

मिश्र धातु निगम लिमिटेड

(भारत सरकार का उद्यम)

(मिनी रत्न कंपनी)

सुपर अलॉय्स प्लांट

निगमित पहचान सं. U14292TG1973GOI001660

डाकघर : कंचनबाग, हैदराबाद - 500 058. भारत

दूरभाष : 040-24184000 (श्रृंखला नं.)

फैक्स : 040-24340214, 24340280, 24340371

वेबसाइट : www.midhani.com



AN ISO 9001:2008 COMPANY

MISHRA DHATU NIGAM LIMITED

(A. Govt. of India Enterprise)

(MINI RATNA COMPANY)

SUPERALLOYS PLANT

CIN: U14292TG1973GOI001660

P.O. Kanchanbagh, Hyderabad - 500 058. India

Phone : 040-24184000 (Extn.)

Fax : 040-24340214, 24340280, 24340371

Website : www.midhani.com

MDN/CS/ COMPLIANCE/2018 19

Date: 12.04.2018

To,

The Manager

Listing Department/CRD
Stock Exchange Mumbai,
1st Floor, New Trading Ring,
Rotunda Building
P.J. Towers, Dalal Street, Fort,
Mumbai- 400001

Scrip Code: BSE: 541195

The Manager

Listing Department
National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor; Plot No. CII
G Block, Bandra Kurla Complex,
Bandra (East)
Mumbai - 400051

Scrip Code: NSE: MIDHANI

Sub: Submission of Corporate Governance Report under Regulation 27(2) of Securities and Exchange Board of India (LODR) Regulations 2015 for the quarter ending 31st March, 2018

Dear Sir,

1. We submit herewith the Corporate Governance Report under Regulation 27(2) of SEBI (LODR) Regulations, 2015 for the quarter ending 31st March, 2018.
2. Kindly acknowledge the receipt of the same.

Thanking You,

Yours Faithfully,
For Mishra Dhatu Nigam Limited

Paul Antony
Company Secretary & Compliance Officer

Encl:a/a

MSEI Symbol

Scrip code	541195
NSE Symbol	MIDHANI
MSEI Symbol	
ISIN	INE099Z01011
Name of the entity	Mishra Dhatu Nigam Limited
Date of start of financial year	01-04-2017
Date of end of financial year	31-03-2018
Reporting Quarter	Yearly
Date of Report	31-03-2018
Risk management committee	Not Applicable

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Is there any change in information of board of directors compare to previous quarter

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Dr. Dinesh Kumar Likhi	AAAPL0041N	03552634	Executive Director	Chairperson	MD	01-09-2015			1	0	0		
2	Mr	Sanjeev Singhal	ABXPS1617D	07642358	Executive Director	Not Applicable		06-01-2017			1	1	0		
3	Mr	Sanjay Kumar Jha	ACRPJ6570D	07533036	Executive Director	Not Applicable		05-07-2015			1	2	0		
4	Mr	Indraganty Venkateswara Sarma	ABIPS3906Q	02144740	Non-Executive - Independent Director	Not Applicable		01-12-2015		36	1	1	0		

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Dr. Jyoti Mukhopadhyay	ADLPM4434G	02224647	Non-Executive - Independent Director	Not Applicable		01-12-2015		36	1	1	0		
6	Mrs	Dr. Usha Ramachandra	ADMPR6241B	02831588	Non-Executive - Independent Director	Not Applicable		01-12-2015		36	1	1	1		
7	Mr	Surendra Sinh	ACPPS7730J	07960634	Non-Executive - Independent Director	Not Applicable		09-10-2017		36	1	1	1		

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Is there any change in information of committees compare to previous quarter

Yes

Audit Committee Details					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	02831588	Dr. Usha Ramachandra	Non-Executive - Independent Director	Chairperson	
2	02144740	Indraganty Venkateswara Sarma	Non-Executive - Independent Director	Member	
3	02224647	Dr. Jyoti Mukhopadhyay	Non-Executive - Independent Director	Member	
4	07533036	Sanjay Kumar Jha	Executive Director	Member	

Nomination and remuneration committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	02144740	Indraganty Venkateswara Sarma	Non-Executive - Independent Director	Chairperson	
2	02831588	Dr. Usha Ramachandra	Non-Executive - Independent Director	Member	
3	02224647	Dr. Jyoti Mukhopadhyay	Non-Executive - Independent Director	Member	
4	07960634	Surendra Sinh	Non-Executive - Independent Director	Member	

Stakeholders Relationship Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	07960634	Surendra Sinh	Non-Executive - Independent Director	Chairperson	
2	07533036	Sanjay Kumar Jha	Executive Director	Member	
3	07642358	Sanjeev Singhal	Executive Director	Member	

Risk Management Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks

Corporate Social Responsibility Committee

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
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Other Committee

Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
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Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1	17-11-2017		
2	14-12-2017		26
3		06-01-2018	22
4		08-03-2018	60
5		26-03-2018	17

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
1	Audit Committee	08-03-2018	Yes		17-11-2017	110	
2	Nomination and remuneration committee	06-01-2018	Yes				

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Paul Antony
2	Designation	Company Secretary and Compliance Office

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.midhani.com
2	Terms and conditions of appointment of independent directors	No	Being Government Company, appointment of Independent Directors is made by the President of India	
3	Composition of various committees of board of directors	Yes		www.midhani.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.midhani.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.midhani.com
6	Criteria of making payments to non-executive directors	Yes		www.midhani.com
7	Policy on dealing with related party transactions	Yes		www.midhani.com
8	Policy for determining 'material' subsidiaries	Yes		www.midhani.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.midhani.com

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.midhani.com
11	email address for grievance redressal and other relevant details	Yes		www.midhani.com
12	Financial results	Yes		www.midhani.com
13	Shareholding pattern	Yes		www.midhani.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	NA	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	NA	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II

1	Name of signatory	
2	Designation	

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

Annexure II

1	Name of signatory	Paul Antony
2	Designation	Company Secretary and Compliance Office

Signatory Details

Name of signatory	Paul Antony
Designation of person	Company Secretary and Compliance Office
Place	Hyderabad
Date	12-04-2018

