

PRESS RELEASE

TO DEBENTUREHOLDERS OF MAHANAGAR TELEPHONE NIGAM LIMITED ("MTNL")

Date: September 12, 2024

Ref. No.: BTL/OPR/24-25/59595

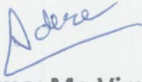
Sub.: Request letter seeking confirmation pertaining to the Accounts

This mail is in reference to Govt. of India Guaranteed, unsecured, taxable, listed, redeemable, taxable and non-convertible debentures issued by Mahanagar Telephone Nigam Limited ("MTNL" / "Issuer" / "Company") bearing ISINs INE153A08105, INE153A08113, INE153A08121, INE153A08139, INE153A08147, INE153A08154, INE153A08162, INE153A08170, & INE153A08188, as more specifically detailed in the attached letter.

We request your reference to attached request letter issued to Bank of India, seeking confirmation for non-freezing Accounts being used for servicing of debenture payments.

We shall notify you on receiving a response from the Bank.

Thanks & Regards,
For Beacon Trusteeship Limited



Name: Mr. Viraj Dere
Designation: Sr. Manager



BEACON TRUSTEESHIP LIMITED

Registered Office & Corporate Office : 5W, 5th Floor, The Metropolitan, E-Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051

Phone : +91 95554 49955 Email : contact@beacontrustee.co.in

Website : www.beacontrustee.co.in CIN : U74999MH2015PLC271288

Mumbai | Bengaluru | Ahmedabad | Pune | Kolkata | Chandigarh | Shimla (HP) | Patna | Delhi | Jaipur | Chennai | GIFT IFSC | Bhopal |
Indore | Kochi | Nagpur | Bhubaneswar | Thiruvananthapuram | Lucknow | Hyderabad

BA653

Ref No.: BTL/OPR/24-25/ 59574

Date: September 12, 2024

Bank Of India, ("BOI")

Electronic Niketan, CGO Complex,

Lodhi Road, New Delhi 110 003.

Kind Attn.: Assistant General Manager, Bank Of India, CGO Complex Branch, New Delhi.

Sub.: Request letter seeking confirmation pertaining to the Accounts as detailed in the Schedule II.

Ref.:

1. Govt. of India Guaranteed, unsecured, taxable, listed, redeemable, taxable and non-convertible debentures issued by Mahanagar Telephone Nigam Limited ("MTNL"/ "Issuer" / "Company") with an Issue Size, ISINs, Debenture Trust Deeds as detailed in the Schedule I ("DTD") ("NCD(s)"),
2. Pre-Authorisation Letters from BOI dated November 2, 2022 & June 26, 2023 ("Letter(s)") (Annexed herewith as Annexure 1 & Annexure 2).
3. Escrow Agreements dated June 22, 2023, and October 3, 2022, executed between Bank of India and Mahanagar Telephone Nigam Limited ("Escrow Agreement(s)").

Dear Sir / Madam,

1. We, Beacon Trusteeship Limited ("Debenture Trustee"), write in our capacity as a Debenture Trustee for the aforesaid NCDs.
2. As per the terms of the NCDs and the NCD documents, the Issuer is required to deposit the adequate funds in the Accounts at least 10 days prior to any principal or interest payment date ("Due Date"). If the Issuer fails to deposit the adequate funds, the Debenture Trustee is required to invoke the Government of India ("GOI") Guarantee at least 8 days prior to the Due Date. Post invocation of the GOI Guarantee, the GOI is required to deposit the adequate funds in the accounts at least 3 days prior to the Due Date purely for the purpose of payment of interest/redemption dues. The payment mechanism can be summarized as per tabulation given in Schedule III.
3. The Issuer Company has expressed its inability to deposit the adequate funds in the accounts for following NCD Interest Payments:

| S.N. | ISIN | Interest Payment Due Date | Interest Amount Due (INR in Crore) |
|------|--------------|---------------------------|------------------------------------|
| 1 | INE153A08154 | July 20, 2024 | 93.60 |
| 2 | INE153A08121 | August 10, 2024 | 62.58 |
| 3 | INE153A08139 | August 24, 2024 | 14.02 |



