



MDN/CS/AGM-46/2020-21

Date: 30.09.2020

To,

BSE Limited

P. J. Towers, 1st Floor,
Dalal Street,
Mumbai- 400001

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor; Plot No. CII, G Block,
Bandra Kurla Complex, Bandra (East)
Mumbai – 400051

Scrip Code: 541195

Trading Symbol: MIDHANI

Sub: Submission of Consolidated Scrutinizer Reports – 46th Annual General Meeting held on September 29, 2020.

Dear Sir,

With reference to the subject cited, we hereby furnish the Consolidated Scrutinizer Report on 46th Annual General Meeting held on September 29, 2020 furnished by R. Ramakrishna Gupta, Company Secretary in Practice.

This is for your information and records.

Thanking you,



Yours faithfully,

For Mishra Dhatu Nigam Limited

Paul Antony

Company Secretary & Compliance Officer

Encl: As above

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

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with the
Companies (Management and Administration) Rules, 2014, as amended]

To,
The Chairman of the Meeting,
Mishra Dhatu Nigam Limited (CIN: L14292TG1973GOI001660),
Hyderabad, Telangana.

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting and voting at the 46th Annual General Meeting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, for the 46th Annual General Meeting of Mishra Dhatu Nigam Limited.

1. **I, R. Ramakrishna Gupta (Company Secretary in Practice, CP No: 6696)**, was appointed as the Scrutinizer by the Board of Directors of Mishra Dhatu Nigam Limited ("the Company") vide resolution dated 30th June, 2020 for the purpose of scrutinizing the process of voting through electronic means ("e-voting") on the resolution(s) contained in the notice dated 30th June, 2020 calling the 46th Annual General Meeting of its Members ("the Meeting/ AGM") through VC/OAVM ("AGM Notice"), convened on Tuesday, 29th September, 2020 at 11: 25 A.M through VC/OAVM in accordance with General Circular No. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 12, 2020 and May 5, 2020 respectively, issued by the Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India.
2. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ("the Rules"). As the scrutinizer, I have to scrutinize:
 - (i) Process of e-voting remotely, before the AGM, using the electronic e-voting system on the dates referred to in the AGM Notice ("remote e-voting"); and
 - (ii) Process of e-voting during the AGM through electronic voting system ("E-Voting at AGM").



3. Management's Responsibility

The Management of the Company is responsible to ensure compliance with the requirements of the (i) Act and the Rules made thereunder; (ii) MCA Circulars; and (iii) SEBI (Listing Obligations & Disclosure Requirements Regulations, 2015) relating to remote e-voting and e-voting at AGM on the resolutions contained in the AGM Notice. The Management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

4. Scrutinizer's Responsibility

My responsibility as scrutinizer for e-voting process (i.e., remote e-voting and e-voting at AGM) is restricted to making a Consolidated Scrutinizer's Report of the votes cast in "favour" or "against" the resolutions contained in the AGM Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), Agency authorized under the Rules and engaged by the Company to provide e-voting facility and documents furnished to me electronically by the Company and /or NSDL for my verification.

5. Cut-off date

The Equity Shareholders of the Company as on the "cut-off" date, as set out in the AGM Notice, i.e., Tuesday, 22nd September, 2020 were entitled to vote on the resolutions as set out in the AGM Notice and their voting rights were in proportion to their share in the paid-up equity share capital of the. As on cut-off date, there were 74,807 shareholders of the Company and the total paid up share capital of the Company was Rs. 187,34,00,000 (Rupees One Hundred and Eighty Seven Crores Thirty Four Lakhs Only divided into 18,73,40,000 (Eighteen Crores Seventy-Three Lakhs Forty Thousand) Equity shares of Rs 10/- each.

The Company through service provider viz. NSDL had completed dispatch of the Notice of the Meeting along with Annual Report for the F.Y. 2019-2020 to the Equity Shareholders of the Company on 04th September, 2020 whose email ids were registered The Notice of the meeting was also made available on the website of the Company viz www.midhani-india.in

The Company had published on 05th September, 2020 Advertisement regarding dispatch of AGM Notice along with the Annual Report for F.Y. 2019-20 to shareholders in "Business Standard" (English - All editions) and "Enadu") (Telugu - Hyderabad edition) Newspapers).



