



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

NOTICE OF THE FIFTIETH (50th) ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fiftieth (50th) Annual General Meeting of the Members of **MISHRA DHATU NIGAM LIMITED** (MIDHANI) will be held on **Monday the 30th day of September 2024 at 11:00 A.M. (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM)** to transact the following businesses:

ORDINARY BUSINESS

ITEM NO.1

To receive, consider and adopt:

- a) the audited standalone financial statements of the Company for the financial year ended March 31, 2024, the reports of the Board of Directors and Auditors thereon; and
- b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2024 and report of the Auditors thereon.

ITEM NO.2

To appoint a Director in place of Shri Thulasiraman Muthukumar (DIN: 09636771), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

ITEM NO.3

Re-employment of Dr. Sanjay Kumar Jha (DIN:07533036) as Chairman & Managing Director of Company.

To consider and, if thought fit, to pass, the following resolutions as an **ORDINARY RESOLUTIONS**:

“RESOLVED THAT Dr. Sanjay Kumar Jha (DIN: 07533036) re-employed as Chairman & Managing Director on a contract basis of Mishra Dhatu Nigam Limited (MIDHANI) for a period of ten (10) months w.e.f. March 1, 2024 pursuant letter No. 5/1(2)/2018/D(NS) dated February 26, 2024 issued by Ministry of Defence, Department of Defence Production; be and is hereby re-employed as Chairman & Managing Director of MIDHANI (liable to retire by rotation), on a contract basis for a period of ten (10) months with effect from March 1, 2024 upto December 31, 2024, or till the regular incumbent joins the post, or until further orders issued by Ministry of Defence, whichever is the earliest, 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.”

ITEM NO.4**Appointment of Shri Shalabh Tyagi (DIN: 10042888) as Government Nominee Director.**

To consider and, if thought fit, to pass, the following resolutions as an **ORDINARY RESOLUTIONS:**

“RESOLVED THAT Shri Shalabh Tyagi (DIN: 10042888) appointed as Government Nominee Director of Mishra Dhatu Nigam Limited (MIDHANI) pursuant to the Office Memorandum 8(32)/2019-D(Coord/DDP) dated December 8, 2023 issued by Ministry of Defence, Department of Defence Production; be and is hereby appointed as Nominee Director on the Board MIDHANI, with effect from December 8, 2023, 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.

Hyderabad
August 9, 2024

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.”

ITEM NO. 5**To ratify the remuneration to be paid to BVR & Associates, Cost Accountants as Cost Auditor of the Company for FY 2024-25.**

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, fee of ₹ 99,000/- (excluding applicable statutory levies and reimbursement of out-of-pocket expenses), to be paid to BVR & Associates, Cost Accountants (Registration No. 000453), appointed by the Board of Directors as Cost Auditor to conduct the audit of cost records of the Company, as applicable, for the Financial Year ending on March 31, 2025, be and is hereby ratified.”

By the Order of the Board of Directors

Sd/
Paul Antony
Company Secretary & Compliance officer
Membership No. A29037

NOTES:

1. Ministry of Corporate Affairs (MCA) vide its General Circular No. 09/2023 dated September 25, 2023 read with the circulars issued earlier on the subject (collectively referred to as 'MCA Circulars') and SEBI vide its Circular No. SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 read with the circulars issued earlier on the subject (collectively referred to as "SEBI Circulars"), have permitted for holding Annual General Meeting ("AGM") through VC/ OAVM, without physical presence of the Members at a common venue.

In compliance with the MCA Circulars and SEBI Circulars, the provisions of the Act and the SEBI Listing Regulations, the 50th AGM is being held through VC/OAVM. In view of the same, the registered office of the Company shall be deemed to be the venue of the AGM.

Notice of the 50th AGM along with the Annual Report for FY 2023-24 is being sent by electronic mode to those members whose e-mail address is registered with the Company/Depositories, unless a member has requested for a physical copy of the same. Members may note that the Notice of AGM and Annual Report for FY 2023-24 will also be available on the Company's website <http://midhani-india.in/> website of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively and on the website of National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com>. The Company will also publish advertisement in the newspapers containing details of the AGM to be conducted via VC/OAVM, and other relevant information for the shareholders.

