

महानगर टेलीफोन निगम लि०

( भारत सरकार का उद्यम )

**Mahanagar Telephone Nigam Ltd.**

(A Government of India Enterprise)

CIN: L32101DL1986GOI023501



**MTNL/SECTT/SE/2019**

**April 01, 2019**

**To**  
**The Secretary,**  
**Stock Exchanges,**  
**BSE/NSE/OTCQX**

**Sub: Submission of Corporate Governance Report for the Quarter and Financial Year ended on 31<sup>st</sup> March, 2019 - Compliance of Regulation 27(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.**

Dear Sir,

Pursuant to Regulation 27(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are forwarding the Report on Corporate Governance for the Quarter ended on 31st March, 2019 (Annexure – I) for your kind information.

Kindly acknowledge the receipt of the same and take the same on record.

Thanking you

Yours' Faithfully,

**(S R SAYAL)**  
**COMPANY SECRETARY**

Encl: A/A

पंजीकृत एवं निगम कार्यालय : महानगर दूरसंचार सदन, 5वां तल, 9 सी.जी.ओ. कॉम्प्लेक्स, लोधी रोड, नई दिल्ली-110003

फोन कार्यालय : 24319020, फैक्स: 24324243

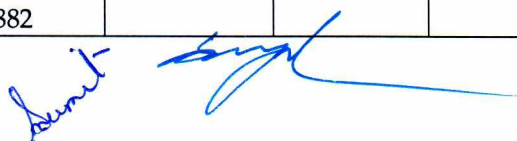
Regd. & Corporate Office : Mahanagar Doorsanchar Sadan, 5th Floor, 9 CGO Complex, Lodhi Road, New Delhi-110 003 India  
Phone Off.: 24319020, Fax : 24324243

आप हमारे साथ हिन्दी में भी पत्राचार कर सकते हैं।

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE TO BE SUBMITTED BY LISTED ENTITY**

1. Name of Listed Entity: **Mahanagar Telephone Nigam Limited (MTNL)**
2. Quarter ending: **31<sup>st</sup> March, 2019**

<b>I. Composition of Board of Directors</b>								
Title( Mr./ Ms)	Name of the Director	PAN & DIN	Category(C hairperson /Executive/ Non- Executive/i ndependent/Nominee )&	Date of Appointm ent in the current term/cess ation	Tenure*	No. of Director ship in listed entities includin g this listed entity  (Refer Regulati on 25(1)of Listing Regulati ons)	Number of membership s in Audit/Stake holder Committee( s)including this listed entity  (Refer Regulation 26(1)of Listing Regulations)	No. of post of Chairperson in Audit/Stake holder Committee held in listed entities including this listed entity (Refer Regulation 26(1)of Listing Regulations)
1.Mr.	Pravin Kumar Purwar	PAN: AIJPP2796B DIN: 06619060	Chairperso n / Executive	2 <sup>nd</sup> March, 2017.	1 <sup>st</sup> March, 2022	1	0	0
2.Mr.	Sunil Kumar	PAN: AFIPK2794N DIN: 06628803	Executive	21 <sup>st</sup> June,2013	31 <sup>st</sup> August, 2021	1	1	0
3.Mr.	Milind Vijay Joshi	PAN: ABBPJ8438R DIN: 08273959	Executive	15 <sup>th</sup> October, 2018	30 <sup>th</sup> Septembe r, 2020	1	0	0
4.Mr.	Sanjeev Kumar	PAN: AIDPK4041L DIN: 07566882	Executive	02 <sup>nd</sup> July, 2016	01 <sup>st</sup> July, 2021	1	0	0