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BEACON TRUSTEESHIP LIMITED

Registered Office & Corporate Office : 5W, 5th Floor, The Metropolitan, E-Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051

Phone : +91 95554 49955 Email : contact@beacontrustee.co.in

Website : www.beacontrustee.co.in CIN : U74999MH2015PLC271288

Mumbai | Bengaluru | Ahmedabad | Pune | Kolkata | Chandigarh | Shimla (HP) | Patna | Delhi | Jaipur | Chennai | GIFT IFSC | Bhopal |

Indore | Kochi | Nagpur | Bhubaneswar | Thiruvananthapuram | Lucknow | Hyderabad

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| | | | |
|---|--------------|-------------------|-------|
| 4 | INE153A08162 | August 24, 2024 | 39.92 |
| 5 | INE153A08188 | September 6, 2024 | 21.05 |

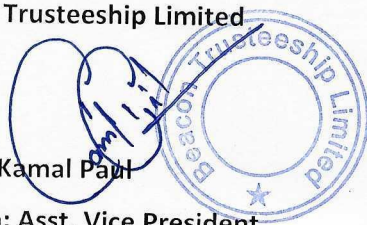
4. Accordingly, we, in our capacity as the Debenture Trustee, have invoked the GOI Guarantee in adherence to the terms of the NCDs and ensured servicing of above interest payments to the NCD Holders on due dates.
5. Pursuant stock exchange disclosures made by the Issuer Company, it has come to our attention that the issuer has defaulted in servicing dues to its banking lenders. Further, one of the banking lenders has initiated a debit freeze of all bank accounts of the Issuer Company held with it.
6. It is pertinent to ensure continued servicing of debt obligations towards the NCD Holders in any scenario.
7. **With a view of the above and in accordance with the Escrow Agreements, we request your confirmation on the following:**
 - a. **The Accounts are operational and there is no debit freeze on the amounts lying therein or to be deposited in future; and**
 - b. **To safeguard the interest of the NCD Holders, we request you to ensure no freezing of the Accounts mentioned under Schedule II and funds lying in the Accounts from time to time; and**
 - c. **Written confirmation that the Accounts will not be freezed till the bonds are live and fully redeemed.**
8. The Accounts referred to above and more specifically detailed in Schedule II are Designated Trust and Retention Accounts opened pursuant to respective NCD documents. The said Accounts are opened exclusively for the benefit of the Debenture Trustee on behalf of NCD Holders.
9. The amounts currently lying and to be deposited in the account are proceeds of GOI Guarantee Invocation and not cash flows arising from business operations. The amounts are to be utilized for no purpose other than servicing of interest and redemption payments to the NCD Holders along with servicing of TDS and other obligations thereon.
10. **To ensure compliance with the letters and Escrow Agreements between MTNL & BOI, the existing NCD documents and extant SEBI Regulations & Guidelines, we request your positive affirmations on the pointers mentioned at clause 7(a) & 7(b) and written confirmation as per clause 7(c) above.**
11. **Given the urgency of the matter we request you to reply at the earliest.**

For Beacon Trusteeship Limited

Name: Mr. Kamal Paul

Designation: Asst. Vice President

Place: New Delhi



CC To:

| | |
|--|--|
| Mahanagar Telephone Nigam Limited mtnlcsco@bol.net.in Mahanagar Doorsanchar Sadan, 5th Floor, 9 CGO Complex, Lodhi Road, Delhi – 110 003. | Debenture Holders of Govt. of India Guaranteed, unsecured, taxable, listed, redeemable, taxable and non- convertible debentures issued by Mahanagar Telephone Nigam Limited ("Issuer" / "Company") with an Issue Size, ISINs, Debenture Trust Deeds as detailed in the Schedule I ("DTD") ("NCD(s)") |
| India Rating and Research Private Limited instruments.info@indiaratings.co.in Wockhardt Tower, Level 4, West Wing, Plot C-2, G Block, Bandra Kurla Complex, Bandra (East), Mumbai MH – 400 051 IN. | Care Ratings Limited care@careedge.in 4 th Floor, Godrej Coliseum, Somaiya Hospital Road, Off. Eastern Express Highway, Sion East, Mumbai – 400 022. |
| National Securities Depository Limited (NSDL) corpdebt@nsdl.co.in Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (West) Mumbai MH 400013 IN | Central Depository Services (India) Limited (CDSL) easiadmin@cdslindia.com Unit No. A-2501, Marathon Futurex, Mafatlal Mills Compound, N.M. Joshi Marg, Lower Parel (E) Mumbai MH 400013 IN |
| BSE Limited corp.relations@bseindia.com 25th Floor, P. J. Towers, Dalal Street, Mumbai -400001 | Securities and Exchange Board of India (SEBI) dt@sebi.gov.in SEBI Bhavan Plot no. C4-A, "G' Block Bandra Kurla Complex Bandra (East), Mumbai – 400 051 India. |
| Department of Telecommunications On behalf of Government of India secy-dot@nic.in Ministry of Communications Government of India, Sanchar Bhawan, 20 Ashoka Road, New Delhi – 110 001. | |



Schedule I

Details of NCDs

| Sr. No. | ISIN | Date of DTD | Date of Allotment | Issue Size (INR in Crore) | Interest Payment Frequency | Next Interest Payment Date | Principal Redemption Frequency | Next Principal Redemption Date | Account to be used for Payment |
|---------|--------------|-------------------|-------------------|---------------------------|----------------------------|----------------------------|--------------------------------|--------------------------------|--------------------------------|
| 1 | INE153A08105 | November 14, 2022 | November 15, 2022 | 6,109.60 | Semi Annual | November 15, 2024 | Bullet Payment at Maturity | November 15, 2032 | Account 1 |
| 2 | INE153A08113 | November 30, 2022 | December 1, 2022 | 2,757.90 | Semi Annual | December 1, 2024 | Bullet Payment at Maturity | December 1, 2032 | Account 1 |
| 3 | INE153A08121 | February 09, 2023 | February 10, 2023 | 1,617.60 | Semi Annual | February 10, 2025 | Bullet Payment at Maturity | August 10, 2033 | Account 1 |
| 4 | INE153A08139 | February 23, 2023 | February 24, 2023 | 361.50 | Semi Annual | February 24, 2025 | Bullet Payment at Maturity | February 24, 2033 | Account 1 |
| 5 | INE153A08147 | March 23, 2023 | March 24, 2023 | 63.40 | Semi Annual | September 24, 2024 | Bullet Payment at Maturity | March 24, 2033 | Account 1 |
| 6 | INE153A08154 | July 19, 2023 | July 20, 2023 | 2,480.00 | Semi Annual | January 20, 2025 | Bullet Payment at Maturity | July 20, 2033 | Account 2 |
| 7 | INE153A08162 | August 23, 2023 | August 24, 2023 | 1,055.00 | Semi Annual | February 26, 2025 | Bullet Payment at Maturity | August 26, 2033 | Account 2 |
| 8 | INE153A08170 | November 06, 2023 | November 7, 2023 | 2,570.00 | Semi Annual | November 7, 2024 | Bullet Payment at Maturity | November 7, 2033 | Account 2 |
| 9 | INE153A08188 | March 05, 2024 | March 6, 2024 | 555.99 | Semi Annual | March 6, 2025 | Bullet Payment at Maturity | March 6, 2034 | Account 2 |
| | Total | | | 17,570.99 | | | | | |



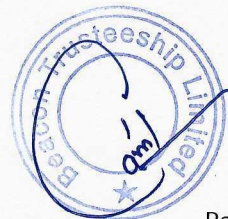
Schedule II
Details of the Accounts ("Accounts")

