

**Corporate Governance Report for Quarter ended**  
**on 30<sup>th</sup> June, 2022**

<b>I. Composition of Board of Directors<sup>#</sup></b>											
Name of the Director	DIN	Category (Chairperson /Executive/ Non-Executive/ independent / Nominee) &	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure* (in months)	DOB	No. of directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Dr. Sanjay Kumar Jha	07533036	Executive Director-C&MD	05-07-2016	05-07-2016	NA	-	20-02-1964	1	0	0	0
Shri Gowri Sankara Rao Naramsetti	08925899	Executive Director	27-10-2020	27-10-2020	NA	-	15-05-1965	1	0	0	0
Shri Anurag Bajpai	08948155	Non-Executive Nominee Director	24-11-2020	24-11-2020	NA	-	13-07-1970	2	0	0	0
Shri Valluri Chakrapani	00867270	Non-Executive Independent Director	24-12-2021	24-12-2021	NA	6	23-10-1973	1	0	2	0
Thulasiraman Muthukumar	09636771	Executive Director	23-06-2022	23-06-2022	NA		23-06-1965	1	0	0	0
V. T. Rema	09561611	Non-Executive Independent Director	05-04-2022	05-04-2022	NA	3	28-02-1958	1	0	1	1
Whether Regular chairperson appointed: <b>Yes</b>											
Whether Chairperson is related to managing director or CEO: <b>Yes</b>											
<sup>#</sup> Being a Govt. Company under Ministry of Defence, the appointments of Directors on the Board of Company are done by Government and same is pending. Board of Company has no authority to appoint any Directors on the Board.											
<sup>&amp;</sup> 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											
<sup>*</sup> 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.											

<b>II. Composition of Committees</b>				The vacancy of three (3) Independent Directors sustains on the Board of MIDHANI as on December 31 2021 also, Board accorded its approval on November 11, 2020 to suspend all sub-committees i.e. Audit Committee, Nomination & Remuneration Committee, Stakeholder Relationship Committee, CSR Committee stands dissolved due to absence of Independent Directors .	
<i>Name of Committee</i>	Whether Regular chairperson appointed	No. of Committee members	Category	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	03	Non Executive Independent Director		
2. Nomination & Remuneration Committee					
3. Risk Management Committee (if applicable)	Yes	05	Executive Director		
4. Stakeholders Relationship Committee'	Yes	03	Non Executive Independent Director		
<i>&amp;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>					
<b>III. Meeting of Board of Directors</b>					
<i>Date(s) of Meeting (ifany) in the previous quarter</i>	<i>Date(s) of Meeting (ifany) in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	Number of Directors present*	Number of independent directors' present*	<i>Maximum gap betweenany two consecutives (innumber of days)</i>
		Yes / No			
<b>10-02-2022</b>		<b>Yes</b>	<b>04</b>	<b>01</b>	
14-03-2022		<b>Yes</b>	<b>04</b>	<b>01</b>	<b>31</b>
	26-05-2022	<b>Yes</b>	<b>05</b>	<b>02</b>	<b>72</b>
<i>Since, Company has no Independent Directors on the Board, the quorum of Meeting is not in compliance with Regulation 17 of SEBI LODR.</i>					
<i>* to be filled in only for the current quarter meetings</i>					
<b>IV. Meetings of Committees</b>					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)**</i>	Number of Directors present*	Number of independent directors present*	<i>Date(s) of meeting ofthe committee in the previous quarter</i>	<i>Maximum gap betweenany two consecutive meetings in number ofdays*</i>
	Yes / No				
Audit Committee	Yes	03	02		
<i>* This information has to 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>					

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
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
<b>VI. Affirmations</b>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. - <b>No</b></p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <ul style="list-style-type: none"> <li>a. Audit Committee – <b>Yes</b></li> <li>b. Nomination &amp; Remuneration Committee – <b>No</b></li> <li>c. Stakeholders Relationship Committee - <b>Yes</b></li> <li>d. Risk management committee (as applicable) - <b>Yes</b></li> </ul> <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. - <b>Yes</b></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.- <b>Yes</b></p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here. - <b>Yes</b></p>	
<p><b>Notes :</b></p> <p><b>The Company does not have requisite no. of Independent Directors on the Board.</b></p> <p><b>Since the Company is a Govt. Company under Ministry of Defence, the appointments are yet to done by MoD on the Board of MIDHANI.</b></p> <p><b>All Committees stands suspended till such time minimum requisite Independent Directors are appointed by MoD.</b></p>	
<p><b>Name &amp; Designation : Paul Antony</b></p>	
<p><b>Company Secretary &amp; Compliance Officer</b></p>	
<p><b>Date: July 20, 2022</b></p>	