5. Mr.	R.K. Khand elwal	Pan: AFPPK3014E DIN: 02861350	Govt. Nominee	1 <sup>st</sup> February, 2019	Till Further order	1	0	0
6. Ms.	Tiakala Lynda Yaden	PAN: AAKPY6602 N DIN: 07522884	Govt. Nominee	19 <sup>th</sup> May, 2016	Till Further order	1	0	0
7. Mr.	Ashok Mittal	PAN: ACQPM9261 R DIN: 06581045	Independent	23 <sup>rd</sup> December , 2015	22 <sup>nd</sup> December , 2019	1	2 (Audit Committee and Stakeholder Relationship Committee)	2 (Audit Committee and Stakeholder Relationship Committee)
8. Mr.	Rakesh Nangia	PAN: AAHPN4647 B DIN: 00147386	Independent	23 <sup>rd</sup> December ,2015	22 <sup>nd</sup> December , 2019	2	3( 2 Audit Committee and 1 Stakeholder Relationship Committee)	0
9. Mr.	Chinmay Basu	PAN: AALPB4776 H DIN: 02105505	Independent	26 <sup>th</sup> October, 2017	25 <sup>th</sup> October ,2020	1	0	0
10. Mr.	K.B. Gokulachandran	PAN: ABOPB4244 N DIN: 07969005	Independent	26 <sup>th</sup> October, 2017	25 <sup>th</sup> October ,2020	1	0	0
11. Ms	G. Padmaja Reddy	PAN: AGEPP7613 A DIN: 06464905	Independent	26 <sup>th</sup> October, 2017	25 <sup>th</sup> October ,2020	1	1 Stakeholder Relationship Committee	0

*Sumit Singh*

12.Ms	Suneeta Trivedi	PAN: ACEPT4414D DIN: 06742087	Independent	26 <sup>th</sup> October,2017	25 <sup>th</sup> October,2020	1	1 Audit Committee	0
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<sup>5</sup> PAN number of any director would not be displayed on the website of Stock Exchange.

<sup>&</sup> Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

<sup>\*</sup> to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) <sup>5</sup>
1.Audit Committee	(a) Shri Ashok Mittal	Chairperson(Independent Director)
	(b) Shri Rakesh Nangia	Independent Director
	(c) Smt Suneeta Trivedi	Independent Director
	(d) Shri Sunil Kumar	Executive Director
2.Nomination & Remuneration Committee	(a) Shri Ashok Mittal	Chairperson(Independent Director)
	(b) Shri K.B. Gokulachandran	Independent Director
	(c) Smt Suneeta Trivedi	Independent Director
3.Risk Management Committee(if applicable)	(a) Shri Sunil Kumar	Chairperson(Executive Director)
	(b) Shri Pravin Kumar Purwar	Executive Director
	(c) Shri Sanjeev Kumar	Executive Director
	(d) Shri Ashok Mittal	Independent Director
	(e) Shri Rakesh Nangia	Independent Director

*Sunit* 

	Nangia	
	(f) Smt Suneeta Trivedi	Independent Director
	(g) Shri K.B. Gokulachandran	Independent Director
	(h) Shri Chinmay Basu	Independent Director
4.Stakeholders Relationship Committee	(a) Shri Ashok Mittal	Chairperson(Independent Director)
	(b) Shri Rakesh Nangia	Independent Director
	(c) Smt G.Padmaja Reddy	Independent Director

<sup>&</sup> Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

### III. Meeting of Board of Directors

Date(s)of Meeting (if any) in the previous quarter	Date(s)of Meeting(if any)in the relevant Quarter	Maximum gap between any two consecutive meetings (in number of days)
Meeting No.334 dtd. 22 <sup>nd</sup> & 23 <sup>rd</sup> October, 2018  Meeting No. 335 dtd. 14 <sup>th</sup> November, 2018	Meeting No. 336 dtd. 14 <sup>th</sup> February, 2019	91 days

### IV. Meeting of Committees

Date(s) of meeting of the Audit Committee in the relevant quarter	Whether requirement of Quorum met(detail s)	Date(s) of meeting of the Audit Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Meeting No. 119 dtd 14.02.2019	Yes	Meeting No. 118 dtd. 14.11.2018	91 days