1. Account 1

| | |
|------------------------|---|
| Name of Bank | Bank of India |
| Branch | New Delhi |
| Address of Bank | Electronic Niketan, CGO Complex, Lodhi Road, New Delhi 110 003. |
| IFSC Code | BKID0006048 |
| Account number | 604810210000028 |
| Type of Account | Current Account |
| Name of Account Holder | Mahanagar Telephone Nigam Limited |

2. Account 2

| | |
|------------------------|---|
| Name of Bank | Bank of India |
| Branch | New Delhi |
| Address of Bank | Electronic Niketan, CGO Complex, Lodhi Road, New Delhi 110 003. |
| IFSC Code | BKID0006048 |
| Account number | 604810210000029 |
| Type of Account | Current Account |
| Name of Account Holder | Mahanagar Telephone Nigam Limited |



Schedule III

Structured Payment Mechanism

The following payment structure (wherein "T1" is assumed to be the due date for interest payments and "T2" is assumed to be the due date for principal repayment of the bonds) is envisaged for meeting the debenture payment obligations on the NCDs.

A. Interest Payments

| Trigger Date | Action Point |
|----------------------------|--|
| (T1-30) th day* | Trustees to inform MTNL and the GOI in writing regarding the due date for payment of interest amount so that the necessary arrangements could be made for meeting the interest payment obligations on the NCDs. |
| (T1-10) th day* | The Designated Trust and Retention Account is to be funded by MTNL to the tune of the interest obligations on the NCDs. |
| (T1-8) th day* | If the Designated Trust and Retention Account is not funded to the requisite extent by (T1-8) th day, the Trustees shall forthwith invoke the GOI Guarantee by sending a Notice of Invocation to GOI. |
| (T1-3) th day* | Last date by which GOI shall deposit requisite funds in the Designated Trust and Retention Account as per the Notice of Invocation served by the Trustees. |

**If any Coupon Payment Date falls on a day that is not a Business Day, the payment shall be made by the Issuer on the following working day in line with SEBI circular No. CIR/IMD/DF-1/122/2016 dated November 11, 2016.*

B. Principal Repayment

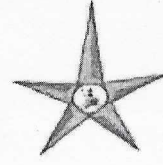
| Trigger Date | Action Point |
|----------------------------|--|
| (T2-30) th day* | Trustees to inform MTNL and the GOI in writing regarding the due date for repayment of Principal amount so that the necessary arrangements could be made for meeting the Principal repayment obligations on the Bonds. |
| (T2-10) th day* | The Designated Trust and Retention Account is to be funded by MTNL to the tune of the Principal obligations on the Bonds. |
| (T2-8) th day* | If the Designated Trust and Retention Account is not funded to the requisite extent by (T2-8) th day, the Trustees shall forthwith invoke the GOI Guarantee by sending a Notice of Invocation to GOI. |
| (T2-3) th day* | Last date by which GOI shall deposit requisite funds in the Designated Trust and Retention Account as per the Notice of Invocation served by the Trustees. |

** If the Redemption Date (also being the last Coupon Payment Date) of the Bonds falls on a day that is not a Business Day, the redemption proceeds shall be paid by the Issuer on the immediately preceding Business Day along with interest accrued on the Bonds until but excluding the date of such payment.*



Annexure 1

बैंक ऑफ़ इंडिया
Bank of India BOI



Electronic Niketan, 6, Lodhi Road New Delhi-11 00 03
Tel.Nos. 011-2439 2200, 2436 4800, Fax: 011-2439 2100

02nd November 2022

To,
M/s BEACON TRUSTEESHIP LIMITED,
4C & D Siddhivinayak Chambers,
Gandhi Nagar, Opp. MIG Cricket Club,
Bandra (East), Mumbai-400051,
Maharashtra

Dear Sir/Madam

Subject: Issuance of Pre-Authorization to Beacon Trusteeship Limited "Debenture Trustee" in respect of MTNL's proposed Govt. of India Guaranteed, Unsecured, Rated, listed, Redeemable, Non-Convertible, Taxable Bonds in the nature of Debentures of Rs. 10,910 Crore in FY. 2022-23 (in one or more tranches).