6. E-voting process at the AGM

- i. After the time fixed for closing the e-voting by Dr. S.K. Jha, Chairman of the meeting, the electronic system recording the e-voting (e-votes) was locked by NSDL under my instructions.
- ii. The e-votes were reconciled with the records maintained by the Company and the authorizations lodged with the Company and National Securities Depository Limited.
- iii. The e-votes cast were unblocked on Tuesday, 29th September, 2020 at 02:30 P.M after the conclusion of the AGM.

7. Remote e-voting process

- i. The remote e-voting period commenced from, 09 : 00 A.M (Server time) on 25th September (Friday) and ended on 05 : 00 P.M. (Server time) on 28th September, 2020 (Monday) on the designated website URL: <https://www.evoting.nsdl.com/> via e-voting facility of NSDL.
 - ii. The Members whose names appeared in the Registers of Members/ list of Beneficial Owners as on 22nd September, 2020 only, were entitled to vote on proposed resolutions as set out in the AGM Notice of the Company by remote e-voting
 - iii. On 29th September, 2020 after the conclusion of the AGM and post counting of E-voting at AGM, remote e-voting event was unblocked by me.
 - iv. Thereafter, the details containing, inter alia, the list of Equity Shareholders who voted in "favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of NSDL ie., www.evoting.nsdl.com.
8. All the resolutions were passed with requisite majority. I hereby submit the Consolidated Scrutinizer's Report on the results of the remote e-voting and E-voting at AGM on all the resolutions as set out in the AGM Notice, based on the reports generated by NSDL and relied upon by me as under:

RESOLUTION NO. 1 - ORDINARY BUSINESS

To receive, consider and adopt:

- a. the audited standalone financial statements of the Company for the financial year ended March 31, 2020, the reports of the Board of Directors and Auditors thereon;



b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2020 and report of the Auditors thereon.

I. Voted in favour of the resolution (out of valid votes cast)

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(a) Remote e-voting	212	16,24,87,616	97.8110
(b) E-voting at AGM	11	2,711	0.0016
TOTAL (a+b)	223	16,24,90,327	97.8127

II. Voted against the resolution (out of valid votes cast)

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(a) Remote e-voting	5	36,33,693	2.1873
(b) E-voting at AGM	0	0	0.0000
TOTAL (a+b)	5	36,33,693	2.1873

III. Invalid Votes

Mode of Voting	Number of members whose votes were invalid	Number of votes cast by them
(a) Remote e-voting	9	14,54,829
(b) E-voting at AGM	0	0
TOTAL (a+b)	9	14,54,829

Therefore, the Resolution in Item No. 1 has been approved with requisite majority

Note: There was one shareholder holding 100 (One Hundred) shares abstained from voting on Resolution.



RESOLUTION NO. 2 - ORDINARY BUSINESS

To confirm payment of interim dividend i.e. Re. 1/- per equity share of Rs. 10/- each (i.e. @10%) and to declare final dividend of Rs. 1.56 per Equity Share of Rs. 10/- each (i.e. @ 15.60%) for the financial year ended on March 31, 2020.

I. Voted in favour of the resolution (out of valid votes cast)

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(a) Remote e-voting	215	16,61,21,158	99.9983
(b) E-voting at AGM	11	2,711	0.0016
TOTAL (a+b)	226	16,61,23,869	99.9999

II. Voted against the resolution (out of valid votes cast)

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(a) Remote e-voting	2	151	0.0001
(b) E-voting at AGM	0	0	0
TOTAL (a+b)	2	151	0.0001

III. Invalid Votes

Mode of Voting	Number of members whose votes were invalid	Number of votes cast by them
(c) Remote e-voting	9	14,54,829
(d) E-voting at AGM	0	0
TOTAL (a+b)	9	14,54,829

Therefore, the Resolution in Item No. 2 has been approved with requisite majority.

Note: There was one shareholder holding 100 (One Hundred) shares abstained from voting on Resolution.



RESOLUTION NO. 3 – ORDINARY BUSINESS

To appoint a Director in place of Shri Sanjay Jaju (DIN: 01671018), who retires by rotation and being eligible, offers himself for re-appointment.

