



Company's Secretariat and Legal Division

No. BSNL/SECTT/64-1/2019

Dated: 24.02.2020

Sub: Regarding finalization of plan on modalities with respect to merger of MTNL with BSNL.

As you are kindly aware that the Company has appointed M/s Deloitte Haskins & Sells LLP as Advisor for enabling finalization of plan on modalities to implement the Union Cabinet's decision w.r.t. merger of MTNL with BSNL. The said Advisor requested for preliminary information for the proposed consolidation of BSNL and MTNL to enable them to start the conceptualization phase.

All concerned Units are requested to send the required information/input by **25.02.2020** as per list annexed as Annexure-I (in hard copy and the soft copy be emailed to hcpant@bsnl.co.in).


(H. C. Pant)
CS & CGM (Legal)

To

1. CGM (BW)/PGM (Infra/Commercial)/PGM (S&M-CM)/Sr. GM (CA)/Sr. GM (Taxation)/Sr. GM (VAS)/GM (Regulation)/GM (Smart City Project)/GM (MM) - to submit the input as per the details in Annexure-I
2. All the CGMs/PGMs/Sr. GMs/GMs of Corporate Office are requested to check the enclosed Annexure and furnish the relevant input, if any, pertaining to their Unit.

Copy also forwarded for kind information to:

CMD/Director (CFA)/Director (CM)/Director (EB)/Director (Finance) & CFO/Director (HR)

ANNEXURE - I

Preliminary Information Request List
Entities Covered: Bharat Sanchar Nigam Limited & Mahanagar Telephone Nigam Limited
Please note that the information requested below is preliminary and may need to be modified and enhanced further after review of the preliminary information request.

Area	Sl. No	Particulars	Status	Management comments
General and financial information	1	Copy of latest available constitutional documents such as Memorandum of Association (MoA), Articles of Association (AoA) and Certificate of Incorporation (COI) of entities involved as part of the Proposed Restructuring.	Pending	CS UNIT
	2	Unaudited financials for FY20 [incl. details of immovable property (owned and on lease) such as location, balance period of lease and stamp duty reckoner value].	Pending	CA UNIT
	3	Latest shareholding pattern of the entities and the group structure.	Pending	CS UNIT
	4	Management estimates on valuation of the company (unlisted).	Pending	CA UNIT
Taxation	5	Latest available income tax return, tax audit report and transfer pricing study report.	Pending	TAXATION UNIT
	6	Details of relevant tax incentives/ benefits/ deduction/ credits or registrations being claimed or enjoyed under direct or indirect taxes.	Pending	TAXATION UNIT
	7	Assessment status under all applicable direct and indirect tax statutes and details of disputes/ litigation under each statute.	Pending	TAXATION UNIT
	8	Key agreements entered by the entities with major contracting parties such as vendors, customers, lender agreements, etc.	Pending	STH-CM/INPRA - COMMERCIAL/VAS/UNIT/TAXATION / CM /SMART CITY UNIT
Contractual obligations having restrictive covenants	9	Registrations, licenses, approvals, authorizations, permits, etc. obtained from or granted by state or central government or any regulatory body.	Pending	REGULATION UNIT
	10	Copy of any approval obtained from regulatory body such as any concerned ministry.	Pending	REGULATION UNIT
	11	Lease agreements (or relevant extracts of the lease agreements) in force as on date.	Pending	INMA - COMM. / VAS / SMART CITY UNITS
	12	Latest available cash balance in the entities.	Pending	CA UNIT
Others	13	Details of any previous restructuring as a result of which any business was acquired or hived off.	Pending	INMA - COMM. UNIT
	14	Details of the acquisitions of the shares (date, cost, secondary/ primary acquisition) by the current shareholders	Pending	CS UNIT
	15	Details of inter company balances as on the latest practicable date.	Pending	CA UNIT
	16	Details of immovable properties (owned) along with the location, stamp duty circle rate, admeasuring area and fair value (if available) of the entities.	Pending	BW UNIT
	17	Details of plants held by the entities if affixed to earth.	Pending	CA UNIT
	18	List of IPRs/ brands and documents relating to IPRs/ brands registration.	Pending	COMMERCIAL/INRA UNIT
	19	Details of tax contingent liabilities, if any, not provided in the books.	Pending	TAXATION UNIT
	20	Details of the ADRs issued by MTNL and their listing status	Pending	