Rupees Ten) each'.

By order of the Board  
For BHARAT SANCHAR NIGAM LIMITED



[J.P. Chowdhary]  
Company Secretary & GM (Legal)

Regd. Office: Bharat Sanchar Bhawan,  
Harish Chandra Mathur Lane, Janpath,  
New Delhi-110001. [www.bsnl.co.in](http://www.bsnl.co.in)  
e-mail: [jp\\_chowdhary@bsnl.co.in](mailto:jp_chowdhary@bsnl.co.in)  
Phone: 23353395  
Dated, the 23<sup>rd</sup> day of October 2021

## NOTES

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxies, in order to valid, must be lodged at the registered office of the Company not less than 48 hours before the commencement of the meeting.
2. The Explanatory statement on the business to be transacted at the meeting is annexed hereto. A copy of the fresh set of MoA and AoA of the Company will be tabled in the meeting.
- 3 Pursuant to the provisions of Section 142 of the Companies Act, 2013, in the case of an auditor appointed under Section 139 by the Comptroller and Auditor General of India, the remuneration of the Auditors shall be fixed by the Company in General Meeting or in such manner, as the Company in General Meeting may determine. Accordingly, it is proposed that the Board of Directors of the Company be authorized to fix the remuneration of Statutory and Branch Auditors to be appointed by the Comptroller and Auditor General of India for the year 2021-22. Therefore, shareholders are requested to approve the Ordinary Resolution at Item No.2 of the Notice.
4. Relevant documents referred to in the accompanying notice are open for inspection by the members at the Registered office of the Company on all working days i.e. Monday to Friday, between 10.30 A.M., to 12.30 P.M., upto the date of Extraordinary General Meeting.
5. To facilitate dematerialization of the Company's shares held in physical form, Company has obtained International Security Identity Number (ISIN) from NSDL, which are (a) Equity Shares – INE103D01018; and (b) Preference Shares – INE103D04012, respectively. The Name and Address of the Depository is: National Securities Depository Limited, 4<sup>th</sup> Floor A Wing, Trade World, Kamla Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013. Name and Address of the Registrar and Transfer agent is: M/s Indus Portfolio Private Limited, G-65 Bali Nagar, New Delhi-110015. Phone: 011-47671214/ Fax 011-25449863.
6. Registrar and Transfer Agent - For Equity and Preference Shares- Indus Portfolio Private Limited, G-65 Bali Nagar, New Delhi-110015. Phone: 011-47671214/ Fax 011-25449863. For BSNL Bonds Series 01 - Beetal Financial & Computer Services (P) Ltd, 3rd Floor, 99 Madangir, Behind LSC, New Delhi – 110062, Phone: 011-29961281-83, 011-29961284, E-mail: beetal@beetalfinancial.com, Website: www.beetalfinancial.com (w.e.f 28.09.2020).
7. Relevant documents referred to in the accompanying notice are open for inspection by the members at the Registered office of the Company on all working days i.e. Monday to Friday, between 10.30 A.M., to 12.30 P.M., upto the date of Annual General Meeting.

### **Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act 2013**

#### **ITEM No. 3 of Notice of Annual General Meeting**

##### **To ratify the remuneration payable to the Cost Auditors for the year 2020-21 :-**

Pursuant to the provisions contained in Section 148 of the Companies Act 2013 and Rules thereunder, the Company is required to appoint Cost Auditors to audit its cost accounting records. The provisions contained in Section 148(3) and Rules thereunder provide for ratification of the remuneration fixed by the Board on the recommendations of the Audit Committee of the Board. Accordingly, the Board has appointed M/s Vijender Sharma & Co., Cost Accountants Firm Registration No. 00180 as Cost Auditor at a remuneration of Rs 3,99,000 /-[Rupees Three lakh Ninety Nine Thousand only] plus applicable taxes. In terms of Rule 14 of Companies (Audit and auditors) Rules 2014, the Members are requested to ratify

the remuneration payable to the Cost Auditor. Hence this resolution is put for consideration of the shareholders.

None of the Directors, Key Managerial Personnel and their Relatives are interested or concerned in the Resolution.

The Board of Directors recommends the resolution for your Approval.

**Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act 2013**

**Item No.04, 05 & 06 :-** To increase the Authorised Share Capital of the Company by substituting the Clause V of the Memorandum of Association(MoA) of the Company and the Article No.5 of the Articles of Association (AoA) of the Company.