I. Voted in favour of the resolution (out of valid votes cast)

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(a) Remote e-voting	188	15,95,21,434	96.0257
(b) E-voting at AGM	11	2,711	0.0016
TOTAL (a+b)	199	15,95,24,145	96.0273

II. Voted against the resolution (out of valid votes cast)

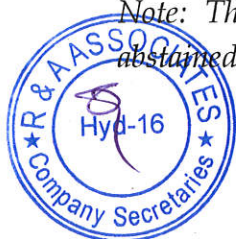
Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(a) Remote e-voting	27	65,99,575	3.9727
(b) E-voting at AGM	0	0	0
TOTAL (a+b)	27	65,99,575	3.9727

III. Invalid Votes

Mode of Voting	Number of members whose votes were invalid	Number of votes cast by them
(e) Remote e-voting	9	14,54,829
(f) E-voting at AGM	0	0
TOTAL (a+b)	9	14,54,829

Therefore, the Resolution in Item No. 3 has been approved with requisite majority

Note: There were three shareholders holding cumulatively 400 (Four Hundred) shares abstained from voting on Resolution.



RESOLUTION NO. 4 - ORDINARY BUSINESS

To authorize the Board of Directors to henceforth fix and pay the remuneration of the Statutory Auditors appointed by the Comptroller and Auditor General of India (C&AG) in terms of the provisions of Section 139(5) read with Section 142 of the Companies Act, 2013.

I. Voted in favour of the resolution (out of valid votes cast)

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(c) Remote e-voting	212	16,61,20,956	99.9982
(d) E-voting at AGM	11	2,711	0.0016
TOTAL (a+b)	223	16,61,23,667	99.9998

II. Voted against the resolution (out of valid votes cast)

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(a) Remote e-voting	5	353	0.0002
(b) E-voting at AGM	0	0	0
TOTAL (a+b)	5	353	0.0002

III. Invalid Votes

Mode of Voting	Number of members whose votes were invalid	Number of votes cast by them
(g) Remote e-voting	9	14,54,829
(h) E-voting at AGM	0	0
TOTAL (a+b)	9	14,54,829

Therefore, the Resolution in Item No. 4 has been approved with requisite majority.

Note: There was one shareholder holding 100 (One Hundred) shares abstained from voting on Resolution



RESOLUTION NO. 5 -SPECIAL BUSINESS

To authorize the Board of Directors to henceforth fix and pay the remuneration of the Statutory Auditors appointed by the Comptroller and Auditor General of India (C&AG) in terms of the provisions of Section 139(5) read with Section 142 of the Companies Act, 2013.

I. Voted in favour of the resolution (out of valid votes cast)

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(a) Remote e-voting	210	16,61,20,561	99.9980
(b) E-voting at AGM	11	2,711	0.0016
TOTAL (a+b)	221	16,61,23,272	99.9996

II. Voted against the resolution (out of valid votes cast)

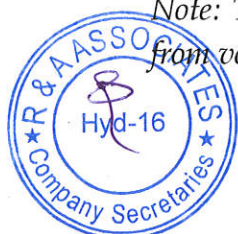
Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(a) Remote e-voting	7	663	0.0004
(b) E-voting at AGM	0	0	0
TOTAL (a+b)	7	663	0.0004

III. Invalid Votes

Mode of Voting	Number of members whose votes were invalid	Number of votes cast by them
(i) Remote e-voting	9	14,54,829
(j) E-voting at AGM	0	0
TOTAL (a+b)	9	14,54,829

Therefore, the Resolution in Item No. 5 has been approved with requisite majority.

Note: There was one shareholder holding 185 (One Hundred Eighty Five) shares abstained from voting on Resolution.



9. The electronic data and all other relevant records relating to e-voting shall remain in the safe custody of the Scrutinizer until Chairman of the meeting, considers, approves and signs the minutes and thereafter, the Scrutinizer shall hand over the register and other related papers to the Company.
10. This report is issued in accordance with the terms of the Engagement Letter.

Restriction on Use

11. This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) website of NSDL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you
Yours faithfully.

For R & A Associates
Company Secretaries



(R. Ramakrishna Gupta)
Practicing Company Secretary
CP No: 6696
FCS No: 5523
UDIN: F005523B000803201

Countersigned by

A handwritten signature in blue ink, appearing to read "S.K. Jha", is written over a horizontal line.

Dr. S.K. Jha (Chairman & Managing Director
Mishra Dhatu Nigam Limited

Place: Hyderabad
Date: 30th September, 2020