2. Since the AGM is held through VC/OAVM, route map to the venue is not required and therefore, the same is not annexed to this Notice.
3. The Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') in respect of Item Nos. 3, 4 & 5 of the Notice, is annexed hereto. Further, disclosures in relation

to Item Nos. 2, 3 & 4 of the Notice, as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') forms part of this Notice.

4. Members attending the meeting through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act. Members holding equity shares of the Company as on **Monday, September 23, 2024 ('Cut-off date')** can join the meeting anytime 30 minutes before the commencement of the AGM by following the procedure as outlined in **Annexure – 1** of the Notice.
5. Attendance through VC/OAVM is restricted and hence, members will be allowed on first come first serve basis. However, attendance of members holding more than 2% of the paid-up share capital of the Company, institutional investors, Directors and Key Managerial Personnel, Chairperson of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors will not be restricted on first come first serve basis.
6. **Appointment of Proxy and Attendance Slip:** Section 105 of the Act read with Rule 19 of the Companies (Management and Administration) Rules, 2014 provides for appointment of proxy to attend and vote at a general meeting on behalf of the member who is not able to physically attend the AGM. Since the 50th AGM is being held through VC/OAVM and in accordance with the MCA Circular, physical attendance of Members has been dispensed with. Accordingly, the facility of appointment of proxy would not be available to the Members for attending the 50th AGM and therefore, proxy form and attendance slip are not annexed to this Notice.
7. Corporate shareholders/institutional shareholders intending to send their authorised representative(s) to attend and vote at the 50th AGM are requested to send from their registered email address, scan copy of the relevant Board Resolution/ Authority Letter, etc. authorizing their representative(s) to vote,

to the Scrutinizer i.e. Shri Navajyoth Puttapparthi on his e-mail ID at cs@pjco.info with a copy marked to evoting@nsdl.com.

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 under their login.

8. **Cut-off Date:** Members may kindly note that **Monday, September 23, 2024** has been fixed as the cut-off Date to determine entitlement of members to join 50th AGM and cast votes through remote e-voting and e-voting during the 50th AGM.
9. **Mandatory updation of PAN, KYC, nomination and bank details by Members**

For Members holding shares in physical form:

SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, and Circular No. SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2023/37 dated March 16, 2023 and Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated September 26, 2023, has mandated all listed entities to ensure that shareholders holding equity shares in physical form shall update their PAN, KYC, nomination and bank account details (if not updated or provided earlier) through the respective Registrar and Share Transfer Agent (RTA). The relevant forms for updating the records are available on Company's website <https://midhani-india.in/>, and the duly filled forms may be sent to the Company's RTA at the earliest, preferably on or before **Monday, September 23, 2024**.

For Members holding shares in demat form:

Members holding shares in demat form are requested to update PAN and other details with their Depository Participant(s).

10. SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated companies to issue securities in dematerialized form only, while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement, sub-division/ splitting, consolidation of securities certificate, transmission and transposition. Members are accordingly advised to get their shares held in physical form dematerialized through their Depository Participant.
11. Unclaimed Dividend: Details of unclaimed dividend are available on the Company's website, <https://midhani-india.in/unpaid-unclaimed-dividend-list/> Members who wish to claim their unpaid/unclaimed dividend(s) may send a request to the Corporate Secretarial Department on e-mail ID: company.secretary@midhani-india.in or to the Company's RTA on e-mail ID: rt@alankit.com or by post to RTA's address at Alankit House, 4E/2, Jhandewalan Extension, New Delhi – 110055.
12. Electronic dissemination of AGM Notice and Annual Report: Electronic/digital copy of the Annual Report for FY24 and Notice of 50th AGM are being sent to all the Members whose e-mail ID is registered with the Company/ NSDL/CDSL. Members who have not registered their e-mail ID may get the same registered by following the instruction mentioned at (10) above. The Annual Report for FY24 and Notice of 50th AGM of the Company are available on the Company's website viz. <https://midhani-india.in> websites of BSE Limited and National Stock Exchange of India Limited, and on the website of NSDL at <https://www.evoting.nsdl.com>.
13. **Inspection of documents:** The statutory registers maintained under the Act, shall be made available for inspection to the members by accessing the NSDL e-voting platform at <https://www.evoting.nsdl.com> during the remote e-voting period and during the 50th AGM.

