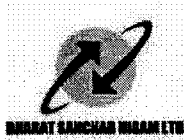


MOST IMMEDIATE/ TIME BOUND



(A Govt. Of India Enterprise)
(Pers.I Section)
4th floor, Bharat Sanchar Bhawan, New Delhi

No. 400-33/2010-Pers.I

Dated: 26 February, 2013

To

All Heads of Telecom Circle/Administrative Units of BSNL
All the PGMs/GMs & CVO BSNL Corporate Office, New Delhi.

Subject:- Compliance Reporting under Corporate Governance Norms – Reporting by all concerned- regarding.

The undersigned is directed to refer to letter No. BSNL/Sectt/25-3/2009 dated 01.02.2010 from Company Secretary & GM (L), BSNL CO circulated to All CGMs of the Circles/Regions/Projects/Factories & Other Administrative Units of BSNL. All the PGMs /GMs& CVO of Corporate Office. This office has also enclosed the circulars on Corporate Governance Norms time to time (available on BSNL intranet portal).

2. The course of action is required to be undertaken by Circles:

- (a) A copy of the Code of Conduct be given all too all officers of Senior Management Level as envisaged in para 1 above for their information and compliance.
- (b) Acknowledgement as per Annexure 'A' (copy enclosed) be obtained from all the concerned officers and be submitted to Sr. GM (Pers), BSNL Corporate Office, New Delhi. Those who have already complied with last year i.e. 2012 need not to send acknowledgement.
- (c) Annual Compliance Certificate from each of the Senior Management Personnel of the Company as per Annexure 'B' (Copy enclosed) latest by 30th April of each year and be submitted to Sr. GM (Pers), BSNL CO, New Delhi along-with Annexure DD & D3 (copy enclosed).
- (d) After completion of the task, each CGM will send a consolidated report in respect of all the concerned officers of the Circle to the Sr. GM (Pers.), BSNL CO.

Therefore, all concerned are requested to adhere to timely submission of all the requisite reports.

Encls: As above.

(Deepak Aggrawal)
Deputy General Manager (Pers.)

BHARAT SANCHAR NIGAM LIMITED(BSNL)
CODE OF CONDUCT
FOR
SENIOR MANAGEMENT PERSONNEL OF BSNL

ACKNOWLEDGEMENT FORM

I....., have received and read the "CODE OF CONDUCT FOR SENIOR MANAGEMENT PERSONNEL OF BSNL. I have understood the provisions and policies contained in the said Code of Conduct and I hereby agree to comply with the said code of conduct.

Further I undertake to provide the affirmation on an annual basis to the company within 30 days from the end of 31st March every year.

Signature :

Name :

Designation : *Staff No*

Date :

Place :

ANNEXURE DD

PROFORMA FOR SUBMISSION BY SENIOR MANAGEMENT PERSONNEL FOR DISCLOSURE TO THE BOARD ABOUT MATERIAL FINANCIAL AND COMMERCIAL TRANSACTIONS

To

The Board of Directors,
B.S.N.L.,
New Delhi.

Dear Sirs,

I give herein below the information relating to all material financial and commercial transactions wherein I have personal interest that may have a potential conflict with the interest of the Company.

SNo	Nature of Financial/Commercial transaction	Date of Transaction	Amount involved Rs.	Entered into with (name)

Signature.....

Staff No.

Full Name:-

Date:.....

Designation:-

Place:.....

Pune

**CODE OF CONDUCT
FOR
SENIOR MANAGEMENT PERSONNEL**

The Senior Management Personnel shall disclose the following, in respect of all transactions with related parties, as covered in AS-18 issued by ICAI:

- i. the name of the transacting related party;
- ii. a description of the relationship between the parties;
- iii. a description of the nature of transactions;
- iv. volume of the transactions either as an amount or as an appropriate proportion ;
- v. any other elements of the related party transactions necessary for an understanding of the financial statements.

Signature :

Name :

Designation : *Asst. Mgr.*

Date :

Place :

The following are illustrative and not exhaustive list of examples of the related party transactions in respect of which disclosures should be made by Senior Management Personnel:

- purchases or sales of goods (finished or unfinished) ;
- purchases or sales of fixed assets ;
- rendering or receiving of services;
- agency arrangements;
- leasing or hire purchase arrangements;
- transfer of research and development ;
- licence agreements;
- finance (including loans and equity contributions in cash or in kind) ;
- guarantees and collaterals ; and
- management contracts including for deputation of employees.

Prudhvi

ANNEXURE B

BHARAT SANCHAR NIGAM LIMITED(BSNL)
CODE OF CONDUCT
FOR
SENIOR MANAGEMENT PERSONNEL OF BSNL

ANNUAL COMPLIANCE REPORT*

Ido hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the CODE OF CONDUCT FOR SENIOR MANAGEMENT PERSONNEL OF THE BSNL during the financial year ending 31st March 200__.

Signature :

Name :

Designation / Staff No. :

Date :

Place :

* To be submitted by 30th April each year.