Pursuant to the Union Cabinet's approval on revival measures inter alia allocation of 4G spectrum against equity capital infusion by the Government, the Board of Directors in their 193<sup>rd</sup> meeting held on 26.09.2019 approved the proposal for enhancing the authorized capital of the Company with the approval of the Shareholders obtained in the Extraordinary General Meeting held on 13.11.2019. As a result, the Company's present Authorized Share Capital of the Company is Rs.32,500,00,00,000/- (Rupees Thirty Two Thousand Five Hundred Crores) divided into 2,500,00,00,000 (Two Thousand Five Hundred Crore) Equity Share of Rs. 10/- (Rs. Ten) each and 750,00,00,000 (Seven Hundred and Fifty Crores) Preference Shares of Rs. 10 (Rupees Ten) each.

Meanwhile in the course of implementation of revival measures, while considering the issue of merger of MTNL with BSNL, the Company had proposed for allocating 4G spectrum to BSNL in Delhi and Mumbai also considering the challenges of immediate merger/subsidiarisation of MTNL with BSNL. In addition, the Company has also obtained Unified License which enables the Company to render telecom services in Mumbai and Delhi also. The Group of Ministers (GoM) constituted in the matter of "Revival of BSNL and MTNL" by the Government vide its meeting held on 21.12.2020 accorded its approval "to allot spectrum through equity infusion by Government of India for providing 4G services to BSNL for Delhi and Mumbai (MTNL area) in place of MTNL and to increase the authorised Share Capital of BSNL from 32,500 Crore to Rs. 40,000 Crores." The said decision of the GoM was informed by the Department of Telecommunication (DoT) vide its order F.No. 20-14/2020-PR dated 05<sup>th</sup> January 2021. It has therefore been felt appropriate that the Authorised Share Capital of the Company will be increased by amending capital clause of the MOA and AoA of the Company by substituting existing words and figures about the Authorised Share Capital appearing in the clause V of the Memorandum of Association and Article 5 of the Articles of Association.

Pursuant to provisions contained in Section 61, 13 and 14 of the Companies Act 2013 and the Rules made thereunder read with the Article No.67 of the Articles of Association of the Company, Consent of the Shareholders of the Company in the General Meeting is required for increasing the authorized share capital of the Company. The Board of Directors, have proposed to increase the authorized share capital of the Company and seek approval of the shareholders thereto. Therefore, to comply with the provisions of the Companies Act 2013 and Rules thereunder, necessity has arisen to seek the consent of the Members by a special resolution.

The Board of Directors commend the resolution set out at Item No. 4, 5 and 6 of the notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel and/or their Relatives are interested or concerned in the Resolution.

By order of the Board  
For BHARAT SANCHAR NIGAM LIMITED



[J.P. Chowdhary]  
Company Secretary & GM (Legal)

Regd. Office: Bharat Sanchar Bhawan,  
Harish Chandra Mathur Lane, Janpath,  
New Delhi-110001. [www.bsnl.co.in](http://www.bsnl.co.in)  
e-mail: [jp\\_chowdhary@bsnl.co.in](mailto:jp_chowdhary@bsnl.co.in)  
Phone: 23353395  
Dated, the 23<sup>rd</sup> day of October 2021

**PROXY FORM  
BHARAT SANCHAR NIGAM LIMITED  
CIN: U74899DL2000GOI107739**

**Registered Office: Bharat Sanchar Bhawan, H.C.Mathur Lane, Janpath, New Delhi-110 001.**

www.bsnl.co.in e-mail: jp\_chowdhary@bsnl.co.in Phone: 23353395 New Delhi

[Pursuant to Section 105(6) of the Companies Act 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): Registered Address: E-mail Id: Folio No./Client Id: DP ID:
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I / We being the member(s).....shares of the above named company, hereby appoint

1.Name.....  
 Address.....  
 E-mail Id:.....  
 Signature....., or failing him

2.Name.....  
 Address.....  
 E-mail Id:.....  
 Signature....., or failing him

3.Name.....  
 Address.....  
 E-mail Id:.....  
 Signature....., or failing him

As my/our proxy to attend and vote ( on a poll) for me / us and on my/our behalf at the .....Annual General Meeting / Extraordinary General meeting of the Company to be held on the .....day of.....at.....a.m. / p.m. at.....(place) and at any adjournment thereof in respect of such resolutions as are indicated below:-

Resolution No.  
 1.....  
 2.....  
 3.....

Signed this.....day of.....21

Affix Revenue Stamp

Signature of Shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.