14. **Speaker Registration/ facility to non-speakers:**

Registration as speaker at the AGM Members who wish to raise queries at the AGM may register themselves as ‘Speaker’ by sending request to the said effect from their registered email address to the e-mail ID: company.secretary@midhani-india. in quoting their name, DP ID and Client ID/folio number, on or before **Monday, September 23, 2024**.

It is also advisable to submit questions/ subject matter to be addressed by shareholder.

Facility for non-speakers Members who wish to receive any information on the Annual Report for FY24 or have questions on the financial statements and/or matters to be placed at the 50th AGM, may send a communication from their registered email address to the e-mail ID: company.secretary@midhani-india.in quoting their name, DP ID and Client ID/folio number, on or before **Monday, September 23, 2024**.

The Company reserves the right to restrict the number of questions and/or number of speakers during the AGM, depending upon availability of time and for smooth conduct of the meeting. However, the Company will endeavour to respond to the questions which have remained unanswered during the meeting, over e-mail.

15. **E-voting :**

- a) In accordance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, SS-2 and Regulation 44 of SEBI Listing Regulations, the Company has extended the facility of voting through electronic means including ‘Remote e-voting’ (e-voting other than at the AGM) to transact the business mentioned in the notice of 50th AGM.
- b) Necessary arrangements have been made by the Company with NSDL to facilitate ‘Remote e-voting’

as well as e-voting at the AGM to be held through VC/OAVM facility. Members shall have the option to vote either through remote e-voting or voting through electronic means at the AGM.

- c) The Company has appointed Shri Navajyoth Puttaparthi, Practising Company Secretary (Membership No. FCS 9896 and Certificate of Practice No. 16041) as the Scrutinizer for scrutinizing the remote e-voting process as well as voting at the AGM in a fair and transparent manner.
- d) Voting rights of members shall be reckoned on the paid-up value of equity shares registered in their name as on the ‘Cut-off date’ i.e. Monday, September 23, 2024.
- e) Members whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the ‘Cut-off date’, shall be entitled to avail the facility of remote e-voting or e-voting at the AGM, as the case may be.
- f) The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	From 9:00 a.m. (IST), September 26, 2024 (Thursday)
End of remote e-voting	Up to 5:00 p.m. (IST) September 29, 2024 (Sunday)

- g) The procedure for e-voting on the day of the AGM is identical to remote e-voting instructions as outlined in **Annexure-1** to this Notice.
- h) Any person who becomes a Member of the Company after dispatch of the Notice of 50th AGM and holds equity shares as on the ‘Cut-off date’ may also follow the procedure as outlined in **Annexure-1** to this Notice. Any person who is not a Member as on the ‘Cut-off date’ should treat this Notice for information purpose only.

- i) Members present at the 50th AGM through VC/ OAVM facility and who have not cast their vote on resolutions set out in the 50th AGM Notice through remote e-voting, and who are not otherwise barred from doing so, shall be allowed to vote through e-voting facility during the 50th AGM. However, Members who have exercised their right to vote by remote e-voting may attend the 50th AGM but shall not be entitled to cast their vote again.
- j) Members can opt for only one mode of voting i.e. either through remote e-voting or e-voting at the 50th AGM. If a Member cast votes by both modes, then voting done through remote e-voting shall prevail.
- k) In case of joint holders attending the 50th AGM through VC/OAVM facility, only such joint holder who is higher in the order of names will be entitled to vote.

17. Declaration of results of voting: After conclusion of the meeting, the Scrutinizer will submit the report on votes cast in favour or against and invalid votes, if any, to the Chairman or any other person authorized by him, who shall countersign the same, and the result of the voting will be declared within the time stipulated under the applicable laws. The voting results along with the Scrutinizer's report, will be hosted on the Company's website viz. <http://midhani-india.in/> website of NSDL, <https://www.evoting.nsdl.com/>, displayed on the Notice Board of the Company at the Registered Office and Corporate Office, and will be simultaneously forwarded to the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

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)).

