महानगर टेलीफोन निगम लि॰
(भारत सरकार का उद्यम)
Mahanagar Telephone Nigam Ltd.
(A Government of India Enterprise)
CIN: L32101DL1986GOI023501

स्वच्छ भारत
एक कदम स्वच्छता की ओर

MTNL/SECTT/SE/2016
April 2, 2016

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

Sub: Submission of Corporate Governance Report for the Financial Year 2015-16 ended on 31st March, 2016 - Compliance of Regulation 27(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 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 Financial Year 2015-16 ended on 31st March, 2016 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

MPLIANCE REPORT ON CORPORATE GOVERNANCE TO BE SUBMITTED BY LISTED ENTITY AT THE END OF THE FINANCIAL YEAR 2015-16(For the whole of F.Y)

1. Name of Listed Entity: **Mahanagar Telephone Nigam Limited (MTNL)**
2. Financial Year ended on : **March 31, 2016**

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	No
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	No
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)	No (The composition of Board of MTNL is Functional Directors-4, Government Nominee Directors-2 and Independent Directors-6 Total-

		12.) Presently, MTNL has 3 Functional Directors, 2 Government Nominee Directors and 2 Independent Directors on its Board. 1 Government Nominee Director is a woman Director. We have requested to the Administrative Ministry(Govt. of India) to appoint the requisite no. of Independent Directors on the Board of MTNL.
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)
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

		12.) Presently, MTNL has 3 Functional Directors, 2 Government Nominee Directors and 2 Independent Directors on its Board. 1 Government Nominee Director is a woman Director. We have requested to the Administrative Ministry(Govt. of India) to appoint the requisite no. of Independent Directors on the Board of MTNL.
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)
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, Will be complied in due course
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, Will be complied in due course
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

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. 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III. **Affirmations:**

1. The Listed Entity has approved Material Subsidiary Policy.
2. 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

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To
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Sub: Submission of Corporate Governance Report for the Quarter ended on 31st March, 2016 - Compliance of Regulation 27(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015.

Dear Sir,

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Thanking you

Yours' Faithfully,

(S R SAYAL)
COMPANY SECRETARY

Encl:A/A

COMPLIANCE REPORT ON CORPORATE GOVERNANCE TO BE SUBMITTED BY LISTED ENTITY

1. Name of Listed Entity: **Mahanagar Telephone Nigam Limited (MTNL)**
2. Quarter ending: **March 31, 2016**

I. Composition of Board of Directors								
Title(Mr./ Ms)	Name of the Director	PAN[$] & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee)[&]	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	8th June, 2015	Till Further order	1	0	0
2.Mr.	Pravin Kumar Purwar	PAN: AIJPP2796B DIN: 06619060	Executive	1st June, 2013	31st May, 2018	1	1 Stakeholder Relationship Committee	0
3.Mr.	Sunil Kumar	PAN: AFIPK2794N DIN: 06628803	Executive	21st June,2013	20th June,2018	1	0	0
4.Mrs	Simmi R.Nakra	PAN: AAJPN3845K DIN:	Govt. Nominee	13th May, 2015	Till Further order	1	1 Audit Committee	0

		06971422						
5.Mr.	Amit Yadav	PAN:AAAPY1352P DIN:06491798	Govt. Nominee	5th March, 2016	Till Further order	1	0	0
6.Mr.	Ashok Mittal	PAN: ACQPM9262R DIN: 06581045	Independent	23rd December, 2015	22nd December, 2018	1	2 (Audit Committee and Stakeholder Relationship Committee)	1 Stakeholder Relationship Committee
7.Mr.	Rakesh Nangia	PAN: AAHPN4647B DIN: 00147386	Independent	23rd December,2015	22nd December, 2018	2	4 (2 Audit Committee and 2 Stakeholder Relationship Committee)	1 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	Chairperson(Independent Director)
	(b) Shri Ashok Mittal	Independent Director
	(c) Smt. Simmi R. Nakra	Government Director
2.Nomination & Remuneration Committee	(a) Shri Ashok Mittal	Chairperson(Independent Director)
	(b) Shri Rakesh Nangia	Independent Director
	(c) Smt. Simmi R. Nakra	Government Nominee
3.Risk Management Committee(if applicable)	(a) Shri Sunil Kumar	Chairperson(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	Chairperson(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.312 dtd 9.11.2015	Meeting No. 313 dtd 12.02.2016	94 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.106 dtd 12.02.2016	Yes	Meeting No. 105 dtd 9.11.2015	94 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.

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. 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 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 12/02/2016 and no comments/observations/advice has been given by the Board of Directors on the same.

Name & Designation

(S.R.Sayal)
Company Secretary

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.