



MISHRA DHATU NIGAM LIMITED

Corporate Identity Number (CIN): L14292TG1973GOI001660

Registered Office: PO – Kanchanbagh Hyderabad - 500058, Telangana

Tel. No: 040-2418 4515 **Fax No:** 040-2956 8502

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

POSTAL BALLOT NOTICE

NOTICE is hereby given to the Members of Mishra Dhatu Nigam Limited (“MIDHANI” or “the Company”) pursuant to Section 108 and 110 of the Companies Act, 2013 (“Act”) and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Postal Ballot Rules”) read with the General Circular No. 3/2022 dated May 5, 2022 (in continuation to circulars issued earlier in this regard) issued by the Ministry of Corporate Affairs (“MCA Circulars”), the Resolutions set out in this Notice of Postal Ballot are proposed to be passed by the Members of MIDHANI through Postal Ballot only through e-voting process.

The proposed Resolutions and Explanatory Statement setting out material facts as required in terms of Section 102 (1) of the Act read with the Rules and the MCA Circulars are appended to this Postal Ballot Notice seeking consent of the Members of the MIDHANI through e-voting.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, MIDHANI is sending this Postal Ballot Notice in electronic form only and has extended only the e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot form. MIDHANI has appointed National Securities Depositories Limited (“NSDL”) for facilitating e-voting to enable the Members to cast their votes electronically. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. The instructions for e-voting are appended to this Postal Ballot Notice.

The Board of Directors of the MIDHANI, at its Meeting held on May 26, 2022 has appointed CS Navajyoth Puttaparthi (FCS: 9896; C.P. No. 16041) Company Secretary-in- Practice and Partner of Puttaparthi Jagannatham & Co., Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot through e-voting process in a fair and transparent manner. The Scrutinizer’s decision on the validity of vote(s) cast through e-voting process shall be final. You are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the e-voting process from Wednesday, June 1, 2022 (9:00 a.m. IST) to not later than 5:00 p.m. IST on Thursday, June 30, 2022, failing which it will be strictly considered that no reply has been received from the Member.

After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of MIDHANI or a person authorized by the Chairman. The results of Postal Ballot shall be declared on or before Saturday, July 2, 2022, at any time before 6:00 p.m. IST and along with the Scrutinizer's report, be displayed at the Registered Office as well as Corporate Office of the MIDHANI, communicated to the Stock Exchanges and will also be uploaded on the MIDHANI's website viz. <https://midhani-india.in/> and on the website of NSDL at www.evoting.nsdl.com and also on the website of stock exchanges viz. <https://www.bseindia.com/> and <https://www.nseindia.com/>.

The proposed Resolutions, if approved, shall be deemed to have been passed on the last date of voting, i.e. Thursday, June 30, 2022.

SPECIAL BUSINESS

ITEM No. 1:

Appointment of Smt. Vallikkat Thanayankizhil Rema (V.T. Rema) (DIN: 09561611) as an Independent Director

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the Presidential Order conveyed through Ministry of Defence, Department of Defence Production vide their letter No. 11(70)/2021/Misc./D(NS) dated March 25, 2022, Smt. Vallikkat Thanayankizhil Rema (DIN: 09561611), appointed as an Independent Director of Mishra Dhatu Nigam Limited (MIDHANI), for a term of three (3) consecutive years commencing from April 5, 2022 to April 4, 2025 (closing business hours), subject to further orders, if any, conveyed by Ministry of Defence; be and is hereby appointed as an Independent Director of MIDHANI, not liable to retire by rotation, for a term of three (3) consecutive years, pursuant to the provisions of Regulation 17 (1C) and Regulation 25 (2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and applicable provisions of the Companies Act, 2013.

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

By the Order of the Board of Directors

Sd/-

(Paul Antony)

Company Secretary & Compliance Officer

Membership No: A29037

**Hyderabad
May 26, 2022**

Notes:

1. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts in respect of Item No. 1 as set out in this Notice is annexed hereto.
2. **The notice of postal ballot will be sent to Members of the Company, whose name appear in the Register of Members/List of Beneficial Owners provided by National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”) as on Friday, May 27, 2022 (“Cut-off date”) (including those Members who may not have received this Postal Ballot Notice due to non-registration of the email address with (MIDHANI/Depositories), shall be entitled to vote in relation to the resolutions specified in this Postal Ballot Notice. A person who is not a Member as on May 27, 2022 should treat this Postal Ballot Notice for information purposes only.**
3. A copy of this Postal Ballot Notice will also be available on the website of MIDHANI at <https://midhani-india.in/> under “Investors” section, and on the relevant section of the website of the Stock Exchanges on which the Equity Shares of the MIDHANI are listed i.e. at www.bseindia.com and www.nseindia.com and also the website of NSDL at www.evoting.nsdl.com
4. E-voting facility will be available during the following period to members whose name appear in Register of Members/list of beneficial owners provided by NSDL & CDSL as on Cut-off date:

Commencement of e-voting	From 9.00 a.m. (IST) on June 1, 2022 (Wednesday)
End of e-voting	Upto 5.00 p.m. (IST) on June 30, 2022 (Thursday)

5. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Rules, MCA Circulars and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, MIDHANI has appointed NSDL for facilitating e-voting to enable the Members to cast their votes electronically.
6. Members holding shares in dematerialised mode are requested to register/update their KYC details including email address with the relevant Depository Participants. Members holding shares in physical form are requested to register/update their KYC details

including email address by writing it to MIDHANI’s RTA at rta@alankit.com along with the copy of the share certificate (front and back), self-attested copy of the PAN card and such other documents as may be prescribed by them.