The Department of Defence Production, Ministry of Defence, vide its letter 5/1(2)/2018/D(NS) dated February 26, 2024 re-employed Dr. Sanjay Kumar Jha (DIN: 07533036) as Chairman & Managing Director of Mishra Dhatu Nigam Limited (MIDHANI) on contract basis for a period of ten (10) months w.e.f. March 1, 2024 (beyond the date of the his superannuation) upto December 31, 2024, or till the regular incumbent joins the post, or until further orders issued by Ministry of Defence, whichever is the earliest. The Board of Directors took note of his re-employment as Chairman & Managing Director of the Company pursuant to applicable provisions of the Companies Act, 2013 and/or Articles of Association of the Company.

Dr. Sanjay Kumar Jha graduated from NIT Jamshedpur in the year 1987 and has completed his PhD in engineering sciences from Homi Bhabha National institute (HBNI), BARC.

He started his career with Department of Atomic Energy (DAE) after completing one-year training in Nuclear science and engineering from prestigious training school of Bhabha Atomic Research Center (BARC), Bombay. He has served for more than 27 years at DAE and was involved in technology development for processing of nuclear materials for India's Nuclear Power program and strategic materials used in Missile, Space and Defence project. He joined MIDHANI in the year 2016 and held charge of Director (Production and Marketing) from July 5, 2026 to April 30, 2020 and thereafter he is continuing as Chairman and Managing of MIDHANI.

Pursuant to Regulation 17 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the appointment of Managing Director is subject to the approval of shareholders.

Details of Dr. Sanjay Kumar Jha, 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 forms part of Notice of the 50th AGM.

As per Section 190 of the Companies Act, 2013 the memorandum setting the terms of appointment is available for inspection at the registered office of the company by the members without the payment of any fee.

Dr. Sanjay Kumar Jha is not disqualified from being appointed as a Director under provisions of Section 164, 196 (3) of the Companies Act, 2013 and read with SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Except Dr. Sanjay Kumar Jha 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.

The Board recommends the resolution set out in item No. 3 of the accompanying Notice for the approval of the members of the Company by way of Ordinary Resolution.

Item No. 4

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 December 8, 2023 conveyed the appointment of Shri Shalabh Tyagi (DIN: 10042888) (Joint Secretary – Personnel & Co-ordination (JS-P&C), Department of Defence Production, MoD, as Government Nominee Director on the Board of MIDHANI w.e.f. December 8, 2023.

He will continue to hold office until further orders, conveyed by Administrative Ministry in this regard. Shri Shalabh Tyagi shall not be liable to retire by rotation pursuant to Section 152 of the Companies Act, 2013. The Government Nominee Director on the Board of Company does not draw any sitting fees, commission or remuneration from the Company.

Shri Shalabh Tyagi belongs to 1997 batch (1996 exam batch) of Indian Railway Services of Electrical Engineers (IRSEE). After completing B.Tech (Electrical) from IIT Kharagpur, he worked in various capacities in Public sector, Railways and other ministries in the areas for production, development and induction of new technologies, standardization of specifications, design, development and commissioning of rolling stock, Safety Certification and Audits of Railway Assets etc. He has got international exposure of various manufacturing and testing facilities related to Railway infrastructure in Germany, China, Denmark and Belgium.

While working with Railways, he was instrumental in successful designing and commissioning of first Air-Conditioned Metro Rake for Kolkata Metro. He also played crucial role in Hon'ble Prime Minister vision of "Mission 100% Electrification" of Indian Railways broad gauge network, where almost 400% increase in annual commissioning of new lines Electrification was achieved during his

tenure. Presently, he is working as Joint Secretary in the Department of Defence Production, Ministry of Defence. He is Government Nominated Director in the Boards of Hindustan Shipyard Limited, Armoured Vehicles Nigam Limited and India Optel Limited.

Pursuant to regulation 17 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the appointment of Director is subject to the approval of shareholders.

In view of above, approval of Members of Company by way of ordinary resolution is sought for appointment of Shri Shalabh Tyagi (DIN :10042888) as Government Nominee Director of the Company for a period commencing from December 8, 2023 till further order conveyed by Ministry of Defence.

Details of Shri Shalabh Tyagi, 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 forms part of Notice of the 50th AGM.

