



MDN/CS/SE/COMPLIANCE/CG/23-24

Dt.: 17/04/2023

To,

BSE Limited,  
P.J. Towers, 1<sup>st</sup> Floor,  
Dalal Street,  
Mumbai- 400001

Scrip Code: 541195

National Stock Exchange of India Limited,  
Exchange Plaza, 5<sup>th</sup> 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 31<sup>st</sup> March, 2023.**

Dear Sir/Madam,

We submit herewith the Corporate Governance Report under Regulation 27(2) of SEBI LODR for quarter ended on 31<sup>st</sup> March, 2023.

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 2023

<b>I. Composition of Board of Directors#</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	1	0
Shri Valluri Chakrapani	00867270	Non-Executive Independent Director	24-12-2021	24-12-2021	NA	15	23-10-1973	1	1	2	1
Thulasiraman Muthukumar	09636771	Executive Director	23-06-2022	23-06-2022	NA	-	23-06-1965	1	0	2	0
V. T. Rema	09561611	Non-Executive Independent Director	05-04-2022	05-04-2022	NA	12	28-02-1958	1	1	2	1
Surendra Prasad Yadav	02267582	Non-Executive Nominee Director	10-11-2022	10-11-2022	NA	-	10-12-1968	2	0	0	0
Whether Regular chairperson appointed: <b>Yes</b>											
Whether Chairperson is related to managing director or CEO: <b>Yes</b>											
* 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.											
& 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.											

<b>II. Composition of Committees</b>					
<i>Name of Committee</i>	Whether Regular chairperson appointed	Name of Committeemembers	Category (Chairperson/Executive/Non-Executive/independent/ Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	1. Shri Valluri Chakrapani 2. Smt V.T. Rema 3. Shri Thulasiraman Muthukumar	Chairperson Non-Executive Independent Director Executive Director	05-04-2022 05-04-2022 01-07-2022	
2. Nomination & Remuneration Committee	Yes	1. Shri Valluri Chakrapani 2. Smt V.T. Rema 3. Shri Surendra Prasad Yadav	Chairperson Non-Executive Independent Director Government Nominee Director	27-07-2022 27-07-2022 10-11-2022	
3. Risk Management Committee(if applicable)	Yes	1. Shri Sanjay Kumar Jha 2. Shri Gowri Sankara Rao Naramsetti 3. Shri Valluri Chakrapani 4. Shri Thulasiraman Muthukumar 5. Shri Debasish Dutta 6. Smt K. Madhubala	Chairperson Executive Director Executive Director Executive Director Member Member	07-01-2022 07-01-2022 07-01-2022 01-07-2022 01-07-2022 01-07-2022	
4. Stakeholders Relationship Committee'	Yes	1. Smt V.T. Rema 2. Shri Valluri Chakrapani 3. Shri Gowri Sankara Rao Naramsetti 4. Shri Thulasiraman Muthukumar	Chairperson Non-Executive Independent Director Executive Director Executive Director	05-04-2022 05-04-2022 05-04-2022 01-07-2022	
5. Corporate Social Responsibility Committee	Yes	1. Shri Sanjay Kumar Jha 2. Shri Gowri Sankara Rao Naramsetti 3. Shri Valluri Chakrapani 4. Shri Thulasiraman Muthukumar	Chairperson Executive Director Non-Executive Independent Director Executive Director	07-01-2022 07-01-2022 07-01-2022 01-07-2022	

*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*

<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 consecutive (innumber of days)</i>
		Yes / No			
14-11-2022		Yes	5	2	
19-12-2022		Yes	5	2	34
	08-02-2023	Yes	5	2	50
	15-03-2023	Yes	6	2	34

*\* To be filled in only for the current quarter meetings*

IV. Meetings of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of Independent Directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
	Yes / No				
Audit Committee-08-02-2023	Yes	03	02	AC- 14-11-2022	85
Audit Committee-14-03-2023	Yes	03	02		33
Stakeholders' Relationship Committee-14-03-2023	Yes	04	02	-	-
Risk Management Committee-16-03-2023	Yes	04	01	-	-
Corporate Social Responsibility Committee-07-02-2023	Yes	04	01	-	-

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional  
\*\*to be filled in only for the current quarter meetings

