



MISHRA DHATU NIGAM LIMITED

Corporate Identity Number (CIN): L14292TG1973GOI001660

Registered Office: PO – Kanchanbagh Hyderabad - 500058, Telangana

Tel. No: 040-2418 4515 **Fax No:** 040-2956 8502

Email Address: company.secretary@midhani-india.in **Website:** www.midhani-india.in

POSTAL BALLOT NOTICE

NOTICE is hereby given to the Members of Mishra Dhatu Nigam Limited (“MIDHANI” or “the Company”) pursuant to Section 108 and 110 of the Companies Act, 2013 (“Act”) and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Postal Ballot Rules”) read with the General Circular No. 3/2022 dated May 5, 2022 (in continuation to circulars issued earlier in this regard) issued by the Ministry of Corporate Affairs (“MCA Circulars”), the Resolutions set out in this Notice of Postal Ballot are proposed to be passed by the Members of MIDHANI through Postal Ballot only through e-voting process.

The proposed Resolutions and Explanatory Statement setting out material facts as required in terms of Section 102 (1) of the Act read with the Rules and the MCA Circulars are appended to this Postal Ballot Notice seeking consent of the Members of the MIDHANI through e-voting.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, MIDHANI is sending this Postal Ballot Notice in electronic form only and has extended only the e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot form. MIDHANI has appointed National Securities Depository Limited (“NSDL”) for facilitating e-voting to enable the Members to cast their votes electronically. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. The instructions for e-voting are appended to this Postal Ballot Notice.

The Board of Directors of the MIDHANI, has appointed CS Navajyoth Puttaparthi (FCS: 9896; C.P. No. 16041) Company Secretary-in-Practice and Partner of M/s Puttaparthi Jagannatham & Co., Practicing Company Secretaries, Hyderabad, as the Scrutinizer for conducting the Postal Ballot through e-voting process in a fair and transparent manner. The Scrutinizer’s decision on the validity of vote(s) cast through e-voting process shall be final. You are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the e-voting process from 9:00 a.m (IST) Thursday, December 29, 2022 to not later than 5:00 p.m. IST on Friday, January 27, 2023, failing which it will be strictly considered that no reply has been received from the Member.

After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of MIDHANI or a person authorized by the Chairman. The results of Postal Ballot shall be declared on or before Sunday, January 29, 2023, and along with the Scrutinizer's report, be displayed at the Registered Office as well as Corporate Office of the MIDHANI, communicated to the Stock Exchanges and will also be uploaded on the MIDHANI's website viz. <https://midhani-india.in/> and on the website of NSDL at www.evoting.nsdl.com and also on the website of stock exchanges viz. <https://www.bseindia.com/> and <https://www.nseindia.com/>.

The proposed Resolutions, if approved, shall be deemed to have been passed on the last date of voting, i.e. January 27, 2023.

SPECIAL BUSINESS

ITEM No. 1:

Appointment of Shri Surendra Prasad Yadav (DIN: 02267582) as Government Nominee Director

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

***“RESOLVED THAT** Shri Surendra Prasad Yadav (DIN: 02267582) appointed as Government Nominee Director of Mishra Dhatu Nigam Limited (MIDHANI) pursuant to the Office Memorandum 8(32)/2019-D(Coord/DDP) dated November 10, 2022 issued by Ministry of Defence, Department of Defence Production; be and is hereby appointed as Nominee Director on the Board MIDHANI, with effect from November 10, 2022, not liable to retire by rotation, till further orders issued by Ministry of Defence, pursuant to the provisions of Regulation 17 (1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and applicable provisions of the Companies Act, 2013.*

***RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”*

By the Order of the Board of Directors

Sd/-

Paul Antony

Company Secretary & Compliance Officer

Membership No: A29037

Hyderabad

November 14, 2022

Notes:

1. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts in respect of Item No. 1 as set out in this Notice is annexed hereto.
2. **The notice of postal ballot will be sent to Members of the Company, whose name appear in the Register of Members/List of Beneficial Owners provided by National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”) as on Friday, December 23, 2022. (“Cut-off date”) (including those Members who may not have received this Postal Ballot Notice due to non-registration of the email address with (MIDHANI/Depositories), shall be entitled to vote in relation to the resolutions specified in this Postal Ballot Notice. A person who is not a Member as on Friday, December 23, 2022 should treat this Postal Ballot Notice for information purposes only.**
3. A copy of this Postal Ballot Notice will also be available on the website of MIDHANI at <https://midhani-india.in/> under “Investors” section, and on the relevant section of the website of the Stock Exchanges on which the Equity Shares of the MIDHANI are listed i.e. at www.bseindia.com and www.nseindia.com and also the website of NSDL at www.evoting.nsdl.com
4. E-voting facility will be available during the following period to members whose name appear in Register of Members/list of beneficial owners provided by NSDL & CDSL as on Cut-off date:

Commencement of e-voting	From 9:00 a.m. (IST) on December 29, 2022 (Thursday)
End of e-voting	Upto 5.00 p.m. (IST) on January 27, 2023 (Friday)

5. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Rules, MCA Circulars and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, MIDHANI has appointed NSDL for facilitating e-voting to enable the Members to cast their votes electronically.
6. Members holding shares in dematerialised mode are requested to register/update their KYC details including email address with the relevant Depository Participants. Members holding shares in physical form are requested to register/update their KYC details

including email address by writing it to MIDHANI’s RTA at rta@alankit.com along with the copy of the share certificate (front and back), self-attested copy of the PAN card and such other documents as may be prescribed by them.

- Members are requested to carefully read the “Procedure and Instructions for e-voting” given below.

How do I vote electronically using NSDL e-voting system?

