



MDN/CS/SE/COMPLIANCE/CG/21-22

Date: 16.04.2021

To,

BSE Limited,
P.J. Towers, 1st Floor,
Dalal Street,
Mumbai- 400001
Scrip Code: 541195

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

Sub: Submission of Corporate Governance Report under Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended ("SEBI LODR") for quarter ended on 31st March, 2021.

Dear Sir/Madam,

We submit herewith the Corporate Governance Report under Regulation 27(2) of SEBI LODR for quarter ended on 31st March, 2021.

This is for your information and records.

Thanking You,



Yours Faithfully,
For Mishra Dhatu Nigam Limited

Paul Antony
Company Secretary & Compliance Officer

मिश्र धातु निगम लिमिटेड **MISHRA DHATU NIGAM LIMITED**

(भारत सरकार का उद्यम) (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	01-04-2020
Date of end of financial year	31-03-2021
Reporting Quarter	Yearly
Date of Report	31-03-2021
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													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	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. Sanjay Kumar Jha	ACRP16570D	07533036	Executive Director	Chairperson	MD	20-02-1964	NA		05-07-2016	05-07-2016			1	0	0	0		
2	Mr	Govri Sankara Rao Naramsetti	AAUPN4062F	08925899	Executive Director	Not Applicable		15-05-1965	NA		27-10-2020	27-10-2020			1	0	0	0		
3	Mr	Anurag Bajpai	AENMPB7121E	08048155	Non-Executive Nominee Director	Not Applicable		12-07-1970	NA		24-11-2020	24-11-2020			2	0	1	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)	On cessation of Four Independent Directors, there is no representation of Independent Directors on the Board of MIDHANI as on date. Accordingly, with Board approval accorded on November 11, 2020 all sub-committees i.e. Audit Committee , Nomination & Remuneration Committee , Stakeholder Relationship Committee ,CSR Committee stands dissolved w.e.f 11.11.2020 due to absence of Independent Directors .

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
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	17-12-2020				No	3	0
2		12-02-2021	56		No	3	0
3		15-03-2021	30		No	3	0

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	
Disclosure of notes on related party transactions			Textual Information(1)

Text Block	
Textual Information(1)	There are no related party transactions .

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	No
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)	No
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.	No
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)	NO COMMENTS WERE RECEIVED FROM THE DIRECTORS.

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		https://midhani-india.in/#
2	Terms and conditions of appointment of independent directors	Yes		https://midhani-india.in/#
3	Composition of various committees of board of directors	Yes		https://midhani-india.in/#
4	Code of conduct of board of directors and senior management personnel	Yes		https://midhani-india.in/#
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://midhani-india.in/#
6	Criteria of making payments to non-executive directors	Yes		https://midhani-india.in/#
7	Policy on dealing with related party transactions	Yes		https://midhani-india.in/#
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		https://midhani-india.in/#
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		https://midhani-india.in/#
11	email address for grievance redressal and other relevant details	Yes		https://midhani-india.in/#
12	Financial results	Yes		https://midhani-india.in/#
13	Shareholding pattern	Yes		https://midhani-india.in/#
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		https://midhani-india.in/#
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://midhani-india.in/#
18	Credit rating or revision in credit rating obtained	Yes		https://midhani-india.in/#
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		https://midhani-india.in/#
21	Materiality Policy as per Regulation 30	Yes		https://midhani-india.in/#
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://midhani-india.in/#
23	It is certified that these contents on the website of the listed entity are correct	Yes		https://midhani-india.in/#
Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]				Textual Information(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.			
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)	NA	
2	Board composition	17(1), 17(1A) & 17(1B)	No	No Independent Directors w.e.f 08/10/2020
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	No	No Independent Directors w.e.f 08/10/2020
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
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)	NA	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	No	No Independent Directors w.e.f 08/10/2020
16	Meeting of Audit Committee	18(2)	No	No Independent Directors w.e.f 08/10/2020
17	Composition of nomination & remuneration committee	19(1) & (2)	No	No Independent Directors w.e.f 08/10/2020
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	No	No Independent Directors w.e.f 08/10/2020
19	Meeting of Nomination and Remuneration Committee	19(3A)	No	No Independent Directors w.e.f 08/10/2020
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	No	No Independent Directors w.e.f 08/10/2020

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)	No	No Independent Directors w.e.f 08/10/2020
22	Composition and role of risk management committee	21(1),(2), (3),(4)	No	Committee Suspended During Q4 for FY 21 due to non - availability of Directors. However RMC meeting has been conducted during the year.
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)	No	No Independent Directors w.e.f 08/10/2020
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			Textual Information(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.

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	15-04-2021