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
<b>Note:</b> 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. If status is "No" details of non-compliance may be given here.	
<b>VI. Affirmations</b>	
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015: <b>No</b>	
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
a. Audit Committee : <b>Yes</b>	
b. Nomination & Remuneration Committee: <b>Yes</b>	

c. Stakeholders Relationship Committee: **Yes**

d. Risk management committee (as applicable): **Yes**

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**

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**

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 : **Yes**

**Name & Designation**

**Company Secretary / Compliance Officer / Managing Director / CEO / CFO**

**Note:**

*Information at Table I and II above need to be necessarily given in 1<sup>st</sup> 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)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA) refer note below</b>	<b>If Yes provide link to website. If No / NA provide reasons</b>
<b>As per regulation 46(2) of the LODR:</b>		
a) Details of business	Yes	<a href="https://midhani-india.in/organisation-profile/">https://midhani-india.in/organisation-profile/</a>
b) Terms and conditions of appointment of independent directors	Yes	<a href="https://midhani-india.in/policies/">https://midhani-india.in/policies/</a>
c) Composition of various committees of board of directors	Yes	<a href="https://midhani-india.in/policies/">https://midhani-india.in/policies/</a>
d) Code of conduct of board of directors and senior management personnel	Yes	<a href="https://midhani-india.in/policies/">https://midhani-india.in/policies/</a>
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="https://midhani-india.in/department_vigilance/role-functions-of-vigilance-department/">https://midhani-india.in/department_vigilance/role-functions-of-vigilance-department/</a>
f) Criteria of making payments to non-executive directors	Yes	<a href="https://midhani-india.in/policies/">https://midhani-india.in/policies/</a>
g) Policy on dealing with related party transactions	Yes	<a href="https://midhani-india.in/policies/">https://midhani-india.in/policies/</a>
h) Policy for determining 'material' subsidiaries	NA	-
i) Details of familiarization programmes imparted to independent directors	Yes	<a href="https://midhani-india.in/policies/">https://midhani-india.in/policies/</a>
j) Email address for grievance redressal and other relevant details	Yes	<a href="https://midhani-india.in/investor-greivance-contact/">https://midhani-india.in/investor-greivance-contact/</a>
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="https://midhani-india.in/investor-greivance-contact/">https://midhani-india.in/investor-greivance-contact/</a>
l) Financial results	Yes	<a href="https://midhani-india.in/financial-results/">https://midhani-india.in/financial-results/</a>
m) Shareholding pattern	Yes	<a href="https://midhani-india.in/shareholdingpattern/">https://midhani-india.in/shareholdingpattern/</a>
n) Details of agreements entered into with the media companies and/or their associates	NA	-
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	<a href="https://midhani-india.in/investor-meet/">https://midhani-india.in/investor-meet/</a>
p) New name and the old name of the listed entity	NA	-
q) Advertisements as per regulation 47 (1)	Yes	<a href="https://midhani-india.in/newspaper-publications/">https://midhani-india.in/newspaper-publications/</a>
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	<a href="https://midhani-india.in/credit-rating/">https://midhani-india.in/credit-rating/</a>
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	-
<b>As per other regulations of the LODR:</b>		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	<a href="https://midhani-india.in/">https://midhani-india.in/</a>
b) Materiality Policy as per Regulation 30	Yes	<a href="https://midhani-india.in/policies/">https://midhani-india.in/policies/</a>
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	<a href="https://midhani-india.in/policies/">https://midhani-india.in/policies/</a>
<i>It is certified that these contents on the website of the listed entity are correct: Yes</i>		

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
<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- The Company is not compliant with Regulation 17(1)(b) of SEBI LODR, which provides that - where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of Independent Directors. Being a Defence Public Sector Undertaking, vacancy of Independent Directors is yet to be filled by Administrative Ministry i.e. Ministry of Defence.
<i>Meeting of board of directors</i>	17(2)	Yes
<i>Quorum of board meeting</i>	17(2A)	Yes
<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)	NA
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; 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)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of Nomination &amp; Remuneration Committee</i>	19(1) & (2)	Yes
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes
<i>Meeting of Nomination &amp; Remuneration Committee</i>	19(3A)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
<i>Meeting of Stakeholder Relationship Committee</i>	20 (3A)	Yes
<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)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<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)	Yes
<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 2023 - NOT APPLICABLE**

**I. Disclosure of Loans / guarantees / comfort letters / securities etc.** refer note below

(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 issuances 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

(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 Amount 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
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

**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.

Sd/-

**Name & Designation 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.*