

महानगर टेलीफोन निगम लि०

(भारत सरकार का उद्यम)

Mahanagar Telephone Nigam Ltd.

(A Government of India Enterprise)

CIN: L32101DL1986GOI023501



MTNL/SECTT/SE/2016

October 1, 2016

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

Sub: Submission of Corporate Governance Report for the Quarter ended on 30th September, 2016 - 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 30th September, 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

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, 2016**

I. Composition of Board of Directors								
Title(Mr./ Ms)	Name of the Director	PAN & DIN	Category(Chairpers on/Execu tive/Non- Executive /independ ent/No minee)&	Date of Appoin tment in the current term/c essatio n	Tenure *	No. of Direct orship in listed entitie s includi ng this listed entity (Refer Regul ation 25(1)o f Listing Regul ations)	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: AIJPP279 6B DIN: 06619060	Chairpers on & Executive	1 st June 2013 (Appoi nted as CMD (additi onal charge) on 8 th June, 2016)	31 st May, 2018	1	1 Stakeholder Relationship Committee	0
2.Mr.	Sunil Kumar	PAN: AFIPK27 94N DIN: 06628803	Executive	21 st June,2 013	20 th June, 2018	1	0	0

3.Mr.	Sanjeev Kumar	PAN: AIDPK40 41L DIN: 07566882	Executive	02 nd July, 2016	01 st July, 2021	1	0	0
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 262R DIN: 06581045	Independ ent	23 rd Decem ber, 2015	22 nd Decemb er, 2018	1	1 Audit Committee	1 Stakeholder Relationship Committee
7.Mr.	Rakesh Nangia	PAN: AAHPN4 647B DIN: 00147386	Independ ent	23 rd Decem ber,20 15	22 nd Decemb er, 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)
	(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 Amit Yadav	Government Nominee
	(c) Ms. Tiakala Lynda Yaden	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 Amit Yadav	Government Nominee
	(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. 314 dtd 30.05.2016	Meeting No. 315, 316 & 317 dtd. 08.08.2016, 16.08.2016 & 13.09.2016 respectively	69 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. 109 dtd 13.09.2016	Yes	Meeting No. 107 & 108 dtd 19.04.2016 & 30.05.2016 respectively	105 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
<p>Note</p> <p>3. 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.</p> <p>4. If status is "No" details of non-compliance may be given here.</p>	
<p>VI. Affirmations</p>	
<p>I. 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.</p> <p>II. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015</p> <p style="margin-left: 40px;">a. Audit Committee</p> <p style="margin-left: 40px;">b. Stakeholders Relationship committee</p> <p style="margin-left: 40px;">c. Risk Management Committee (applicable to the top 100 listed entities)</p> <p>III. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>IV. 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.</p> <p>V. 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 30/05/2016 and no comments/observations/advice has been given by the Board of Directors on the same.</p>	
<p>Name & Designation</p> <p style="text-align: center;"></p> <p style="text-align: center;">(S.R. Sayal) Company Secretary</p> <p style="text-align: center;"></p>	

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.