**BHARAT SANCHAR NIGAM LIMITED**

**CIN: U74899DL2000GO1107739**

**Registered Office: Bharat Sanchar Bhawan, H.C.Mathur Lane, Janpath, New Delhi-110001.**

www.bsnl.co.in e-mail: jp\_chowdhary@bsnl.co.in Phone: 23353395 New Delhi

**ATTENDANCE SLIP**

Please fill in this attendance slip and hand it over at the entrance of the meeting venue.

D. P ID*		Folio No	
Client ID*		No. of Shares held	

I certify that I am a Member of the Company

I hereby record my presence at the 21<sup>st</sup> Annual General Meeting of the Bharat Sanchar Nigam Limited held on .....the.....day of ..... 2021 at .....A.M./P.M., at Board Room, Third Floor Bharat Sanchar Bhawan, Harish Chandra Mathur Lane, Janpath, New Delhi-110001.

Membership/Proxy's Name in Block letters:

Signature of Member/Proxy

\*Applicable for investor holding share(s) in electronic form



F. No. 2-2/2016/PSU-I  
Government of India  
Department of Telecommunications  
PSU-I Division

Dated: September, 2021

To,  
The CMD,  
Bharat Sanchar Nigam Limited,  
Janpath, New Delhi.

Subject:- Consent of the Shareholders to convene 21<sup>st</sup> AGM of BSNL by giving a shorter notice and nomination of Members to represent the President of India - regarding.

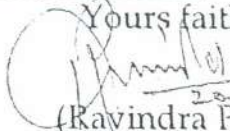
Sir,

Please refer to D.O. letter No. BSNL/SECTT/55-1/2021 dated 13<sup>th</sup> August, 2021 on the above mentioned subject.

2. The approval of the President is hereby conveyed for convening and holding the 21<sup>st</sup> Annual General Meeting (AGM) of BSNL by giving a shorter notice "on or before prescribed date 'or', extension thereof (i.e. 30.09.2021) in terms of the provisions contained in the Proviso to Section 101 (1) of the Companies Act, 2013. Shri Ravindra Prasad, Director (PSU-I) will attend the AGM of BSNL as a representative of the President of India along with other nominee officers holding the equity shares of BSNL. Presently, seven (07) equity shares of BSNL which are being held in the name of following seven officers (one by each officer) as a nominee of the President of India as per provision of the Rule 13 (1)(a) of the Companies Act, 2013 is as under:-

S.No.	Name of the officer holding the equity shares of BSNL as a nominee of the President of India
1.	Shri Nitin Jain, DDG(SPPI), DoT
2.	Shri Rajesh Sharma, DDG (SU), DoT
3.	Sh. Pushpendra Kumar Singh, DDG(Security Assurance), DoT
4.	Shri Amitabh Ranjan Sinha, DDG (FIPP), DoT
5.	Shri Virender Prasad, DDG(IT), DoT
6.	Shri Sharad Trivedi, DDG(CS), DoT
7.	Shri Dharendra Verma, Director(Projects/MTNL), DoT

Yours faithfully,

  
20.09.2021  
(Ravindra Prasad)  
Director(PSU-I)

- Copy to : 1. Company Secretary & Sr. GM (L), Corporate Office, Bharat Sanchar Bhavan, Janpath, New Delhi, for necessary action.  
2. All the shareholders as mentioned in para 2 of this letter.

F.No.2-2/2016-SU-I  
Government of India  
Department of Telecommunications  
PSU-I Division

Dated : 30<sup>th</sup> September, 2021

To


The CMD,  
Bharat Sanchar Nigam Limited,  
Janpath, New Delhi

Subject: Consent of the Shareholders to convene 21<sup>st</sup> AGM of BSNL by giving a shorter notice and nomination of Members to represent the President of India - regarding..

Sir,

Please refer to letter of even number dated 20.09.2021 on the subject mentioned above. In this regard, the 3<sup>rd</sup> line of Para 2 "on or before prescribed date 'or' extension thereof (i.e. 30.9.2021)" may be read as "on or before the prescribed date (i.e. 30.9.2021) 'or' any extension thereof".

Yours faithfully,

  
30.09.2021

(Ravindra Prasad)

Director (PSU-I)

Copy to:

1. Shri Nitin Jain, DDG(SPPI), DoT
2. Shri Rajesh Sharma, DDG (SU), DoT
3. Sh. Pushpendra Kumar Singh, DDG(Security Assurance),  
DoT
4. Shri Amitabh Ranjan Sinha, DDG (FIPP), DoT
5. Shri Virender Prasad, DDG(IT), DoT
6. Shri Sharad Trivedi, DDG(CS), DoT
7. Shri Dharendra Verma, Director(Projects/MTNL), DoT