

# 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/2019-20

Date: 14.10.2019

To,

**The Manager**

Listing Department/CRD  
Stock Exchange Mumbai,  
1<sup>st</sup> 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, 5 th 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 quarter ending 30<sup>th</sup> September, 2019**

Dear Sir/Madam,

1. We submit herewith the Corporate Governance Report under Regulation 27(2) of SEBI (LODR) Regulations, 2015 for the quarter ending 30<sup>th</sup> September, 2019.
2. This is for your information and records please.

Thanking You,

Yours Faithfully,

For Mishra Dhatu Nigam Limited



Paul Antony

Company Secretary & Compliance Officer

General information about company	
Scrip code	541195
NSE Symbol	MIDHANI
MSEI Symbol	NOTLISTED
ISIN	INE099Z01011
Name of the entity	Mishra Dhatu Nigam Limited
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Half Yearly
Date of Report	30-09-2019
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

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																		
Whether the listed entity has a Regular Chairperson													Yes					
Whether Chairperson is related to MD or CEO													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 Birth	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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 Likhri	AAAPL0041N	03552634	Executive Director	Chairperson	MD	28-04-1960	01-09-2015				1	0	0	0		
2	Mr	Sanjeev Singhal	ABXPS1617D	07642358	Executive Director	Not Applicable		08-02-1965	06-01-2017				1	0	1	0		
3	Mr	Dr. Sanjay Kumar Jha	ACRPJ6570D	07533036	Executive Director	Not Applicable		20-02-1964	05-07-2016				1	0	1	0		
4	Mr	Indraganty Venkateswara Sarma	ABIPS3906Q	02144740	Non-Executive - Independent Director	Not Applicable		13-08-1952	01-12-2015	01-12-2018		12	1	1	1	0		

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Wether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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		12-08-1952	01-12-2015	01-12-2018		12	1	1	1	0		
6	Mrs	Dr. Usha Ramachandra	ADMPR.6241B	02831588	Non-Executive - Independent Director	Not Applicable		15-09-1961	01-12-2015	01-12-2018		12	1	1	1	1		
7	Mr	Surendra Singh	ACPPS7730J	07960634	Non-Executive - Independent Director	Not Applicable		01-07-1956	09-10-2017			36	1	1	2	1		
8	Mr	Sanjay Jaju	ACTPJ8016C	01671018	Non-Executive - Nominee Director	Not Applicable		26-02-1969	30-05-2018				1	0	0	0		

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02831588	Dr. Usha Ramachandra	Non-Executive - Independent Director	Chairperson	18-12-2015		
2	02144740	Indraganty Venkateswara Sarma	Non-Executive - Independent Director	Member	18-12-2015		
3	02224647	Dr. Jyoti Mukhopadhyay	Non-Executive - Independent Director	Member	18-12-2015		
4	07960634	Surendra Sinh	Non-Executive - Independent Director	Member	10-08-2018		
Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02144740	Indraganty Venkateswara Sarma	Non-Executive - Independent Director	Chairperson	18-12-2015		
2	02831588	Dr. Usha Ramachandra	Non-Executive - Independent Director	Member	18-12-2015		
3	02224647	Dr. Jyoti Mukhopadhyay	Non-Executive - Independent Director	Member	18-12-2015		
4	07960634	Surendra Sinh	Non-Executive - Independent Director	Member	10-08-2018		
Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07960634	Surendra Sinh	Non-Executive - Independent Director	Chairperson	17-11-2017		
2	07533036	Dr. Sanjay Kumar Jha	Executive Director	Member	17-11-2017		
3	07642358	Sanjeev Singhal	Executive Director	Member	17-11-2017		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07642358	Sanjeev Singhal	Executive Director	Chairperson	29-05-2019		
2	07533036	Dr. Sanjay Kumar Jha	Executive Director	Member	29-05-2019		
3	99999999	D. Gopikrishna	Member	Member	29-05-2019		
4	99999999	Madhubala Kalluri	Member	Member	29-05-2019		
Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03552634	Dr. Dinesh Kumar Likhi	Executive Director	Chairperson	01-09-2015		
2	02831588	Dr. Usha Ramachandra	Non-Executive - Independent Director	Member	18-12-2015		
3	07960634	Surendra Sinh	Non-Executive - Independent Director	Member	10-08-2018		
4	07533036	Dr. Sanjay Kumar Jha	Executive Director	Member	05-07-2016		
5	07642358	Sanjeev Singhal	Executive Director	Member	06-01-2017		
Other Committee							
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks	

**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)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	29-05-2019				Yes		
2		08-08-2019	70		Yes	6	3
3		25-09-2019	47		Yes	7	4

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	29-05-2019				Yes		
2	Audit Committee	08-08-2019	70			Yes	3	3

**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 500 listed entities)	Yes
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 Officer

**Annexure III****III. Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

**Annexure III**

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

**Signatory Details**

Name of signatory	Paul Antony
Designation of person	Company Secretary and Compliance Officer
Place	Hyderabad
Date	14-10-2019