



MDN/CS/SE/COMPLIANCE/CG/22-23

Dt.: 13/04/2022

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, 2022.

Dear Sir/Madam,

We submit herewith the Corporate Governance Report under Regulation 27(2) of SEBI LODR for quarter ended on 31st March, 2022.

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

(भारत सरकार का उद्यम)

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

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

निगमित पहचान सं. CIN: L14292TG1973GOI001660

वेबसाइट Website: www.midhani-india.in

MISHRA DHATU NIGAM LIMITED

(A Govt. of India Enterprise)

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

Format of report on Corporate Governance to be submitted by a listed entity on quarterly basis

1. Name of Listed Entity : Mishra Dhatu Nigam Limited
 2. Quarter ending : 31 March 2022

I. Composition of Board of Directors												
Title (Mr ./ Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive/ Non-Executive/ independent / Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure *	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	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)
Mr.	Dr. Sanjay Kumar Jha	07533036	Executive Director-C&MD	05-07-2016	05-07-2016			20-02-1964	1	0	0	0
Mr.	Gowri Sankara Rao Naramsetti	08925899	Executive Director	27-10-2020	27-10-2020			15-05-1965	1	0	0	0
Mr.	Anurag Bajpai	08948155	Non Executive Nominee Director	24-11-2020	24-11-2020			13-07-1970	2	0	0	0
Mr.	Valluri Chakrapani	00867270	Non Executive Independent Director	24-12-2021	24-12-2021		4	23-10-1973	1	1	0	0
		Whether Regular chairperson appointed										
		Whether Chairperson is related to managing director or CEO										
		§PAN of any director would not be displayed on the website of Stock Exchange &Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.										

II. Composition of Committees					
<i>Name of Committee</i>	<i>Whether Regular chairperson appointed</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee) §</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1. Audit Committee					
2. Nomination & Remuneration Committee					
3. Risk Management Committee(if applicable)	Yes	05	Executive Director	07.01.2022	
4. Stakeholders Relationship Committee'					
§ <i>Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</i>					
III. Meeting of Board of Directors					
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
		Yes / No			
09-11-2021		NO	3	0	
	10-02-2022	Yes	4	1	92
	14-03-2022	Yes	4	1	31
* <i>to be filled in only for the current quarter meetings</i>					
IV. Meetings of Committees					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
	Yes / No				
* <i>This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional</i>					
** <i>to be filled in only for the current quarter meetings</i>					
V. Related Party Transactions					
Subject				Compliance status (Yes/No/NA)	
				refer note below	
Whether prior approval of audit committee obtained				NA	

Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	NA
<p>Note:</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	
<p>VI. Affirmations</p>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. - No</p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p style="padding-left: 20px;">a. Audit Committee - NO</p> <p style="padding-left: 20px;">b. Nomination & Remuneration Committee -No</p> <p style="padding-left: 20px;">c. Stakeholders Relationship Committee -No</p> <p style="padding-left: 20px;">d. Risk management committee (as applicable) -Yes</p> <p>3. 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</p> <p>4. 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</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any - Yes comments/observations/advice of the board of directors may be mentioned here.</p>	
<p>Name & Designation : Paul Antony Sd/- Company Secretary / Compliance Officer / Managing Director / CEO / CFO</p>	

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

Format 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		
Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:	Yes	https://midhani-india.in/
a) Details of business	Yes	https://midhani-india.in/
b) Terms and conditions of appointment of independent directors	Yes	https://midhani-india.in/
c) Composition of various committees of board of directors	Yes	https://midhani-india.in/
d) Code of conduct of board of directors and senior management personnel	Yes	https://midhani-india.in/
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://midhani-india.in/
f) Criteria of making payments to non-executive directors	Yes	https://midhani-india.in/
g) Policy on dealing with related party transactions	Yes	https://midhani-india.in/
h) Policy for determining ' <i>material</i> ' subsidiaries	NA	
i) Details of familiarization programmes imparted to independent directors	Yes	https://midhani-india.in/
j) Email address for grievance redressal and other relevant details	Yes	https://midhani-india.in/
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://midhani-india.in/
l) Financial results	Yes	https://midhani-india.in/
m) Shareholding pattern	Yes	https://midhani-india.in/
n) Details of agreements entered into with the media companies and/or their associates	Yes	https://midhani-india.in/
o) 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/
p) New name and the old name of the listed entity	NA	
q) Advertisements as per regulation 47 (1)	Yes	https://midhani-india.in/
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	https://midhani-india.in/
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	
As per other regulations of the LODR:	Yes	https://midhani-india.in/
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://midhani-india.in/
b) Materiality Policy as per Regulation 30	Yes	https://midhani-india.in/

c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	https://midhani-india.in/
<i>It is certified that these contents on the website of the listed entity are correct.</i>		

