

महानगर टेलीफोन निगम लि०

(भारत सरकार का उद्यम)

Mahanagar Telephone Nigam Ltd.

(A Government of India Enterprise)

CIN: L32101DL1986GOI023501



MTNL/SECTT/SE/2019

May 14, 2019

The Secretary,
Bombay Stock Exchange (BSE)
National Stock Exchange (NSE)
OTCIQ

Sub: Annual Secretarial Compliance Report of MTNL for the Financial Year ended on 31st March, 2019.

Dear Sir,

Kindly find enclosed Annual Secretarial Compliance Report pursuant to SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 issued by M/s. Mritunjay Shekhar & Associates, Practicing Company Secretaries for the Financial Year ended on 31st March,, 2019.

Kindly take the same on record.

Thanking you,

Yours faithfully,

(S.R.SAYAL)

Company Secretary

Encl: As above

पंजीकृत एवं निगम कार्यालय : महानगर दूरसंचार सदन, 5वां 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-110 003 India

Phone Off.: 24319020, Fax : 24324243

आप हमारे साथ हिन्दी में भी पत्राचार कर सकते हैं।

ANNUAL SECRETARIAL COMPLIANCE REPORT

OF

M/S. MAHANAGAR TELEPHONE NIGAM LIMITED

FOR THE YEAR ENDED 31st MARCH 2019

(Pursuant to circular CIR/CFD/CMD1/27/2019 dated 8th February, 2019 issued by the Securities Exchange Board of India)

We, Mritunjay Shekhar & Associates, Company Secretaries have examined:

- (a) All the documents and records made available to us and explanation provided by **M/s Mahanagar Telephone Nigam Limited.**
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) the website of the listed entity,
- (d) any other document/ filing, as may be relevant,

Which has been relied upon to make this certification, for the year ended 31st March 2019 ("Review Period") in respect of compliance with the provisions of :-

- a. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- b. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI"); The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-
 - (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (b) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;



(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Take over Regulations) Regulations, 2011;

(d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and based on the above examination,

We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:-

SI No.	Compliance Requirement (Regulations/ circulars / Remarks of the guidelines including specific Practicing clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1	Regulation 18(2) (a) of the (Listing Obligations and Disclosure Requirements) Regulations, 2015	Prescribed date gaps between two audit Committee meetings are 120 days whereas it got delayed by 167 days. Only three Audit Committee Meetings held in the Financial Year 2018-2019.	Audit Committee Meeting No. 117 held on 30.05.2018 and Meeting No. 118 held on 14.11.2018. There is a gap of 167 days. It could not hold within 120 days. The Company Scheduled Audit Committee meeting on 14 th August 2018 but due to lack of quorum the audit committee meeting did not took place.



2	Regulation 18(3) of the (Listing Obligations and Disclosure Requirements) Regulations, 2015	Audit Committee should review and recommend the financial results before approval of the Board.	Board Meeting No. 333 dated 14.08.2018 financial results approved by the Board without placing before the Audit Committee for its recommendation. The Company Scheduled Audit Committee meeting on 14 th August 2018 but due to lack of quorum the audit committee meeting did not took place.
3	Regulation of 30(1) and 30(2) of the (Substantial Acquisition of Shares and Take over Regulations) Regulations, 2011;	The Annual Disclosure could not be received by the company and could not be submitted to the stock exchange within the prescribed time	The company has forwarded letter to the Joint Secretary (Admin) DOT, Govt. of India for such Annual Disclosure requirement.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/



Regulations and circulars/ guidelines issued there under:

Sr.No.	Action taken by	Details of Violations	Details of action taken e.g. fines, remarks of the warning letter, Practicing debarment, etc.	Observations/Remarks of the Practicing Company Secretary, if any
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No fines, remarks of the warning letter, Practicing debarment, etc. were received by the Company during the review period.

(d) The listed entity has, taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous report	Observations made in the previous Secretarial Compliance Report for the year ended..(the years are to be mentioned)	Action taken by the listed entity, if any	Comments of the Practicing Company Secretary on the Action taken by the listed entity
Not Applicable- First Report				

Place: New Delhi

Date: 14/05/2019

MRITUNJAY SHEKHAR & ASSOCIATES

Company Secretaries


C.P. No.
ACS/FCS No.: 17250
NEW DELHI
G.P. No.: 20871