

MAHANAGAR TELEPHONE NIGAM LIMITED

(A GOVERNMENT OF INDIA ENTERPRISE)

CIN L32101DL1986GOI023501

Registered and Corporate Office: Mahanagar Doorsanchar Sadan 5th Floor, 9 CGO Complex, Lodhi Road, New Delhi - 110 003. Tel: 011-24319020, Fax: 011-24324243, Website: www.mtnl.net.in / www.bol.net.in

MTNL/SECTT/SE/2020

June 16, 2020

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, 2020.

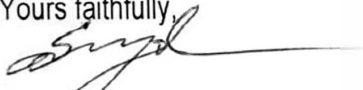
Dear Sir,

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, 2020.

Kindly take the same on record.

Thanking you,

Yours faithfully,



(S.R. SAYAL)

Company Secretary

Encl: As above

ANNUAL SECRETARIAL COMPLIANCE REPORT

OF

M/S. MAHANAGAR TELEPHONE NIGAM LIMITED

FOR THE YEAR ENDED 31st MARCH 2020

(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 2020 ("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 thereunder; and
- b. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI"); The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, 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 thereunder:-

SI No.	Compliance Requirement (Regulations/ circulars / Remarks of the guidelines including specific Practicing clause)	Deviations	Observations/Remarks of the Practicing Company Secretary

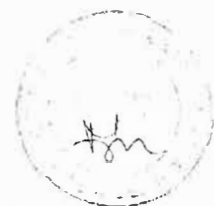


NA	NA	NA	NA

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder 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 thereunder:

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
1	NSE	Regulation 33 of SEBI (LODR) Regulation, 2015.	Clarification sought on non-compliance with remarks "the auditor's report of MTNL which is an important set of information for investors was not made available to market participants within prescribed time limits as per SEBI (LODR), Regulations, 2015."	<p>Clarification submitted vide letter no. MTNL/SECTT/SE/2020 Dated 27/01/2020. Submission as follows :-</p> <p>I. Immediately after the Board meeting, MTNL had filed the Financial Results with the Stock Exchanges on 30.05.2019.</p> <p>II. On 31.05.2019, we had submitted to the Stock Exchanges Audit Qualifications raised by Statutory Auditors (in both Standalone & Consolidated financial results of MTNL for FY 2018-19) along with impact of such Audit Qualifications duly signed by Partners of Statutory Auditors Firms of MTNL i.e M/s Kumar Vijay Gupta & Co., Chartered Accountants and M/s Mehra Goel & Co., Chartered Accountants respectively on 31/05/2019 in NSE (at 11:48 AM) & BSE (at 11:37 AM).</p> <p>III. Independent Audit Report given by Statutory Auditors of MTNL on the financial statement (both Standalone & Consolidated)</p>



				<p>was submitted to NSE & BSE on 04/06/2019. You will notice that the Audit Qualification and its impact which was filed on 31.05.2019 also contain the same no. of qualifications (12Nos.) as mentioned in the Independent Auditor's Reports.</p> <p>IV. This implies that MTNL had submitted Audit Qualifications which is a material part of Independent Audit Report on its Financial Statement for FY 2018-19 on 31/05/2019 to NSE & BSE. The Financial Results for FY 2018-19 of MTNL were submitted by MTNL on 30/05/2019 after closure of trading/market hours.</p> <p>V. As Audit Qualifications is an important set of information for Investors/Market participants, it was made available to Market participants/ Investors/Shareholders within the prescribed time limit as per SEBI (LODR) Regulations, 2015 by MTNL to enable them to take informed decision through its filing in NSE & BSE on 31/05/2019. In fact, in order to make informed decision by the Market participants/ Investors/Shareholders, the Management of MTNL has also given its reply impact of each and every Audit Qualifications raised by its Statutory Auditors. The Independent Audit Report for FY 2018-19 was also uploaded in the Company's website for dissemination of information to Market participants/ Investors/Shareholders of MTNL.</p> <p>VI. Thus MTNL has filed 'Material Extract of Independent</p>
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				<p>Audit Report' duly signed by Partners of Statutory Auditors firms who were also signatories of Independent Audit Report' on 31/05/2019 in NSE & BSE respectively so that Market participants/ Investors/Shareholders of MTNL can take an informed and balanced decision.</p> <p>MTNL has never accepted the delay in submission of the Auditor's Report. Rather in our reply dtd. 25.06.2019 we had clearly mentioned that MTNL has filed the Statutory Auditor's qualifications and their impact (Reply of the Management) on 31.05.2019 itself. The original Auditor's Report was filed on 04.06.2019. Thus, the investors have been well informed in time about the audit qualifications and their impact. Hence, the above mentioned at para 5.2 of the captioned letter of NSE that the auditor's Report was not made available to all the market participants including investors of the Company within prescribed time limits is not correct.</p> <p>VII. We further state and confirm to the exchange that the company has always complied with the regulations in true spirit being a Government Public Sector Undertaking.</p>
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(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 31 st March 2019(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



MRITUNJAY SHEKHAR & ASSOCIATES
COMPANY SECRETARIES

Mritunjay Chandra Shekhar
B.Com(H), CS, LLB

311, Aadarsh Apartment Pocket 16,
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M. 9540043975/ 8076567045

1	<p>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.</p> <p>The Company Scheduled Audit Committee meeting on 14th August 2018 but due to lack of quorum the audit committee meeting did not took place.</p>	<p>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</p>	<p>The Listed Entity has complied with the norms of the said regulations and held the meetings within the prescribed time limits during the Financial Year 2019-20.</p>	<p>There is no deviation noted during the Financial Year 2019-20.</p>
2	<p>Board Meeting No. 333 dated 14.08.2018 financial results approved by the Board without placed before the Audit Committee for its recommendation.</p> <p>The Company Scheduled Audit Committee meeting on 14th August 2018 but due to lack of quorum the audit committee meeting did not took place.</p>	<p>Audit Committee should review and recommend the financial results before approval of the Board.</p>	<p>The Listed Entity has complied with the norms of the said regulations and Audit Committee reviewed and recommended the financial results before approval of the Board during the Financial Year 2019-20.</p>	<p>There is no deviation noted during the Financial Year 2019-20.</p>

Place: New Delhi

Date: 13/06/2020

For MRITUNJAY SHEKHAR & ASSOCIATES
Company Secretaries

ACS/ FCS No.: 17250
C P No.: 20871

