

1.1 CHAPTER-VIII: STATEMENT ON THE BOARD & SUB COMMITTEES OF THE BOARD AND OTHER COMMITTEES

The Management of the Company is vested with the Board of Directors. The Board of Directors has ultimate responsibility for the administration and management of our affairs, except for certain matters that are reserved by our articles of association for the approval of the President of India. Our articles of association provide for a board of not less than four and not more than 18 directors. The directors are appointed by the government of India. The President of India is empowered by Article 66A of our articles of association to appoint one-third of the total number of our directors sitting at any time for an indefinite term and to designate our Chairman and Managing Director. Our remaining directors are also appointed by the Govt. of India and non-official part time directors serve for three-year terms. As per the provisions of the Indian Companies Act, one-third of these set term directors retire each year at our annual general meeting.

MTNL currently have eight directors, four of whom are “full-time directors”. Our Executive Director, Mumbai and our Executive Director, Delhi are normally ex-officio members of the Board. Two of our directors are officers of the DOT. Finally, there are two directors who are neither our employee nor an employee of the DOT, these directors as “part-time” directors”. All of our directors were appointed by the DOT. Four board seats are currently vacant i.e. two ex-officio director and two part-time directors.

The meetings of the Board of Directors and Committees of the Board are not accessible for public. Similarly the Minutes Books of the Board of Directors and Committees of the Board are not open for inspection by public.

The profile of MTNL Board of directors can be had from its corporate Website www.mtnl.net.in