

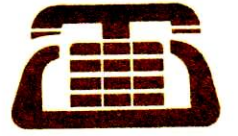
महानगर टेलीफोन निगम लि.

(भारत सरकार का उद्यम)

Mahanagar Telephone Nigam Ltd.

(A Government of India Enterprise)

CIN : L32101DL1986GOI023501



MTNL/SECTT/SE/2016

12th January, 2016

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

Sub: Compliance of Regulation 27(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 - Corporate Governance Report for the Quarter ending 31st December, 2015.

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 Quarter ending 31st December, 2015 for your kind information and record.

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

Thanking you

Yours Faithfully,


(S R SAYAL)
COMPANY SECRETARY



पंजीकृत एवं निगम कार्यालय : महानगर दूरसंचार सदन, 5 वां तल, 9 सी.जी.ओ. कॉम्प्लेक्स, लोधी रोड, नई दिल्ली-110003
Regd. & Corporate Office : Mahanagar Doorsanchar Sadan, 5th Floor, 9 CGO Complex, Lodhi Road, New Delhi-110003 India
फोन / Phone : कार्यालय / Office : 24319020, फैक्स / Fax : 24324243 • Website : www.mtnl.in

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: **December 31, 2015 (1st October 2015 to 31st December 2015)**

I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PAN ^s & DIN	Category (Chairperson/Executive/Non-Executive/independent/Non minee) ^{&}	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 Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
1.Mr.	Narendra K Yadav	PAN: AAYPY3869P DIN: 07223154	Chairperson	8 th June, 2015	7 th March, 2016	1	0	0
2.Mr.	Pravin Kumar Purwar	PAN: AIJPP2796B DIN: 06619060	Executive	1 st June, 2013	31 st May, 2018	1	1 Stakeholder Relationship Committee	0
3.Mr.	Sunil Kumar	PAN: AFIPK2794N DIN: 06628803	Executive	21 st June, 2013	20 th June, 2013	1	0	0
4.Mr.	Shashi Ranjan Kumar	PAN: AECPK5260J	Govt. Nominee	9 th November,	Till Further order	1	1 Audit Committee	0


एस. आर. रयाल
S. R. SAYAL

कम्पनी सचिव/ Company Secretary
महानगर दूरसंचाय सदन/MTNL, Corporate Office
महानगर दूरसंचाय सदन/Mahanagar Doersanchai Sadan
९, सी.जी.ओ. कॉम्प्लेक्स, नई दिल्ली-३/९, C.S.O. Complex, New Delhi-3

		DIN: 01911656		2015				
5.Mrs	Simmi R.Nakra	PAN: AAJPN38 45K DIN: 06971422	Govt. Nominee	13 th May, 2015	Till Further order	1		0
6.Mr.	Ashok Mittal	PAN: ACQPM9 262R DIN: 06581045	Independ ent	23 rd Decem ber, 2015	22 nd Decem ber, 2018	2	1 Audit Committee and 1 Stakeholder Relationship Committee	1 Stakeholder Committee
7.Mr.	Rakesh Nangia	PAN: AAHPN4 647B DIN: 00147386	Independ ent	23 rd Decem ber,201 5	22 nd Decem ber, 2018	2	2 Audit Committee and 2 Stakeholder Relationship Committee	2 Audit Committee

[§] 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) [§]
1.Audit Committee	(a) Shri Rakesh Nangia	Independent Director
	(b) Shri Ashok Kumar	Independent Director
	(c) Shri Shashi Ranjan Kumar	Government Nominee
2.Nomination & Remuneration Committee	(a) Shri Ashok Mittal	Independent Director
	(b) Shri Rakesh Nangia	Independent Director
	(c) Shri Shashi Ranjan Kumar	Government Nominee
	(d) Smt. Simmi R. Nakra	Government Nominee

सु. आर. सयाल
S. R. SAYAL

कम्पनी सचिव / Company Secretary
मेटे.लि. निगम कार्यालय/M.T.N.L., Corporate Office
महानगर दूरसंचार सदन / Mahanagar Dूरsanchar Sadan
9, सी.जी.ओ. कॉम्प्लेक्स, नई दिल्ली-3/9, C.G.O. Complex, New Delhi-3

3.Risk Management Committee(if applicable)	(a) Shri Sunil Kumar	Executive Director
	(b) Shri P.K Purwar	Executive Director
	(c) Shri Ashok Mittal	Independent Director
	(d) Shri Rakesh Nangia	Independent Director
4.Stakeholders Relationship Committee	(a) Shri Ashok Mittal	Independent Director
	(b) Shri Rakesh Nangia	Independent Director
	(c) Shri P.K. Purwar	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 (in number of days)
Meeting No.311 dtd 14.08.2015	Meeting No. 312 dtd 09.11.2015	86 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.105 dtd 09.11.2015	Yes	Meeting No. 104 dtd 14.08.2015	86 days

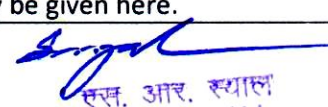
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions

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


 स. आर. स्याल
 S. R. SAYAL
 कम्पनी सचिव / Company Secretary
 मटेनिलि. निगम कार्यालय/M.T.N.L., Corporate Office
 महानगर दूरसंचार सदन / Mahanagar Dूरसंचार Sadan
 महानगर दूरसंचार सदन -3/9, C.G.O. Complex, New Delhi-3

VI. Affirmations

1. The composition of Board of Directors is not in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk Management Committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. 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.
5. This report and/or the report submitted in the previous quarter will be placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

Name & Designation


Company Secretary/ Compliance Officer/ Managing Director/ CEO

S. R. SAYAL

कम्पनी सचिव / Company Secretary

म.टे.निलि. निगम कार्यालय/M.T.N.L., Corporate Office

महानगर दूरसंचार सदन / Mahanagar Doorsanchar Sadan

मो.टी.ओ. कॉम्प्लेक्स, नई दिल्ली-110 004 / T.O. Complex, New Delhi-110 004

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

