



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

October 17, 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 30<sup>th</sup> September, 2023.**

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Dear Sir/Madam,

We submit herewith the Corporate Governance Report under Regulation 27(2) of SEBI LODR for quarter ended on 30<sup>th</sup> September, 2023.

This is for your information and records.

Thanking you,

Yours faithfully,

For **Mishra Dhatu Nigam Limited**



**Paul Antony**

**Company Secretary & Compliance Officer**  
**Company.secretary@midhani-india.in**

**मिश्र धातु निगम लिमिटेड**

(भारत सरकार का उद्यम)

**MISHRA DHATU NIGAM LIMITED**

(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

**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 : 30<sup>th</sup> September 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
Shri Thulasiraman Muthukumar	09636771	Executive Director	23-06-2022	23-06-2022	NA	-	23-06-1965	1	0	2	0
Smt V. T. Rema	09561611	Non-Executive Independent Director	05-04-2022	05-04-2022	NA	12	28-02-1958	1	1	2	1
Shri 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	
<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>					
<b>III. Meeting of Board of Directors</b>					
<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			
25-05-2023		Yes	6	2	
	18-07-2023	Yes	6	2	53
	08-08-2023	Yes	5	2	20
* To be filled in only for the current quarter meetings					
<b>IV. Meetings of Committees</b>					

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- 08-08-2023	Yes	03	02	AC- 25-05-2023	74
Risk Management Committee- 11-09-2023	Yes	04	01	NA	NA
Corporate Social Responsibility Committee- 07-08-2023	Yes	04	01	NA	NA

\* 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.			
VI. Details of Cyber Security incidence			
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No	
Date of the Event	NIL	Brief details of the event	NIL
VII. Affirmations			
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: <b>Yes</b>			
d. Risk management committee (as applicable): <b>Yes</b>			
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>			
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>			

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

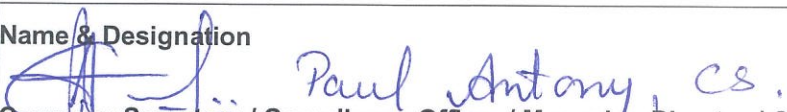
**VIII. Half yearly affirmations**

**IX. Additional half yearly Disclosure**

**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 6 months from the close of financial year**

<b>Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)<sup>refer note below</sup></b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on Website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general Meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual general Meeting	20(3)	Yes
Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	NA
Submission of Annual Secretarial Compliance Report	24A(2)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<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. 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.		
<b>Name &amp; Designation</b>  <b>Company Secretary / Compliance Officer / Managing Director / CEO / CFO</b>		

**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 – September 2022 – NOT APPLICABLE**

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

KMPs or any other entity controlled by them			
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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			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

**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

If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.