

महानगर टेलीफोन निगम लि०

(भारत सरकार का उद्यम)

Mahanagar Telephone Nigam Ltd.

(A Government of India Enterprise)

CIN: L32101DL1986GOI023501



MTNL/SECTT/SE/2017

October 05, 2017

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

Sub: Submission of Corporate Governance Report for the Quarter and half year ended on 30th September, 2017 - 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 and half year ended on 30th September, 2017 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

Submit
05/10/17

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: **September 30, 2017**

I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nonminee) ^{&}	Date of Appointment in the current term/cessation	Tenure	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairpersons in Audit/Stakeholder 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	Chairperson / Executive	2 nd March, 2017. (additional charge of Director (Fin) w.e.f 03.03.2017)	1 st March, 2022	1	0	0
2.Mr.	Sunil Kumar	PAN: AFIPK2794N DIN: 06628803	Executive	21 st June, 2013	20 th June, 2018	1	0	0
3.Mr.	Sanjeev Kumar	PAN: AIDPK4041L	Executive	02 nd July, 2016	01 st July, 2021	1	1	0

Sumit Singh

		DIN: 07566882						
4.Ms.	Tiakala Lynda Yaden	PAN: AAKPY6 602N DIN: 07522884	Govt. Nominee	19 th May, 2016	Till Further order	1	0	0
5.Mr.	Amit Yadav	PAN:AA APY1352 P DIN:0649 1798	Govt. Nominee	5 th March, 2016	Till Further order	1	2 (Audit Committee and Stakeholder Relationship Committee)	0
6.Mr.	Ashok Mittal	PAN: ACQPM9 261R DIN: 06581045	Independent	23 rd December, 2015	22 nd December, 2018	1	2 (Audit Committee and Stakeholder Relationship Committee)	1 Stakeholder Relationship Committee
7.Mr.	Rakesh Nangia	PAN: AAHPN4 647B DIN: 00147386	Independent	23 rd December, 2015	22 nd December, 2018	2	3 (2 Audit Committee and 1 Stakeholder Relationship Committee)	1 Audit Committee

⁵ PAN number of any director would not be displayed on the website of Stock Exchange.

[&] 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.

^{*} 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) ⁵
1.Audit Committee	(a) Shri Rakesh Nangia	Chairperson(Independent Director)

Sumit Singh

	(b) Shri Ashok Mittal	Independent Director
	(c) Shri Amit Yadav	Government Nominee
2.Nomination & Remuneration Committee	(a) Shri Ashok Mittal	Chairperson(Independent Director)
	(b) Shri Rakesh Nangia	Independent Director
	(c) Shri Amit Yadav	Government Nominee
3.Risk Management Committee(if applicable)	(a) Shri P.K Purwar	Chairperson(Executive Director)
	(b) Shri Sunil Kumar	Executive Director
	(c) Shri Sanjeev Kumar	Executive Director
	(c) Shri Ashok Mittal	Independent Director
	(d) Shri Rakesh Nangia	Independent Director
4.Stakeholders Relationship Committee	(a) Shri Ashok Mittal	Chairperson(Independent Director)
	(b) Shri Amit Yadav	Government Nominee
	(c) Shri Sanjeev Kumar	Executive Director

* 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. 324 dtd. 30.05.2017 respectively	Meeting No. 325 dtd. 14.08.2017 respectively	75 days

IV. Meeting of Committees

Date(s) of meeting of the Audit Committee in the relevant quarter	Whether requirement of Quorum met(details)	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. 114 dtd. 14.08.2017	Yes	Meeting No. 113 dtd 30.05.2017	75 days

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

V. Related Party Transactions

Subject	Compliance status(Yes/No/NA) ^{refer note below}
Whether prior approval of audit committee obtained	NA

Sanit Singh

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

1. The composition of Board of Directors is not in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 as the Company does not have requisite number of Independent Directors for which we have requested the Admin Ministry, Govt. of India to appoint at the earliest.
2. 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 Committee

The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. 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.
4. 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 14/08/2017 and no comments/observations/advice has been given by the Board of Directors on the same.

Name & Designation



(S.R. Sayal)

Company Secretary

Limit

COMPLIANCE REPORT ON CORPORATE GOVERNANCE TO BE SUBMITTED BY LISTED ENTITY

1. Name of Listed Entity: **Mahanagar Telephone Nigam Limited (MTNL)**
2. Half Year ending: **September 30, 2017**

Affirmations		
Broad Heading	Regulation Number	Compliance status (Yes/No/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	YES
Presence of Chairperson of Audit Committee at the Annual General Meeting.	18(1)(d)	YES
Presence of Chairperson of the Nomination and Remuneration committee at the Annual General Meeting.	19(3)	NO (The Chairperson of the Nomination and Remuneration Committee Shri Ashok Mittal was not able to attend meeting due to unavoidable circumstance)
Whether Corporate Governance Report is disclosed in Annual Report.	34(3) read with Para C of Schedule V	YES
Note. <ol style="list-style-type: none">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 the 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.		
Name & Designation (S.R.Sayal) Company Secretary		

Smit