Ref. No. MTNLCO-41/15/3/2022-BKG MTNL CO Date: 20th October 2022

This is with reference to captioned consent letter requesting us to provide information relating to debt payment status of the subject NCDs.

In this connection, we give our consent to provide you the information/data relating to interest and redemption payment from the

Account Name: - MTNL SG BOND SERIES 7

Bank Account #- 604810210000028

IFSC Code:- BKID0006048

being maintained with us (by the Issuer/MTNL) on your request, in terms of Para 3.2 under Para 3 of Annexure A to the SEBI Circular No. SEBI/HO/DDHS/CIR/P/103/2020 Dated 23rd June, 2020 and Para 4.1 under Para 4 of Chapter XI of the SEBI Circular SEBI/HO/DDHS/P/CIR/2021/613 dated 10 August 2021

Thanking you
कृते बैंक ऑफ़ इंडिया/ For Bank of India

सहायक महाप्रबन्धक/ Asst. General Manager
सी.जी.ओ. कॉम्प्लेक्स इन्डिया, नई दिल्ली-110003
C.G.O. Authorized Signatory-110003



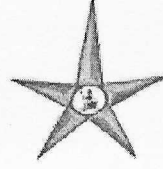
Copy to:

MAHANAGAR TELEPHONE NIGAM LIMITED, incorporated as a Public Limited Company under the Companies Act, 1956 and having its Registered Office and Corporate Office at MAHANAGAR DOORSANCHAR SADAN, 9 CGO COMPLEX, LODHI ROAD, NEW DELHI – 110003

Annexure 2

बैंक ऑफ़ इंडिया
Bank of India

BOI



Electronic Niketan, 6, Lodhi Road New Delhi-11 00 03
Tel.Nos. 011-2439 2200, 2436 4800, Fax: 011-2439 2100

26th June 2023

To,

M/s BEACON TRUSTEESHIP LIMITED,
4C & D Siddhivinayak Chambers,
Gandhi Nagar, Opp. MIG Cricket Club,
Bandra (East), Mumbai-400051,
Maharashtra

Dear Sir/Madam

Subject: Issuance of Pre-Authorization to Beacon Trusteeship Limited "Debenture Trustee" in respect of MTNL's proposed Govt. of India Guaranteed, Unsecured, Rated, listed, Redeemable, Non-Convertible, Taxable Bonds in the nature of Debentures of Rs. 6,661 Crore in FY. 2023-24 (in one or more tranches).

Ref. No. MTNLCO-41/15/3/2022-BKG MTNL CO Date: 26th June 2023

This is with reference to captioned consent letter requesting us to provide information relating to debt payment status of the subject NCDs.

In this connection, we give our consent to provide you the information/data relating to interest and redemption payment from the

Account Name: - MTNL SG BOND SERIES 8
Bank Account #- 604810210000029
IFSC Code:- BKID0006048

being maintained with us (by the Issuer/MTNL) on your request, in terms of Para 3.2 under Para 3 of Annexure A to the SEBI Circular No. SEBI/HO/DDHS/CIR/P/103/2020 Dated 23rd June, 2020 and Para 4.1 under Para 4 of Chapter XI of the SEBI Circular SEBI/HO/DDHS/P/CIR/2021/613 dated 10 August 2021

Thanking you,

Authorized Signatory

Copy to:

MAHANAGAR TELEPHONE NIGAM LIMITED, incorporated as a Public Limited Company under the Companies Act, 1956 and having its Registered Office and Corporate Office at MAHANAGAR DOORSANCHAR SADAN, 9 CGO COMPLEX, LODHI ROAD, NEW DELHI - 110003

