

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 31<sup>st</sup> 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 31<sup>st</sup> 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. 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-110003 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 and Half Year ending on: **31<sup>st</sup> December, 2019**

I. Composition of Board of Directors												
Title of the Director	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent & Nominee)	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure*	Date of Birth	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity
1. Mr. Sunil Kumar	Sunil Kumar	PAN: AFIPK 2794 N	Executive	21-06-2013	24-07-2019	-	-	01-09-1961	1	-	1	0

*Sunil Kumar*



6.	Rakesh Nangia	PAN: AAHP N464 7B DIN: 00147 386	Independent	23-12-2015	20-11-2018	22-12-2019	48	30-07-1954	1	1	2 (1 Audit Committee and 1 Stakeholder Relationship Committee)	0
7.	Chinmay Basu	PAN: AALPB 4776 H DIN: 02105 505	Independent	26-10-2017		25-10-2020	36	23-06-1951	1	1	0	0
8.	K.B. Gokulac handran	PAN: ABOP B4244 N DIN: 07969 005	Independent	26-10-2017		25-10-2020	36	17-10-1952	1	1	0	0
9.	G. Padmaia Reddy	PAN: AGE P7613 A DIN: 06464 905	Independent	26-10-2017		25-10-2020	36	15-04-1957	1	1	1 Stakeholder Relationship Committee	0

*Sumit*





Committee(if applicable)		(b) Shri Milind Vijay Joshi	Executive Director	30-05-2019	
		(c) Shri Sanjeev Kumar	Executive Director	30-05-2017	
		(d) Shri Ashok Mittal	Independent Director	23-12-2015	
		(e) Shri Rakesh Nangia	Independent Director	23-12-2015	
		(f) Smt Suneeta Trivedi	Independent Director	14-11-2017	
		(g) Shri K.B. Gokulachandran	Independent Director	14-11-2017	
		(h) Shri Chinmay Basu	Independent Director	14-11-2017	
4.Stakeholders Relationship Committee	Yes	(a) Shri Ashok Mittal	Chairperson(Independent Director)	23-12-2015	
		(b) Shri Rakesh Nangia	Independent Director	14-11-2017	
		(c) Smt G.Padmaaja Reddy	Independent Director	14-11-2017	

& 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	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent Directors present*	Maximum gap between any two consecutive meetings (in number of days)
Meeting No. 338 dtd. 14 <sup>th</sup> August, 2019	Meeting No. 339 dtd. 14 <sup>th</sup> November, 2019	Yes	9/10	5/6	91 days

IV. Meeting of Committees					
Date(s) of meeting of the Audit Committee in the relevant quarter	Whether requirement of Quorum met(detail s)	Number of Directors present*	Number of Independent Directors present*	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*

*[Signature]*  
Sumit



Meeting No. 122 dtd.  
14<sup>th</sup> November, 2019

Yes

4/4

3/3

Meeting No. 121 dtd. 14<sup>th</sup> August,  
2019

91 days

\*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

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 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 and 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 has been placed before Board of Directors.

Name & Designation

(S.R.Sayal)

Company Secretary

Signature