

FORMAT FOR QUARTERLY INTEGRATED FILING (GOVERNANCE)

A. Compliance Report on Corporate Governance to be submitted by a listed entity on a quarterly basis

1. **Name of the Listed Entity:** Mishra Dhatu Nigam Limited
2. **Quarter ending:** 31st December, 2024

I. Composition of Board of Directors												
Title (Mr./Ms)	Name of the Director	PAN ^s & DIN	Category (Chairpers on /Executive/Non-Executive/in dependent/ Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No. of directors hip in listed entities including this listed entity [with reference to Regulation 17A]	No. of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1)] & reg. 17A(2)]	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of the LODR Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of the LODR Regulations)
Mr	Dr. Sanjay Kumar Jha	ACRPJ6570D - 07533036	Executive Director	05-07-2016	01-03-2024	31-12-2024	-	20-02-1964	1	0	0	0
Mr	Gowri Sankara Rao Naramsetti	AAUPN4062F - 08925899	Executive Director	27-10-2020	27-10-2020	-	-	15-05-1965	1	0	1	0
Mr	Valluri Chakrapani	ABVPV2017Q- 00867270	Non-Executive - Independent Director	24-12-2021	24-12-2021	23-12-2024	36.00	23-10-1973	1	1	2	1
Mrs	V. T. Rema	ACVPR6521Q - 09561611	Non-Executive - Independent Director	05-04-2022	05-04-2022	-	32.00	28-02-1958	1	1	2	1
Mr	Thulasiramanan Muthukumar	ACRPM9231C - 09636771	Executive Director	23-06-2022	23-06-2022	-	-	23-06-1965	1	0	2	0
Mr	Shalabh Tyagi	ABXPT7046F - 10042888	Non-Executive - Nominee Director	08-12-2023	08-12-2023	10-12-2024	-	21-08-1972	2	0	0	0
Mr	Amit Satija	AMFPK4689Q - 08989543	Non-Executive - Nominee Director	10-12-2024	10-12-2024	-	-	07-08-1978	2	0	0	0

Whether Regular chairperson appointed - Yes

Whether Chairperson is related to managing director or CEO - Yes

§PAN number of any director would not be displayed on the website of Stock Exchange

&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.

II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	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 Thulasiramanan Muthukumar	1. Non-Executive - Independent Director 2. Non-Executive - Independent Director 3. Executive Director	05-04-2022 05-04-2022 01-07-2022	23-12-2024 - -
2. Nomination & Remuneration Committee	Yes	1. Shri Valluri Chakrapani 2. Smt. V. T. Rema 3. Shri Shalabh Tyagi 4. Shri Amit Satija	1. Non-Executive - Independent Director 2. Non-Executive - Independent Director 3. Non-Executive - Nominee Director 4. Non-Executive - Nominee Director	27-07-2022 27-07-2022 08-12-2023 10-12-2024	23-12-2024 - 10-12-2024 -
3. Risk Management Committee (if applicable)	Yes	1. Dr. Sanjay Kumar Jha 2. Shri Gowri Sankara Rao Naramsetti 3. Shri Valluri Chakrapani 4. Smt. V. T. Rema 5. Shri Thulasiramanan Muthukumar 6. Shri Sasidharan Palasseri 7. Smt. K. Madhubala	1. Executive Director 2. Executive Director 3. Non-Executive - Independent Director 4. Non-Executive - Independent Director 5. Executive Director 6. General Manager (Engineering Services) 7. General Manager (Finance & Accounts)	07-01-2022 07-01-2022 07-01-2022 01-07-2022 24-12-2024 10-01-2024 07-01-2022	31-12-2024 - 23-12-2024 - - - -
4. Stakeholders Relationship Committee	Yes	1. Smt. V. T. Rema 2. Shri Gowri Sankara Rao Naramsetti 3. Shri Valluri Chakrapani 4. Shri Thulasiramanan Muthukumar	1. Non-Executive - Independent Director 2. Executive Director 3. Non-Executive - Independent Director 4. Executive Director	05-04-2022 05-04-2022 05-04-2022 01-07-2022	- - 23-12-2024 -

&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

III. Meeting of Board of Directors					
Date(s) of Meeting in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Date(s) of Meeting in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
	Yes / No				
	Yes	6	6	09-08-2024	-
13-11-2024	Yes	6	6		95
30-12-2024	Yes	5	5		46

* to be filled in only for the current quarter meetings

IV. Meeting of Committees						
Name of the Committee	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				
Stakeholders Relationship Committee	23-12-2024	Yes	4	2	-	-
Audit Committee	-	Yes	3	2	09-08-2024	-
Audit Committee	13-11-2024	Yes	3	2	-	95
Risk Management Committee	-	Yes	4	1	30-09-2024	-

* to be filled in only for the current quarter meetings

** This information has to be mandatorily be given for audit committee and Risk Management Committee, for rest of the committees giving this information is optional

V. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **No**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 -
 - a. Audit Committee - **No**
 - b. Nomination & remuneration committee - **No**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 1000 listed entities, voluntary for entities ranked 1001 to 2000) - **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. - **Yes**
Any comments/observations/advice of Board of Directors may be mentioned here:
 - As on December 31, 2024, due to Vacancies of three (3) Independent Directors on the Board of MIDHANI, the composition of Audit Committee and Nomination & Remuneration Committee was not in line with Regulation 18 & Regulation 19 of SEBI LODR.
 - Being a Govt. Company, the Authority to appoint Independent Directors on the Board of MIDHANI vests with the President of India acting through Administrative Ministry i.e. Ministry of Defence.
 - MIDHANI would continue to be non-compliant with Regulation 17, 18 & 19 of SEBI LODR, till such time requisite no. of Independent Directors are appointed by the President of India.

Name & Designation: Paul Antony

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

Note:

Information at Table I and II above need to be necessarily given in 1st 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 the listed entity and instead a statement "same as previous quarter" may be given.

B. INVESTOR GRIEVANCE REDRESSAL REPORT

Investor Grievance Redressal Report	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	1
No. of investor complaints disposed off during the Quarter	1
No. of investor complaints those remaining unresolved at the end of the Quarter	0

C. DISCLOSURE OF IMPOSITION OF FINE OR PENALTY

The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

S. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1.	BSE Limited	Fine	21-11-2024	Reg. 17(1)	None
2.	National Stock Exchange of India Limited	Fine	21-11-2024	Reg. 17(1)	None

Note:

MIDHANI being a Govt. Company, the Competent Authority for appointment of Directors on the Board of MIDHANI vests with the President of India acting through Ministry of Defence.

During quarter ended on December 31, 2024, BSE Limited and National Stock Exchange of India Limited each imposed penalty of Rs. 5,42,800 /- (all inclusive) on MIDHANI due to non-compliance under Regulation 17 of SEBI LODR i.e. half of the Board does not comprise of Independent Directors.

Hence, MIDHANI as on date has not paid any penalty / fine imposed by Stock Exchanges on account of non-compliance of SEBI LODR arising out of vacancy of Independent Directors on the Board.

MIDHANI will continue to be non-compliant with Regulation 17, 18, 19 of SEBI LODR till such time requisite no.'s of Independent Directors are appointed by the President of India.