Shri Shalabh Tyagi is not disqualified from being appointed as a Director under provisions of Section 164, of the Companies Act, 2013 and read with SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Except Shri Shalabh Tyagi 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

The Board recommends the resolution set out in item No. 4 of the accompanying Notice for the approval of the members of the Company by way of Ordinary Resolution.

Item No. 5

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to audit the cost records of the applicable products of the Company.

The Board of Directors of the Company on the recommendation of the Audit Committee approved the re-appointment of BVR & Associates, Cost Accountants (Firm Registration No. 00453), to conduct the audit of the cost records of the Company for the Financial Year 2024-25.

BVR & Associates, Cost Accountants were Cost Accountants of the Company for previous financial year i.e. FY 2023-24.

Brief profile, terms & conditions of appointment and the proposed fee of the proposed statutory auditor, are as follows:

- a) **Brief Profile:** BVR & Associates, Cost Accountants, Hyderabad was established in year 2006. BVR & Associates has diverse experience of undertaking cost audits of companies engaged in Power, Steel, Infrastructure, Engineering etc. BVR & Associates comprises of well experienced professionals.
- b) **Term of appointment:** Appointed as Cost Auditor for FY 2024-25
- c) **Proposed fees:** ₹ 99,000/- (excluding statutory levies and out of pocket expenditure)

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor is required to be ratified by members of the company.

Accordingly, members are requested to consider and ratify the remuneration payable to Cost Auditors for the financial year 2024-25 as set out in the resolution for the aforesaid services.

The Board recommends the resolutions set out in Item No. 5 of the accompanying Notice for approval of the Members by way of an Ordinary Resolution.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution at item No. 5 of the accompanying Notice.

By the Order of the Board of Directors

Sd/-

Paul Antony

Company Secretary & Compliance officer
Membership No. A29037

Hyderabad
August 9, 2024

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.

Item No. 2

Name of the Director	Shri Thulasiraman Muthukumar
DIN	09636771
Date of Birth	June 23, 1965 (59 years)
Date of first appointment on the Board	June 23, 2022
Qualifications	Shri T. Muthukumar has completed his Bachelor of Engineering (Metallurgy) from Bharathiar University, Coimbatore, Tamil Nadu in the year 1986.
Expertise in specific functional areas	<p>He has over 36 years of experience in the Steel industry and developing new grades in stainless steel such as 409L, 441, 420, DB410, Razor blade stainless steel and Duplex stainless steel to increase the market base.</p> <p>He is also skilled in Alloy designing and development of various grades of Cr-Mn and high Nitrogen austenitic stainless steel for better drawability and surface. In his time at SAIL he successfully rolled and supplied ICSS-1218-321 (12X18H10T) stainless steel for ISRO, which was used in the Cryogenic Engine flown in GSLV MKIII for Chandrayan Mission. He established process route to supply material for Delhi Metro Railway Coaches manufactured by M/s BEML, Bangalore towards indigenization.</p>
Terms and conditions of appointment or reappointment	<p>The Department of Defence Production, Ministry of Defence, vide its letter 5/1(1)/2020/D(NS) dated 9th June, 2022 appointed Shri Thulasiraman Muthukumar (DIN: 09636771) as Director (Production & Marketing) of Mishra Dhatu Nigam Limited (MIDHANI) from the date of his assumption of charge of the post till 30.06.2025 i.e., date of his superannuation, or until further orders of Ministry of Defence, whichever is earlier. The Board of Directors took note of his appointment as Director (Production & Marketing) of the Company pursuant to applicable provisions of the Companies Act, 2013 and/or Articles of Association of the Company in basic pay scale of ₹ 1,60,000 – ₹ 2,90,000/- (IDA) pattern.</p> <p>He is liable to retire by rotation.</p>
Details of remuneration last drawn (FY 2023-24)	₹ 81,92,646.59
Directorships in other Public Limited Companies (excluding foreign companies, private companies & section 8 companies as on August 9, 2024)	Utkarsha Aluminium Dhatu Nigam Limited
Membership of Committees/ Chairmanship in other Public Limited Companies (excluding Private and Foreign Companies as on August 9, 2024)	None
No. of Board Meetings attended during the Financial Year 2023-24	8 out of 8
No. of shares held in the Company:	Nil
(a) Own	Nil
(b) For other persons on a beneficial basis	
Name of listed companies from which Director has resigned in past three years	None

Note: Shri Thukasiraman Muthukumar is not related to any other Director or Key Managerial Personnel.

