



Board Charter

1.0 Background:

Department of Public Enterprises under Ministry of Heavy Industries and Public Enterprises, Govt. of India has issued detailed guidelines on Corporate Governance for Central Public Sector Enterprises (CPSEs). MMTC Board of Directors in its 384th meeting held on 31st January 2011 has approved adoption of these guidelines. The Guidelines envisage inter alia a formal statement of Board Charter clearly defining the roles and responsibilities of the Board and individual directors.

Accordingly, this Board Charter has been approved by the Board in its 392nd meeting held on 12th December 2011.

2.0 Composition of Board:

The composition of Board shall be in line with the DPE guidelines and Clause 49 of the listing agreement entered into with the Stock Exchanges, as amended from time to time. Presently, the requirements with regard to Composition of the Board of Directors are as under:

- (i) The Board of Directors of the company shall have an optimum combination of Functional, Nominee and Independent Directors.
- (ii) The number of Nominee Directors appointed by Government shall be restricted to a maximum of two.
- (iii) MIMTC being a listed company and being headed by an Executive Chairman, the number of Independent Directors shall be at least 50% of the total strength of the Board.

3.0 Responsibilities and Powers of the Board of Directors:

The Board shall be primarily responsible for efficient management of the affairs of the company and to ensure sustainability and value creation for its stakeholders by setting strategies and policies.

Board's responsibilities shall include overseeing the functioning of the Company, monitoring legal and statutory compliance and management of risks on the basis of information provided to it.

The Board shall also be responsible for overseeing MMTC's corporate governance framework.

The operations of the Company shall be managed under the directions of the Board within the framework set out by the Companies Act, 1956 and the Memorandum & Articles of Association of the Company.

- 3.1 Subject to the provisions of the Companies Act, the Board of Directors of MMTC shall be entitled to exercise all such powers, and to do all such acts and things, as the company is authorized to exercise and do; provided that the Board shall not exercise any power or do any act or thing which is directed or required, whether by the Companies Act, 1956 or any other

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