

महानगर टेलीफोन निगम लि.

(भारत सरकार का उद्यम)

Mahanagar Telephone Nigam Ltd.

(A Government of India Enterprise)

CIN : L32101DL1986GOI023501



E-MAIL

MTNL/SECTT/SE/2015

July 6, 2015

To
The Secretary,
Stock Exchanges,
Delhi/Calcutta/ Madras,
BSE/NSE/OTCQX

Sub: Compliance of Clause 49 of Listing Agreement- Corporate Governance Report for the Quarter ending 30th June, 2015.

Dear Sir,

Pursuant to Clause 49 of the Listing Agreement, we are forwarding herewith report on Corporate Governance for the Quarter ended on 30th June, 2015 in the prescribed Performa, for your information and record.

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

Thanking you

Yours Faithfully

(S.R. Sayal)

Company Secretary

Encl: As above

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 बिना किसी भी एकाग्रता के रह सकते हैं।

Format of Quarterly Compliance Report on Corporate Governance

Name of the company:- MAHANAGAR TELEPHONE NIGAM LTD. (MTNL)

Quarter ending on: 30th June, 2015.

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	No	<p>The composition of the Board of MTNL is Functional Directors- 4, Government Nominee Directors - 2 and Independent Directors – 6 (TOTAL-12).</p> <p>Presently MTNL has 3 Functional Directors and 2 Govt. Nominee Directors. MTNL had only one Independent Director who has also retired on 10.05.2015. We have requested the Govt. of India to appoint the requisite number of directors on our Board.</p>
(B) Independent Directors	49 (IIB)	No	MTNL had only one Independent Director on its Board and he has also retired on 10.05.2015.
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committee	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	MTNL has already adopted the Code of Conduct for Directors, Senior Management Personnel and Key

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			Managerial Personnel as per the Listing Agreement. The duties of Independent Directors as required by amended provisions of Clause 49 have been incorporated in the Code of Conduct and the same has been approved by the Board of Directors. The revised Code of Conduct has been uploaded on the official website of the Company i.e. www.mtnl.net.in
(F) Whistle Blower Policy	49 (IIF)	Yes	Whistle Blower Policy of MTNL under revised guidelines has been approved by the Board of Directors and the same has been uploaded on the official website of the company i.e. www.mtnl.net.in
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	No	As MTNL currently have no Independent Director since 10.05.2015. Therefore, present Audit Committee comprises of two Government/Nominee Directors and one Functional Director.
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	Nomination and Remuneration Committee has been constituted. However, due to non availability of any Independent Director, the composition of Nomination and Remuneration Committee is not in

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			accordance with the guidelines.
V. Subsidiary Companies	49 (V)	N.A.	MTNL is not having any material non-listed Indian Subsidiary Company. However, Policy for determining 'Material' subsidiaries of MTNL has been prepared and approved by Board of Directors. It has been uploaded on the official website of the Company i.e. www.mtnl.net.in
VI. Risk Management	49 (VI)	Yes	
VII. Related Party Transactions	49 (VII)	Yes	Policy on Related Party Transactions of MTNL has been approved by Board of Directors. It has been uploaded on the website of the company i.e. www.mtnl.net.in
VIII. Disclosures	49(VIII)		
(A) Related party transactions	49(VIIIA)	Yes	All disclosures are being given as per Clause 49(VIII) of the Listing Agreement in the Directors' Report of the Company for the Financial Year 2014-15 (under finalization).
(B) Disclosure of Accounting Treatment	49(VIII B)	Yes	
(C) Remuneration of Directors	49 (VIIC)	Yes	
(D) Management	49(VIIID)	Yes	
(E) Shareholders	49 (VIIE)	Yes	
(F) Disclosure of Resignation of Directors	49(VIIIF)	Yes	

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(G) Disclosure of Formal Letter of Appointment.	49(VIII G)	Yes	
(H) Disclosures in the Annual Report	49(VIII H)	Yes	
(I) Proceeds from public issues, rights issues, preferential issues etc.	49 (VIII I)	N.A.	
IX. CEO/CFO Certification	49 (IX)	Yes	
X. Report on Corporate Governance	49(X)	Yes	<p>(i) Information will be included in the Annual Report for the Financial Year 2014-15 as and when prepared.</p> <p>(ii) Quarterly compliance reports are being submitted to the Stock Exchanges regularly within 15 days from the end of each quarter.</p>
XI. Compliance	49 (XI)	Yes	

Place: New Delhi

Date : 6/7/15



(S.R.SAYAL)

COMPANY SECRETARY

एस. आर. सयाल

S. R. SAYAL

कम्पनी सचिव / Company Secretary

म.टि.नि.लि. निगम कार्यालय/M.T.N.L., Corporate Office,
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