

No. 14/13/97-FT(ST)  
Government of India/भारत सरकार  
Ministry of Commerce & Industry/वाणिज्य एवं उद्योग मंत्रालय  
Department of Commerce/वाणिज्य विभाग  
FT(ST) Section/एफटी(एसटी) अनुभाग

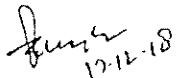
उद्योग भवन, नई दिल्ली  
Udyog Bhawan, New Delhi,  
Dated the 17<sup>th</sup> December, 2018

**ORDER**

In exercise of the power conferred by the Article – 87 of Article of Association of MMTC Limited, the President is pleased to appoint Shri Manjunath G., Ex- Corporator, Bruhat Bengaluru Mahanagara Palike, as part time non-official Director on the Board of MMTC Limited for a period of three years from the date of issue of this order, or until further orders, whichever is earlier.

2. The appointment of Shri Manjunath G. as non-official Director shall be at the pleasure of the President and shall be subject to such terms & conditions as may be deemed fit by the President, from time to time in accordance with the Article of Association of the Company.

3. The payment to TAVDA and sitting fees to Shri Manjunath G. for attending meetings of the Board of Directors shall be in accordance with the instructions on the subject issued by the Department of Public Enterprises.

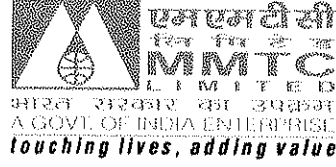
  
(Rajender Singh)  
Under Secretary to the Govt. of India  
Tel: 23062261 Extn.-489

The Chairman & Managing Director  
MMTC Limited, New Delhi-110001

Copy to: -

1. Shri Manjunath G., #926, 2<sup>nd</sup> Cross, 3<sup>rd</sup> Stage, 1<sup>st</sup> Block, Basaveshwara Nagar, Bengaluru-560079.
2. The Registrar of Companies, Lodhi Road, New Delhi
3. Office of the Establishment Officer, (Shri Amit Srivastava, Under Secretary), Department of Personnel & Training, New Delhi w.r.t. their O.M. No. 17/13/2018-EO(ACC) dated 13.12.2018.
4. Department of Public Enterprises (Shri Kailash Bhandari, Dy. Director), Public Enterprises Bhavan, Block, No. 14, CGO Complex, Lodhi Road, New Delhi w.r.t. their O.M. dated 12.7.2018.
5. The Company Secretary, MMTC Limited, New Delhi





No.BS/254/Appt-Ind.Dir/2018

18<sup>th</sup> December 2018

Shri G.Manjunath  
#926, 2<sup>nd</sup> Cross, 3<sup>rd</sup> Stage  
1<sup>st</sup> Block, Basaveshwara Nagar  
BENGALURU-560079.

Sir,

While welcoming your appointment on the Board of MMTC vide Communication 14/13/97-FT(ST) dated the 17<sup>th</sup> December 2018 of Department of Commerce, MOC&I, New Delhi, I would like to draw your kind attention towards following provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015:

- (i) In terms of Section 149(7) of Companies Act,2013 every Independent Director shall at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his status as an Independent Director, **give a declaration that he meets the criteria of Independence as given in the sub section(6) of the above Section.**
- (ii) Pursuant to provisions of Sections 152(5) and rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 of Companies Act, 2013, every director is required to submit **his consent to act as Director of a company. The said consent is required to be filed with Registrar of Companies within 30 days from the date of appointment (Form DIR-2).**
- (iii) Section 184 of the Companies Act 2013, inter-alia, stipulates that every director shall **at the first meeting of the Board in every financial year or whenever there is any change** in the disclosures already made, then at the first Board meeting held after such change, disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals which shall include the shareholding, in such manner as may be prescribed i.e. **as per form MBP-1** which is prescribed under Rule 9 of Companies(Meetings of Board and its Powers) Rules,2014.
- (iv) Rule 8(5) of Companies(Meetings of Board and its Powers) Rules 2014 provides that the Board shall take note of the disclosure of director's interest and shareholding.
- (v) Regulation 36(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 provides that in case of the appointment of a new director, the shareholders must be provided with the following information:-
  - (a) A brief resume
  - (b) Nature of his/her expertise in specific functional areas,
  - (c) Disclosure of relationships between directors inter-se;
  - (d) Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board

**"हिन्दी में लिखे पत्रों का स्वागत है"**

कोर-1, "स्कोप कॉम्प्लेक्स", 7 इंस्टीट्यूशनल एरिया, लोधी रोड, नई दिल्ली-110 003 भारत  
Core-1, "SCOPE COMPLEX", 7 Institutional Area, Lodhi Road, New Delhi-110 003 INDIA  
दूरभाष / Tel. : 011- 24362200

E-mail : mmtc@mmtclimited.com Website : www.mmtclimited.gov.in

**PAN No. : AAACM1433E**

**CIN : L51909DL1963GOI004033**

- (e) Shareholding of non-executive directors
- (vi) Regulation 26(2) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 provides that Every director shall inform the listed entity about the **committee positions he or she occupies in other listed entities and notify changes as and when they take place.**
- (vii) Regulation 26 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 provides the Responsibilities of Board of Directors and Senior Management. **A copy of the same is also enclosed for reference.**

2. Also, the Board of Directors have laid down the "Code of Business Conduct and Ethics" for Board Members and Senior Management Personnel of the company. A copy of the same is available on the website of the company. In terms of the said **Code of Business Conduct & Ethics every Board member has to sign an "Acknowledgement" in the format prescribed in the Code of Business Conduct & Ethics. A copy of the same is also enclosed.**

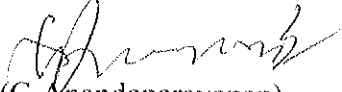
3. The Board of Directors of MMTC have also approved a Board Charter a copy of which is available on the website of the company for your kind information and records. A copy of the 'Code of Conduct for Regulating & Reporting Trading by Insiders and for Fair Disclosure,2015' in terms of SEBI Guidelines as approved by Board of Directors in its meeting held on 21.5.2015 is also available on the website of the company for your kind information and compliance please.

4. It is requested that particulars mentioned in para 1(iv) above along with following documents may please be signed and returned to us for further necessary action :

- Form DIR-2 (Consent to act as a Director).
- Form MBP-1 (Disclosure of Interest by Director).
- List of Relatives as per Section 2(77) of Companies Act 2013.
- Position held by Directors in various Committees of the Board.
- Master Data of Directors.
- Acknowledgement for Code of Business Conduct & Ethics.
- Disclosure under Insider Trading Regulation(Form-B)

Thanking you,

Yours faithfully,  
for MMTC Limited,

  
(G Anandanarayanan)  
Company Secretary

Encl: As above