महानगर टेलीफोन निगम लि॰ (भारत सरकार का उद्यम)

Mahanagar Telephone Nigam Ltd. (A Government of India Enterprise)



MTNL/SECTT/SE/2020 January 03, 2020

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

Sub: Submission of Corporate Governance Report for the Quarter ended on 31st December, 2019 - Compliance of Regulation 27(2) of SEBI (LODR), 2015. Dear Sir,

Pursuant to Regulation 27(2) of SEBI (LODR), 2015, we are forwarding the Report on Corporate Governance for the Quarter ended on 31st December, 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

Encl: A/A

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

Regd. & Corporate Office: Mahanagar Doorsanchar Sadan, 5th Floor, 9 CGO Complex, Lodhi Road, New Delhi-110003 India

आप हमारे साथ हिन्दी मे 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 and Half Year ending on: 31st December, 2019

	Compos	Sition of I	Composition of Board of Directors	ctors								
Ŧ	Name of	PAN &	Category(Initial Date	Date of	Date of	Tenu	Date of Birth	No. of	No of	Number	No of
<u>e</u> (the	DZ	Chairperso	of	Reappointm	Cessation	กั _*		Directorsh	Independ	of i	post of
Mr.	Director		n/Executiv	Appointment	ent				p. 1	ent	members	Chairne
\ <u>\</u>			e/Non-	8					listed	Directorsh	hips in	rson in
s)			Executive/						entities	<u>э</u> .	Audit/St	Audit/S
			independe						including	listed	akehold	takehol
			<u>⊒</u> ∞						this listed	entities	er T	der
			Nominee)						entity	including	Committ	Committ
				50 00 Walley Barrier						this listed	ee(s)inclu	ee held
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			Secretary Company						Regulatio	to proviso	entity	includin
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	Sunil	PAN:	Executive	21-06-2013	24-07-2019	•		01-00-1061			1	
	Kumar	AFIPK					J	0 - 0 7 - 1 7 0	_	1	_	c
		2794										
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Mr.	4.5	<u>≯</u> . ω	≥ 2.
Ashok Mittal	Navneet Gupta	Sanjeev Kumar	Milind Vijay Joshi
PAN: ACQP M926 1R DIN: 06581 045	Pan: ACFP G889 OH DIN: 08478	PAN: AIDPK 4041L DIN: 07566 882	DIN: 06628 803 PAN: ABBPJ 8438R DIN: 08273 959
Independe nt	Govt. Nominee	Executive	Executive
23-12-2015	11-06-2019	02-07-2016	15-10-2018
20-11-2018			
22-12-2019	Till Further order	01-07-2021	30-09-2020
48	1	ı	,
31-07-1966	22-12-1971	01-10-1966	30-09-1960
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2 (Audit Committ ee and Stakehol der Relations hip Committ ee)	0	0	0
(Audit Committ ee and Stakeho Ider Relation ship Committ ee)	0	0	0

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	G. Padmaj a Reddy	K.B. Gokulac handran	Basu	Rakesh Nangia
	PAN: AGEP P7613 A DIN: 06464 905	PAN: ABOP B4244 N DIN: 07969 005	AALPB 4776 H DIN: 02105 505	PAN: AAHP N464 7B DIN: 00147 386
	Independe nt	Independe nt	nt epende	Independe nt
×	26-10-2017	26-10-2017	20-10-2017	23-12-2015
				20-11-2018
	25-10-2020	25-10-2020	25-10-2020	22-12-2019
	36	36	36	48
	15-04-1957	17-10-1952	23-06-1951	30-07-1954
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	Stakehol der Relations -hip Committ	0	0	2(1 Audit Committ ee and 1 Stakehol der Relations hip Committ ee)
	0	0	0	0

