



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

January 19, 2024

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> December, 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 31<sup>st</sup> December, 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** **MISHRA DHATU NIGAM LIMITED**

(भारत सरकार का उद्यम) (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 : 31<sup>st</sup> December 2023

<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	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	08-12-2023	-	10-12-1968	0	0	0	0
Shri Shalabh Tyagi	10042888	Non-Executive Nominee Director	08-12-2023	08-12-2023	NA	-	21-08-1972	1	0	0	0
Whether Regular chairperson appointed: <b>Yes</b>											
Whether Chairperson is related to managing director or CEO: <b>No</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>					
<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 4. Shri Shalabh Tyagi	Chairperson Non-Executive Independent Director Government Nominee Director Government Nominee Director	27-07-2022 27-07-2022 10-11-2022 08-12-2023	- - 08-12-2023 -
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	- -  - - 31-12-2023 -
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			
08-08-2023		Yes	5	2	
	18-10-2023	Yes	6	2	70
	07-11-2023	Yes	5	2	19
<i>* To be filled in only for the current quarter meetings</i>					

IV. Meetings of Committees					
Date(s) of meeting of the committee in therelevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of Independent Directors present*	Date(s) of meeting ofthe committee in the previous quarter	Maximum gap betweenany two consecutive meetings in number ofdays*
	Yes / No				
Audit Committee- 07-11-2023	Yes	03	02	AC- 08-08-2023	90

\* 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

**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. 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 (Listingobligations and disclosure requirements) Regulations, 2015:

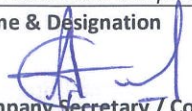
Yes

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

**Note:**

1. The Company is not compliant to 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 Director is yet to be filled by Administrative Ministry i.e., Ministry of Defence

**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.