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	No- As on March 31, 2022, MIDHANI has less than six Independent Directors. MIDHANI being a Govt. Company appointment of Directors are taken care by Ministry of Defence and Board of MIDHANI has no authority to appoint Directors of the Board of MIDHANI.
<i>Meeting of board of directors</i>	17(2)	Yes
<i>Quorum of board meeting</i>	17(2A)	No- Quorum of Meeting held on June 324, 2021, August 12, 2021 and November 9, 2021 was not met due to vacancy of Independent Director on the Board of MIDHANI.
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for Appointments</i>	17(4)	NA
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	NA
<i>Recommendation of board</i>	17(11)	Yes
<i>Maximum number of directorship</i>	17A	Yes
<i>Composition of Audit Committee</i>	18(1)	No- Due to vacancy of Independent Director on the Board of MIDHANI, during FY 2021-22, Meeting of Audit Committee was not held. MIDHANI being a Govt. Company appointment of Directors are taken care by Ministry of Defence and Board of MIDHANI has no authority to appoint Directors of the Board of MIDHANI.

<i>Meeting of Audit Committee</i>	18(2)	No- Due to vacancy of Independent Director on the Board of MIDHANI, during FY 2021-22, Meeting of Audit Committee was not held. MIDHANI being a Govt. Company appointment of Directors are taken care by Ministry of Defence and Board of MIDHANI has no authority to appoint Directors of the Board of MIDHANI.
<i>Composition of Nomination & Remuneration Committee</i>	19(1) & (2)	No- Due to vacancy of Independent Director on the Board of MIDHANI, during FY 2021-22, Meeting of Nomination and Remuneration Committee was not held. MIDHANI being a Govt. Company appointment of Directors are taken care by Ministry of Defence and Board of MIDHANI has no authority to appoint Directors of the Board of MIDHANI.
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	No – do-
<i>Meeting of Nomination & Remuneration Committee</i>	19(3A)	No – do-
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	No-Due to vacancy of Independent Director on the Board of MIDHANI, during FY 2021-22, Meeting of Stakeholders Relationship Committee was not held. MIDHANI being a Govt. Company appointment of Directors are taken care by Ministry of Defence and Board of MIDHANI has no authority to appoint Directors of the Board of MIDHANI.
<i>Meeting of Stakeholder Relationship Committee</i>	20 (3A)	No – do-
<i>Composition and role of Risk Management Committee</i>	21(1),(2),(3),(4)	Yes
<i>Meeting of Risk Management Committee</i>	21(3A)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	NA
<i>Approval for material related party Transactions</i>	23(4)	NA
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA

<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	NA
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes
<i>Alternate Director to Independent Director</i>	25(1)	NA
<i>Maximum Tenure</i>	25(2)	NA
<i>Meeting of independent directors</i>	25(3) & (4)	No- Due to vacancy of Independent Director on the Board of MIDHANI, during FY 2021-22, Meeting of Independent Director was not held. MIDHANI being a Govt. Company appointment of Directors are taken care by Ministry of Defence and Board of MIDHANI has no authority to appoint Directors of the Board of MIDHANI.
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes
<i>Directors and Officers insurance</i>	25(10)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	NA
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes
Note		
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.		
2 If status is "No" details of non-compliance may be given here.		
3 If the Listed Entity would like to provide any other information the same may be indicated here.		

III Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.

Name & Designation : Paul Antony
Company Secretary / Compliance Officer / Managing Director / CEO / CFO

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending – March 2022 - NOT APPLICABLE

I. Disclosure of Loans / guarantees / comfort letters / securities etc. <small>refer note below</small>			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	NA	NA	
Promoter Group or any other entity controlled by them	NA	NA	
Directors (including relatives) or any other entity controlled by them	NA	NA	
KMPs or any other entity controlled by them	NA	NA	
(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NA	NA	NA
Promoter Group or any other entity controlled by them	NA	NA	NA
Directors (including relatives) or any other entity controlled by them	NA	NA	NA

KMPs or any other entity controlled by them	NA	NA	NA
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(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	NA	NA
	NA	NA	NA
	NA	NA	NA
Promoter Group or any other entity controlled by them	NA	NA	NA
	NA	NA	NA
	NA	NA	NA
Directors (including relatives) or any other entity controlled by them	NA	NA	NA
	NA	NA	NA
	NA	NA	NA
	NA	NA	NA
KMPs NA entity controlled by them	NA	NA	NA

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

**Name & Designation : Sd/-
CEO / CFO**

Note

1. *These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;*
 - a) *by a government company to/ for the Government or government company*
 - b) *by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.*
 - c) *by a banking company or an insurance company ; and*
 - d) *by the listed entity to its employees or directors as a part of the service conditions*
2. *If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..*