\*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

*Sumit Singh*

**V. Related Party Transactions**

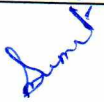
<b>Subject</b>	<b>Compliance status(Yes/No/NA)<sup>refer note below</sup></b>
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

**Note**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

**VI. Affirmations**

- I. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- II. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Stakeholders Relationship committee
  - c. Risk Management Committee (applicable to the top 100 listed entities)
  - d. Nomination and Remuneration CommitteeThe committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- III. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- IV. This report will be placed before Board of Directors in its next meeting. The report submitted in the previous quarter has already been submitted to the Board on 14 February, 2019 and no comments/observations/advice has been given by the Board of Directors on the same.

**Name & Designation****(S.R.Sayal)****Company Secretary**

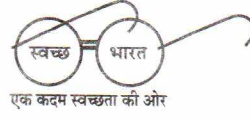
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**MTNL/SECTT/SE/2019**

**April 01, 2019**

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Dear Sir,

Pursuant to Regulation 27(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, we are forwarding the Report on Corporate Governance for the Financial Year 2018-19 ended on 31<sup>st</sup> March, 2019 for your kind information.

Kindly acknowledge the receipt of the same and take the same on record.

Thanking you

Yours' Faithfully,

**(S R SAYAL)**  
**COMPANY SECRETARY**

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**COMPLIANCE REPORT ON CORPORATE GOVERNANCE TO BE SUBMITTED BY LISTED ENTITY AT THE END  
OF THE FINANCIAL YEAR 2018-19 (For the whole of F.Y)**

1. Name of Listed Entity: **Mahanagar Telephone Nigam Limited (MTNL)**
2. Financial Year ended on : **March 31, 2019**

**I. Disclosure on website in terms of Listing Regulations**

Item	Compliance Status (Yes/No/NA) refer note below
Details of business	Yes
Terms and conditions of appointment of Independent Directors	Yes
Composition of various committees of Board of Directors	Yes
Code of conduct of Board of Directors and senior management personnel	Yes
Details of establishment of Vigil Mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executives directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	N.A
New name and the old name of the listed entity	N.A

**II. Annual Affirmations**

Particulars	Regulation Number	Compliance Status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	yes
Meetings of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Will be complied in due course(when due)
Plans for orderly succession for appointments	17(4)	YES
Code of Conduct	17(5)	YES
Fees/compensation	17(6)	YES
Minimum Information	17(7)	YES
Compliance Certificate	17(8)	Yes, Will be complied in due course(when due)

*Sunit Singh*



Risk Assessment & Management	17(9)	Yes, Will be complied in due course(when due)
Performance Evaluation of Independent Directors	17(10)	Yes, Will be complied in due course(when due)
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1)&(2)	Yes
Composition of Stakeholder Relationship Committee	20(1)&(2)	Yes
Composition and role of Risk Management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(5),(6),(7)&(8)	Yes
Prior or omnibus approval of Audit Committee for all related party transactions	23(2),(3)	Yes, will be done when such transaction takes place
Approval for material related party transactions	23(4)	Yes, will be done when such transaction takes place
Composition of Board of Directors of unlisted material subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) &(6)	Yes
Maximum Directorship & Tenure	25(1)&(2)	Yes
Meeting of independent directors	25(3),(4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel	26(3)	Yes
Disclosure of Shareholdings by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and Senior management	26(2) &26(5)	Yes

**Note**

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A" may be indicated.
- If status is "No" details of non-compliance may be given here. 3 If the Listed Entity would like to provide any other information the same may be indicated here.

*Sumit Singh*

**III. Affirmations:**

**IV.** The Listed Entity has approved Material Subsidiary Policy.

**V.** Presently, MTNL has got no Material Subsidiary. Therefore, Regulation 24(1) is not applicable. However, MTNL is complying with Regulation 24 (2),(3),(4),(5),(6) of Corporate Governance requirement with respect to subsidiary of Listed Entity Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

**Name & Designation**



**(S.R.Sayal)**  
**Company Secretary**

