



MISHRA DHATU NIGAM LIMITED

Corporate Identity Number (CIN): L14292TG1973GOI001660

Registered Office: PO – Kanchanbagh Hyderabad - 500058, Telangana

Tel. No: 040-2418 4515 Fax No: 040-2434 0214

Email Address: company.secretary@midhani-india.in Website: www.midhani-india.in

NOTICE OF 46TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the forty sixth [46th] Annual General Meeting of the Members of **MISHRA DHATU NIGAM LIMITED** (MIDHANI) will be held on Tuesday, the 29th day of September 2020 at 11:00 A.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS

ITEM NO.1

To receive, consider and adopt:

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

ITEM NO.2

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

ITEM NO.3

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

ITEM NO.4

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.

SPECIAL BUSINESS

ITEM NO.5

To ratify the remuneration to be paid to S.S. Zanwar & Associates, Cost Accountants as Cost Auditor of the Company and in this regard, to pass the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, fee of ₹ 1,30,000/- (excluding applicable statutory levies and reimbursement of out of pocket expenses), to be paid to S.S. Zanwar & Associates, Cost Accountants (Registration No. 100283), appointed by the Board of Directors as Cost Auditor to conduct the audit of cost records of the Company, as applicable, for the Financial Year ending on March 31, 2021, be and is hereby approved.”

By the Order of the Board of Directors

Hyderabad
June 30, 2020

Sd/-
Paul Antony
Company Secretary

Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. Accordingly, Registered Office of the Company i.e. P.O. Kanchanbagh, Hyderabad - 500058 shall be deemed to be the venue of this AGM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
4. Institutional / Corporate Member intending to depute their authorised representative to attend the AGM are requested to provide certified copy of the Board Resolution/Power of Attorney together with specimen signature of the representative(s), authorising the said person by sending an e-mail at company.secretary@midhani-india.in with a copy marked to the scrutinizer at ramakrishna@rna-cs.com to attend AGM through VC / OAVM and vote on their behalf through e-voting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
6. Shri Sanjay Jaju may be deemed to be interested in the Item No. 3 of the Notice. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary & Special Business set out under Item Nos. 1 to 5 of the Notice
7. The Statement pursuant to Section 102 of the Companies Act, 2013 relating to Item no.5 of the Notice is annexed hereto.
8. Pursuant to the provisions of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, details of Directors seeking appointment/re-appointment at this Annual General Meeting, are annexed herewith.
9. **Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, September 23, 2020 to Tuesday, September 29, 2020 (both days inclusive).**
10. In terms of the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018, with effect from April 1, 2019, securities of listed companies can be transferred only in dematerialised form (except for transmission or transposition of securities). Accordingly, the Company will not accept any fresh lodgement of transfer of shares in physical form.
11. **The final dividend on Equity Shares for the financial year ended on March 31, 2020 as recommended by the Board of Directors, if declared by the Members at AGM, will be credited/paid on or after September 29, 2020:**
 - a) in respect of shares held in electronic form, to those members whose name appear as Beneficial Owners as at the end of the business hours on Tuesday, September 22, 2020 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited; and
 - b) in respect of shares held in physical form, to those members whose name appear in the Register of Members of the Company as at the end of the business hours on Tuesday, September 29, 2020 after giving effect to:
 - i) valid request(s) received for transmission/transposition of shares; and

- ii) valid requests of transfer of shares in physical form (re-lodgment cases i.e. requests for transfer(s) which were received prior to April 1, 2019 and returned due to deficiency in the documents)

lodged with the Company/its Registrar & Share Transfer Agent on or before Monday, September 21, 2020.

12. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company (in case of shares held in physical mode) and depositories & ALANKIT (in case of shares held in demat mode)

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by [email to \[rtat@alankit.com\]\(mailto:rtat@alankit.com\)](mailto:emailto:rtat@alankit.com) or company.secretary@midhani-india.in by Tuesday, September 22, 2020. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to rtat@alankit.com or company.secretary@midhani-india.in. The aforesaid declarations and documents need to be submitted not later than by Tuesday, September 22, 2020.

13. Members are requested to visit the website of the Company viz. www.midhani-india.in for viewing the quarterly and annual financial results and other information of the Company.
14. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is

being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website viz. www.midhani-india.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL www.evoting.nsdl.com.

15. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same by providing their name, shareholding details, e-mail id to receive the notice calling AGM, Annual Report & other documents permissible to be sent through electronic mode, by sending e-mail at rtat@alankit.com. For any other investor related queries, communication may be sent by e-mail to company.secretary@midhani-india.in

16. Alankit Assignment Limited (ALANKIT) is the Registrar & Share Transfer Agent of the Company. All investor related communication may be addressed to ALANKIT at the following address:

Alankit House, 4E/2, Jhandewalan Extension,
New Delhi - 110055

Tel : 011-42541234

Fax: 011- 42541201

E-mail: rtat@alankit.com

17. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on March 31, 2019 (on the website of the Company viz. www.midhani-india.in and also on the website of the Ministry of Corporate Affairs (MCA). Members who have not encashed /received dividend so far in respect of financial year ended on March 31, 2019, are requested to write to ALANKIT who shall arrange to remit the unclaimed dividend amount on completion of necessary formalities.

18. Members are hereby informed that under the Companies Act, 2013, the Company is obliged to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or

unclaimed for a period of seven years from the date of such transfer to the Unpaid Dividend Account, to the credit of the Investor Education and Protection Fund ('the Fund') established by the Central Government. Further, pursuant to the provisions of Section 124 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ('IEPF Rules'), all the shares on which dividend remain unpaid/unclaimed for a period of seven consecutive years or more shall be transferred to the demat account of the IEPF Authority as notified by the Ministry of Corporate Affairs. Hence, the Company urges all the shareholders to en-cash/claim their respective dividend during the prescribed period.

19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company/ALANKIT.
20. In terms of SEBI circular dated April 20, 2018, Members holding shares in physical form and whose PAN and Bank details are not updated with ALANKIT, are requested to submit their PAN and Bank Account details, along with self-attested copy of PAN Card and original cancelled cheque/attested copy of bank passbook bearing name of the Member.
21. Members holding shares in physical form can avail the facility of nomination pursuant to the provisions of Section 72 of Act, and for the same they are advised to send their nomination in the prescribed Form No. SH-13 to ALANKIT at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility.
22. Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or ALANKIT, details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon. Members are requested to use the share transfer form SH-4 for this purpose.
23. For effecting change in address/bank details/NECS (National Electronic Clearing Services) mandate; Members are requested to notify:
 - (i) Alankit, if shares are held in physical form; and
 - (ii) their respective Depository Participant (DP), if shares are held in electronic form.
24. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), NECS mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs and ALANKIT in case the shares are held by them in electronic form and to MIDHANI in case the shares are held by them in physical form.
25. The statutory registers as stipulated under the Act will be available for inspection during the AGM.
26. Members may send their queries, if any, on the financial statements/operations of the Company at company.secretary@midhani-india.in, at least 7 days before the meeting, so that the information can be compiled in advance.
27. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and the provisions of Regulation 44 of the SEBI Listing Regulations, Members are provided with the facility to cast their vote on all items/resolutions set forth in this Notice, through remote e-voting on NSDL's e-voting platform. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
28. **Persons whose name appears in the Register of Member/list of Beneficial Owners as on Tuesday, September 22, 2020 (cut-off date) shall be entitled to vote by way of e-voting on the date**

of AGM/remote e-voting on the Resolutions set forth in this Notice. Any person who is not a Member as on the above cut-off date should treat this Notice for information purpose only.

29. In case a person has become a Member of the Company after dispatch of the Notice but on or before the Cut-off date i.e. September 22, 2020, or has registered the e-mail address after dispatch of the Notice, such Member may obtain the user ID and password in the manner outlined in the Notice of AGM.
30. **The remote e-voting facility will be available during the following period:**

Commencement of remote e-voting	From 9.00 a.m. (Server time) on September 25, 2020 (Friday)
End of remote e-voting	Up to 5.00 p.m. (Server time) on September 28, 2020 (Monday)

Remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by NSDL upon expiry of aforesaid period.

31. The Board of Directors has appointed Shri R. Ramakrishna Gupta, a Company Secretary in practice (C.P.No. 5523) as Scrutinizer to scrutinize the e-voting at AGM and remote e-voting process in a fair and transparent manner.
32. The Scrutinizer shall, after conclusion of voting at the AGM, count the votes cast at the meeting. Thereafter, he will unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours from the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against the resolution, invalid votes, if any and whether the resolution(s) has/have been carried or not, to the Chairperson or any other person authorised by Chairperson in writing, who shall countersign the same and declare the result of the voting.
33. The result of voting along with the scrutinizers' report shall be placed on the website of the Company viz. www.midhani-india.in and on NSDL's website www.evoting.nsd.com immediately after the same is declared, and shall be simultaneously forwarded to the stock exchanges. The results shall also be displayed at the Registered Office of the Company.