The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-voting system

A) Login method for e-voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS (Internet-based Demat Account Statement) user can visit the e-services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the e-voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
	<p>3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the e-voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play</div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the e-voting Menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at : https://web.cdslindia.com/myeasinew/Registration/EasiestRegistration</p> <p>4. Alternatively, the user can directly access e-voting page by providing</p>

Type of shareholders	Login Method
	demat Account Number and PAN at CDSL's home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail ID as recorded in the demat Account. After successful authentication, user will be provided links for the respective E-voting Service Provide (ESP) i.e. NSDL where the e-voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the e-voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk details for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL are as below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

How to Log-in to NSDL e-Voting website?

1. Visit the e-voting website of NSDL by typing the following

URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a verification Code as shown on the screen.

Alternatively, if you are registered for IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID will be:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 123144 then user ID is 124144001***

5. **Password details for shareholders other than Individual shareholders are given below:**

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system.

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.

2. Select "EVEN" of company for which you wish to cast your vote during the e-Voting period.
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer i.e. CS Navajyoth Puttaparthi by e-mail to pjandcofirm@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "e-voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in.

Process for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice for those shareholders whose email ids are not registered with the depositories/Company:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), Aadhaar card (self attested scanned copy of Aadhaar Card) by email to rta@alankit.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), Aadhaar (self attested scanned copy of Aadhaar Card) to rta@alankit.com.
3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
4. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 1**

Pursuant to Article 67 of Article of Association (AoA) of the Company, the Chairman of the Board of Directors and the Government representatives on the Board of Directors shall be appointed by the President of India (acting through Ministry of Defence (MoD)).

Ministry of Defence, Department of Defence Production vide Office Memorandum 8(32)/2019-D(Coord/DDP) dated November 10, 2022 conveyed the appointment of Shri Surendra Prasad Yadav, (Joint Secretary – Land Systems (JS-LS), Department of Defence Production, MoD, as Government Nominee Director on the Board of MIDHANI w.e.f. November 10, 2022. He will continue to hold office until further orders, conveyed by Administrative Ministry in this regard.

The Government Nominee Director on the Board of Company does not draw any sitting fees, commission or remuneration from the Company.

Shri Surendra Prasad Yadav shall not be liable to retire by rotation pursuant to Section 152 of the Companies Act, 2013.

Shri Surendra Prasad Yadav has completed his M.Tech and he is a 1996 batch Indian Forest Service (IFS) Officer of West Bengal cadre. He previously worked in Department of forest, Government of West Bengal in different capacities i.e. Divisional Forest Officer and Chief Conservator of Forest.

The detailed profile of Shri Surendra Prasad Yadav can be accessed by [clicking here](#) for kind information of the Members of Company.

Pursuant to Regulation 17 (1C) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (SEBI LODR), the appointment of Shri Surendra Prasad Yadav on the Board of MIDHANI shall be subject to approval of members of Company and such approval of members shall be sought at ensuing General Meeting of the Company or within 3 months from the date of appointment, whichever is earlier.

In view of above, approval of Members of Company by way of ordinary resolution is sought for appointment of Shri Surendra Prasad Yadav as Government Nominee Director of the Company for a period commencing from November 10, 2022 till further order conveyed by Ministry of Defence.

The details pursuant to Regulation 36 of SEBI LODR and Secretarial Standard – 2 issued by Institute of Company Secretaries of India also form part of this Notice.

The Board recommends the resolution set out in item No. 1 of the accompanying Notice for the approval of the members of the Company by way of Ordinary Resolution.



MISHRA DHATU NIGAM LIMITED

Except Shri Surendra Prasad Yadav and his relatives, none of the other Directors, Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise, in the said Resolution.

By the Order of the Board of Directors

Sd/-

Paul Antony

Company Secretary & Compliance Officer

Membership No: A29037

Hyderabad

November 14, 2022

Details of the Directors pursuant to the provisions of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013, as applicable

Name of the Director	Shri Surendra Prasad Yadav
DIN	02267582
Date of Birth	December 10, 1968
Date of first appointment on the Board	November 10, 2022
Qualifications	M.Tech and 1996 batch Indian Forest Service Officer.
Expertise in specific functional areas	Shri Surendra Prasad Yadav has completed his M.Tech and he is a 1996 batch Indian Forest Service (IFS) Officer of West Bengal cadre. He previously worked in Department of forest, Government of West Bengal in different capacities i.e. Divisional Forest Officer and Chief Conservator of Forest. He also worked as Executive Director in West Bengal Industrial Development Corporation Limited for more than 7 years. Currently, he hold the position of Joint Secretary – Land Systems in Department of Defence Production, Ministry of Defence.
Terms and conditions of appointment or reappointment	Ministry of Defence, Department of Defence Production vide Office Memorandum 8(32)/2019-D(Coord/DDP) dated November 10, 2022 conveyed the appointment of Shri Surendra Prasad Yadav as Government Nominee Director on the Board of MIDHANI.
Details of remuneration last drawn (FY 2021-22)	Not applicable
Directorships in other Public Limited Companies (excluding foreign companies, private companies & Section 8 companies) (As on 28.12.2022)	<ol style="list-style-type: none"> 1. BEML Limited 2. Munitions India Limited 3. Yantra India Limited
Membership of Committees/ Chairmanship in other Public Limited Companies *	None

No. of Board Meetings attended during the Financial Year 2021-22	Not applicable
No. of shares held in the Company:	None
(a) Own	-
(b) For other persons on a beneficial basis	-

** Includes membership/chairmanship of Audit Committee and Stakeholders' Relationship Committee only*

Note: Shri Shri Surendra Prasad Yadav is not related to any other Director or Key Managerial Personnel of the Company. The detailed profile of Shri Surendra Prasad Yadav is available at [click here](#).