- Members are requested to carefully read the “Procedure and Instructions for 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: Access to NSDL e-voting system

A) Login method for e-voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS (Internet-based Demat Account Statement) user can visit the e-services website of NSDL viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the e-voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com Select “Register Online for

Type of shareholders	Login Method
	<p>IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the e-voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the e-voting Menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote.

Type of shareholders	Login Method
	<p>3. If the user is not registered for Easi/Easiest, option to register is available at :</p> <p style="text-align: center;">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail ID as recorded in the demat Account. After successful authentication, user will be provided links for the respective E-voting Service Provide (ESP) i.e. NSDL where the e-voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the e-voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk details for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL are as below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

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

1. Visit the e-voting website of NSDL by typing the following URL: <https://www.evoting.nsdl.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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a verification Code as shown on the screen.

Alternatively, if you are registered for IDeAS, you can log-in at <https://eservices.nsdl.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 will be:
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. **Password details for shareholders other than Individual shareholders 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.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the e-Voting period.
3. Now you are ready for e-voting as the voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 i.e. CS Navajyoth Puttaparthi by e-mail to pjandcofirm@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "e-voting" tab in their login.
2. 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.

3. 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 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in.

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

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 card (self attested scanned copy of Aadhaar Card) by email to rta@alankit.com.
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), Aadhaar (self attested scanned copy of Aadhaar Card) to rta@alankit.com.
3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
4. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 1**

Ministry of Defence, Department of Defence Production vide letter No. 11(70)/2021/Misc./D(NS) dated 25th March, 2022 conveyed the appointment of Smt. Vallikkat Thanayankizhil Rema (V.T. Rema) as part-time non-official Director on the Board of MIDHANI for a period of three years w.e.f. the date of notification of their appointment or until further orders, whichever is earlier. It further stated that the appointment in case she does not have Director's Identification Number (DIN) will be effective from the date of allotment of DIN to her.

Smt. V.T. Rema has acquired DIN: 09561611 on April 5, 2022 and hence her appointment is effective from April 5, 2022 for a period of three consecutive years i.e. till April 4, 2025.

Pursuant to Regulation 17 (1C) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (SEBI LODR) read with Regulation 25 (2A) of SEBI LODR, the appointment of Smt. V.T. Rema on the Board of MIDHANI shall be subject to approval of members of Company by way of special resolution and such approval of members shall be sought at ensuing General Meeting of the Company or within 3 months from the date of appointment, whichever is earlier.

In view of above, approval of Members of Company by way of special resolution is sought for appointment of Smt. V.T. Rema as Independent Director of the Company for a period of three consecutive years commencing from April 5, 2022 to April 4, 2025 (closing business hours), subject to further orders, if any, conveyed by Ministry of Defence.

The brief profile of Smt. V.T. Rema forms part of the Postal Ballot Notice, for kind information of the Members of Company.

The Board recommends the resolution set out in item No. 1 of the accompanying Notice for the approval of the members of the Company by way of Special Resolution.

Except Smt. V.T. Rema and her relatives, none of the other Directors, Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise, in the said Resolution.

By the Order of the Board of Directors

Sd/-

Paul Antony

Company Secretary & Compliance Officer

Membership No: A29037

Hyderabad

May 26, 2022

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	Smt. Vallikkat Thanayankizhil Rema (V.T. Rema)
DIN	09561611
Date of Birth	28.02.1958
Date of first appointment on the Board	April 5, 2022
Qualifications	Postgraduate with M.A. (English) from Calicut University, Kerala and M. Phil, from the same University.
Expertise in specific functional areas	Social and Welfare services.
Terms and conditions of appointment or reappointment	Appointed as Independent Director of the Company for a period of three years vide letter No. 11(70)/2021/Misc./D(NS) dated 25 th March, 2022 by Ministry of Defence, Department of Defence Production.
Details of remuneration last drawn (FY 2021-22)	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	None
No. of Board Meetings attended during the Financial Year 2021-22	Not applicable
No. of shares held in the Company:	None
(a) Own	-
(b) For other persons on a beneficial basis	-

Note: Smt. V.T. Rema is not related to any other Director or Key Managerial Personnel.

Brief profile of Smt. Vallikkat Thanayankizhil Rema (V. T. Rema): [click here](#)