34. The resolutions shall be deemed to be passed on the date of AGM subject to receipt of requisite number of votes in favour of the resolution(s).
35. Members are requested to carefully read the "Procedure and Instructions for remote e-voting" given below.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsd.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) **If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ramakrishna@rna-cs.com with a copy marked to evoting@nsdl.co.in.

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to evoting@nsdl.co.in
3. Any queries / grievances in relation to voting through electronic mode may be addressed to NSDL, Ms. Pallavi Mhatre, (Manager), NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013. Email: evoting@nsdl.co.in, Tel: 1800 222 990/ 91 22 2499 4200.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice :

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card),

Aadhaar (self-attested scanned copy of Aadhaar Card) by email to rta@alankit.com or company.secretary@midhani-india.in

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) to rta@alankit.com or company.secretary@midhani-india.in
3. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

PROCEDURE FOR SPEAKER REGISTRATION AND TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending a request in the below given form from their Registered Email ID to company.secretary@midhani-india.in in till Monday, September 21, 2020. Only those member who have registered themselves as a Speaker will be allowed to express their views/ask questions during the AGM.

SPEAKER REGISTRATION FORM *

Name of Shareholder (including joint holder)
DPID-CLID / Folio Number
Permanent Account Number (PAN)
Mobile Number
Profession Query in brief
*All fields are mandatory

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at company.secretary@midhani-india.in.
6. Shareholders who would like to express their views/have questions may send their questions

in advance mentioning their name demat account number/folio number, email id, mobile number at company.secretary@midhani-india.in. The same will be replied by the company suitably.

7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to audit the cost records of the applicable products of the Company.

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment of S.S. Zanwar & Associates, Cost Accountants (Registration No. 100283), upon annual remuneration of ₹ 1,30,000/- (exclusive of statutory levies) to conduct the audit of the cost records of the Company for the Financial Year 2020-21.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor is required to be ratified by members of the company.

Accordingly, members are requested to consider and ratify the remuneration payable to Cost Auditors for the financial year 2020-21 as set out in the resolution for the aforesaid services.

The Board recommends the resolution set out in item No. 5 of the accompanying Notice for the approval of the members of the Company by way of an Ordinary Resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution at item No. 5 of the accompanying Notice.

By the Order of the Board of Directors

Hyderabad
June 30, 2020

Sd/-
Paul Antony
Company Secretary

Details of the Directors pursuant to the provisions of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013, as applicable

Name of the Director	Shri Sanjay Jaju
DIN	01671018
Date of Birth	February 26, 1969
Date of first appointment on the Board	May 30, 2018
Qualifications	IAS, CMA, M. Tech, MBA
Expertise in specific functional areas	Shri. Sanjay Jaju, completed his Post Graduate Mechanical Engineer and a Cost & Management Accountant by background and has completed MBA in Finance. He has worked in diverse areas like Urban, Infrastructure, Civil Supplies, Education & Tribal Welfare. He has been an ardent advocate of Information Technology for Development and Governance. He earlier worked as the founding Director (A&F) in the National Highways Infrastructure Development Corporation Limited (NHIDCL) in the Ministry of Road Transport & Highways, GoI. He had earlier worked as Secretary to Government of Andhra Pradesh in Information Technology & Communications Department.
Terms and conditions of appointment or reappointment	Shri Sanjay Jaju was appointed by Ministry of Defence – Department of Defence Production vide letter No.8/2015-D (Coord/DDP) dated May 30, 2018.
Details of remuneration last drawn (FY 2019-20)	Not applicable
Directorships in other Public Limited Companies (excluding foreign companies, private companies & section 8 companies)	None
Membership of Committees/ Chairmanship in other Public Limited Companies	Nil
No. of Board Meetings attended during the Financial Year 2019-20	4
No. of shares held in the Company:	
(a) Own	Nil
(b) For other persons on a beneficial basis	Nil

Note: Shri Sanjay Jaju is not related to any other Director or Key Managerial Personnel.