



MDN/CS/ COMPLIANCE/2020

Date: 14.05.2020

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

**The Manager**

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

**Scrip Code: BSE: 541195**

**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 31<sup>st</sup> March, 2020**

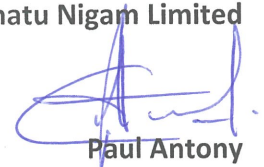
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Dear Sir/Madam,

1. We submit herewith the Corporate Governance Report under Regulation 27(2) of SEBI (LODR) Regulations, 2015 for the quarter ending 31<sup>st</sup> March, 2020.
2. This is for your information and records please.

Thanking You,

Yours Faithfully,  
For Mishra Dhatu Nigam Limited



Paul Antony

Company Secretary & Compliance Officer



**मिश्र धातु निगम लिमिटेड**

(भारत सरकार का उद्यम)

**MISHRA DHATU NIGAM LIMITED**

(A Govt. of India Enterprise)

पंजीकृत कार्यालय: पी.ओ. कंचनबाग, हैदराबाद, तेलंगाना -500058

Registered Office: P.O. Kanchanbagh, Hyderabad, Telangana-500058

फोन Telephone: 040-24184000, फैक्स Fax: 040-24340039

निगमित पहचान सं. CIN: L14292TG1973GOI001660

वेबसाइट Website: www.midhani-india.in

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	Yearly
Date of Report	31-03-2020
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														Textual Information(1)						
Whether the listed entity has a Regular Chairperson														Yes						
Whether Chairperson is related to MD or CEO														No						
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	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	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. Dimesh Kumar Likhri	AAAPL0041N	03552634	Executive Director	Chairperson	MD	28-04-1960	NA		01-09-2015	01-09-2015			1	0	0	0		
2	Mr	Sanjeev Singhal	ABXPS1617D	07642358	Executive Director	Not Applicable		08-02-1965	NA		06-01-2017	06-01-2017	07-01-2020		0	0	0	0		
3	Mr	Dr. Sanjay Kumar Jha	ACRP16570D	07533036	Executive Director	Not Applicable		20-02-1964	NA		05-07-2016	05-07-2016			1	0	2	0		
4	Mr	Surendra Singh	ACPPS7730J	07960634	Non-Executive - Independent Director	Not Applicable		01-07-1956	NA		09-10-2017	09-10-2017			31	1	1	2		

I. Composition of Board of Directors																				
Disclosure of notes on composition of board of directors explanatory																				
Whether 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	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	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	Sanjay Jaju	ACTP78016C	01671018	Non-Executive - Nominee Director	Not Applicable		26-02-1969	NA		30-05-2018	30-05-2018			1	0	0	0		

Text Block	
Textual Information(1)	Being a Govt. Company under Ministry of Defence, the appointments on the Board are made by Government and is pending.

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

Annexure 1 Text Block	
Textual Information(1)	Being a Govt. Company under Ministry of Defence, the appointments on the Board are made by Government and is pending.

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	07960634	Surendra Sinh	Non-Executive - Independent Director	Chairperson	01-12-2019		
2	01671018	Sanjay Jaju	Non-Executive - Nominee Director	Member	01-12-2019		
3	07533036	Dr. Sanjay Kumar Jha	Executive Director	Member	01-12-2019		

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	07960634	Surendra Sinh	Non-Executive - Independent Director	Chairperson	01-12-2019		
2	07533036	Dr. Sanjay Kumar Jha	Executive Director	Member	01-12-2019	12-02-2020	
3	07642358	Sanjeev Singhal	Executive Director	Member	01-12-2019	07-01-2020	

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	07-01-2020	
4	03552634	Dr. Dinesh Kumar Likhi	Executive Director	Member	08-01-2020		Textual Information(1)

Sr Text Block	
Textual Information(1)	By virtue of Government orders, Dr. D. K. Likhi was holding additional charge as Director (Finance) for a period of three months w.e.f. 08.01.2020.

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	07-01-2020	
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		
5	03552634	Dr. Dinesh Kumar Likhi	Executive Director	Chairperson	08-01-2020		

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	07960634	Surendra Sinh	Non-Executive - Independent Director	Member	10-08-2018		
3	07533036	Dr. Sanjay Kumar Jha	Executive Director	Member	05-07-2016		
4	07642358	Sanjeev Singhal	Executive Director	Member	06-01-2017	07-01-2020	

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	01-11-2019				Yes	8	4
2	30-11-2019		28		Yes	7	4
3		12-02-2020	73		Yes	3	1
4		03-03-2020	19		Yes	4	1

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	01-11-2019				Yes	4	4
2	Audit Committee	12-02-2020	102			Yes	3	1
3	Stakeholders Relationship Committee	03-03-2020				Yes	2	1

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	No
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	No
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	No
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
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

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

Text Block	
Textual Information(1)	Being a Govt. Company under Ministry of Defence, the appointments on the Board are made by Government and is pending..

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		<a href="http://midhani-india.in/">http://midhani-india.in/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://midhani-india.in/">http://midhani-india.in/</a>
3	Composition of various committees of board of directors	Yes		<a href="http://midhani-india.in/">http://midhani-india.in/</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://midhani-india.in/">http://midhani-india.in/</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://midhani-india.in/">http://midhani-india.in/</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="http://midhani-india.in/">http://midhani-india.in/</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://midhani-india.in/">http://midhani-india.in/</a>
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://midhani-india.in/">http://midhani-india.in/</a>

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		<a href="http://midhani-india.in/">http://midhani-india.in/</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="http://midhani-india.in/">http://midhani-india.in/</a>
12	Financial results	Yes		<a href="http://midhani-india.in/">http://midhani-india.in/</a>
13	Shareholding pattern	Yes		<a href="http://midhani-india.in/">http://midhani-india.in/</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		<a href="http://midhani-india.in/">http://midhani-india.in/</a>
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="http://midhani-india.in/">http://midhani-india.in/</a>
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="http://midhani-india.in/">http://midhani-india.in/</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="http://midhani-india.in/">http://midhani-india.in/</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		<a href="http://midhani-india.in/">http://midhani-india.in/</a>
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="http://midhani-india.in/">http://midhani-india.in/</a>

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), 17(1A) & 17(1B)	No	Being a Govt. Company under Ministry of Defence, the appointments on the Board are made by Government and is pending.
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	NA	
7	Code of Conduct	17(5)	NA	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	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.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	No	Being a Govt. Company under Ministry of Defence, the appointments on the Board are made by Government and is pending.
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	No	Being a Govt. Company under Ministry of Defence, the appointments on the Board are made by Government and is pending.
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	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	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	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.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	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	Paul Antony
2	Designation	Company Secretary and Compliance Officer

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 Officer

Signatory Details	
Name of signatory	Paul Antony
Designation of person	Company Secretary and Compliance Officer
Place	Hyderabad
Date	12-05-2020