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					3			
	21-05-2015	Chairperson(Executive Director)	Chairpe	(a) Shri Sunil Kumar	Yes	ment	3.Risk Management	3.Ri
	30-05-2019	Non Executive, Govt. Director	Non Ex	(d) Shri Navneet Gupta				
	14-11-2017	Independent Director	Indepe	(c) Smt Suneeta Trivedi				
	14-11-2017	Independent Director		(b) Shri K.B. Gokulachandran				***********
	23-12-2015	Chairperson(Independent Director)	Chairp	(a) Shri Ashok Mittal	Yes	Committee	2.Nomination & Remuneration Committee	Rem
	14-11-2018	Executive Director	Executi	(d) Shri Sunil Kumar				
	14-11-2017	Independent Director	Indepe	(c) Smt Suneeta Trivedi				
	23-12-2015	Independent Director	Indepe	(b) Shri Rakesh Nangia				
	23-12-2015	Chairperson(Independent Director)	Chairp	(a) Shri Ashok Mittal	Yes	ffee	1.Audit Committee	>
Date of Cessation	Date of Appointment	Category (Chairperson/Executive/Non- Executive/independent/Nominee)\$		Name of Committee members	Whether Regular chairperson appointed	nittee	Name of Committee	Zq
					ittees	1 of Comm	Il Composition of Committees	=
or fits into more dependent director	of Stock Exchange. /Nominee. If a direct period from which Inc. t any cooling off peri	*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.	tor would not ans executive categories se endent Direct tors of the lis	*PAN number of any direct * Category of directors mee than one category write all * to be filled only for Indep is serving on Board of Direc				
		Whether Chairperson is related to managing director or CEO – YES	ated to mana	Whether Chairperson is rela				
		I - YES	on appointed	Whether Regular chairperson appointed - YES				
						087		
0						DIN:	-	
Committ						D 4414	STATE OF THE PARTY	
0		36 26-09-1954	25-10-2020	26-10-2017	Independe nt	PAN: ACEPT	Suneeta Trivedi	. Ns
							,	,

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& Category of directors means executive/non-executive/independent/Nominee. If a director separating them with hyphen.			4.Stakeholders Relationship Committee							Committee(if applicable)
non-executive/independent/Nom	(c) Smt G.Padmaja Reddy	(b) Shri Rakesh Nangia	(a) Shri Ashok Mittal	(h)Shri Chinmay Basu	(g) Shri K.B. Gokulachandran	(f) Smt Suneeta Trivedi	(e) Shri Rakesh Nangia	(d) Shri Ashok Mittal	(c) Shri Sanjeev Kumar	(b) Shri Milind Vijay Joshi
inee. If a director fits into more than c	Independent Director	Independent Director	Chairperson(Independent Director) 23-12-2015	Independent Director	Independent Director	Independent Director	Independent Director	Independent Director	Executive Director	Executive Director
fits into more than one category write all categories	14-11-2017	14-11-2017	23-12-2015	14-11-2017	14-11-2017	14-11-2017	23-12-2015	23-12-2015	30-05-2017	30-05-2019

III. Meeting of	Meeting of Board of Directors				
Date(s)of Meeting (if	Date(s)of Meeting(if	Whether	Number of	of Number of	Maximum and between any two consecutive
any) in the previous	any)in the relevant	requirement	s presen	dent	meetings (in number of days)
quarter	Quarter	of Quorum		Directors	
		met*		present*	
Meeting No. 338 dtd.	Meeting No. 339	Yes	9/10	5/6	Ol days
14th August, 2019	dtd. 14 th November,				
IV. Meeting of	Meeting of Committees				
Date(s) of meeting of Whether		of Number	Number of Number of Date(s) of meeting of		the Committee in Maximum gap between any two
the Audit Committee in requirem		Independent	the previous quarter		e meeting
the relevant quarter	ent of present*	Directors			
	Quorum	present*			
	met(detail				
	(s				

	^
This information has to b	Meeting No. 122 dtd. 14 th November, 2019
e mandatoril	Yes
y be given fo	4/4
r audit commit	3/3
information has to be mandatorily be given for audit committee, for rest of the committees giving this inf	Meeting No. 121 dtd. 14th August, 2019
nis information is optional	91 days

<	*This information **to be filled i	14 th November, 2019
Related Party Transactions	on has to be mar n only for curren	, 2019
on continue on the continue on	*This information has to be mandatorily be given for **to be filled in only for current quarter meetings	
	r audit committe	0/0
	*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional **to be filled in only for current quarter meetings	2019
	ees giving this ir	4 ^{III} August,
	nformation is optional	91 days

Subject	Compliance status(Yes/No/NA)
	refer note below
vynether 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	NA
have been reviewed by Audit Committee	

Note

- 2. 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.

Affirmations

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- 2 -The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015
- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship committee
- Risk Management Committee (applicable to the top 100 listed entities)

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- 4 Requirements) Regulations, 2015. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure
- 5 and Disclosure Requirements) Regulations, 2015. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors.

Name & Designation

Company Secretary