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.

Item No. 3

Name of the Director	Dr. Sanjay Kumar Jha
DIN	07533036
Date of Birth	February 20, 1964 (60 Years)
Date of first appointment on the Board	July 5, 2016
Qualifications	Dr. Sanjay Kumar Jha graduated from NIT Jamshedpur in the year 1987 and has completed his PhD in engineering sciences from Homi Bhabha National institute (HBNI), BARC.
Expertise in specific functional areas	He has diverse and vast experience in general management, Atomic & metallurgy engineering. He started his career with Department of Atomic Energy (DAE) after completing one-year training in Nuclear science and engineering from prestigious training school of Bhabha Atomic Research Centre (BARC), Bombay. He has served for more than 27 years & involved in technology development for processing of nuclear materials for India's Nuclear Power program and strategic materials used in Missile, Space and Defence projects.
Terms and conditions of appointment or reappointment	The Department of Defence Production, Ministry of Defence, vide its letter 5/1(2)/2018/D(NS) dated February 26, 2024 re-employed Dr. Sanjay Kumar Jha (DIN: 07533036) as Chairman & Managing Director on contract basis of Mishra Dhatu Nigam Limited (MIDHANI) for a period of ten (10) months w.e.f. March 1, 2024 (beyond the date of the his superannuation) upto December 31, 2024, or till the regular incumbent joins the post, or until further orders issued by Ministry of Defence, whichever is the earliest. The Board of Directors took note of his re-employment as Chairman & Managing Director of the Company pursuant to applicable provisions of the Companies Act, 2013 and/or Articles of Association of the Company in basic pay scale of ₹ 1,80,000 – ₹ 3,20,000/- (IDA) pattern. He is liable to retire by rotation.
Details of remuneration last drawn (FY 2023-24)	₹ 96,06,484.60
Directorships in other Public Limited Companies (excluding foreign companies, private companies & section 8 companies as on August 9, 2024)	Utkarsha Aluminium Dhatu Nigam Limited
Membership of Committees/ Chairmanship in other Public Limited Companies (excluding Private and Foreign Companies as on August 9, 2024)	Nil
No. of Board Meetings attended during the Financial Year 2023-24	8 out of 8
No. of shares held in the Company:	
(a) Own	Nil
(b) For other persons on a beneficial basis	Nil
Name of listed companies from which Director has resigned in past three years	None

Note: Dr. Sanjay Kumar Jha is not related to any other Director or Key Managerial Personnel.

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.

Item No. 4

Name of the Director	Shri Shalabh Tyagi
DIN	10042888
Date of Birth	August 21, 1972 (52 Years)
Date of first appointment on the Board	December 8, 2023
Qualifications	Shri Shalabh Tyagi is a B.Tech (Electrical) from IIT Kharagpur and he is a 1997 batch (IRSEE) i.e. Indian Railway Services of Electrical Engineers.
Expertise in specific functional areas	<p>He has worked in various capacities in Public sector, Railways and other ministries in the areas for production, development and induction of new technologies, standardization of specifications, design, development and commissioning of rolling stock, Safety Certification and Audits of Railway Assets etc. He has got international exposure of various manufacturing and testing facilities related to Railway infrastructure in Germany, China, Denmark and Belgium.</p> <p>While working with Railways, he was instrumental in successful designing and commissioning of first Air-Conditioned Metro Rake for Kolkata Metro. He also played crucial role in Hon'ble Prime Minister vision of "Mission 100% Electrification" of Indian Railways broad gauge network, where almost 400% increase in annual commissioning of new lines Electrification was achieved during his tenure.</p>
Terms and conditions of appointment or reappointment	<p>Ministry of Defence, Department of Defence Production vide Office Memorandum 8(32)/2019-D(Coord/DDP) dated December 8, 2023 conveyed the appointment of Shri Shalabh Tyagi (DIN: 10042888) (Joint Secretary – Personnel & Co-ordination (JS-P&C), Department of Defence Production, MoD, as Government Nominee Director on the Board of MIDHANI w.e.f. December 8, 2023. He will continue to hold office until further orders, conveyed by Administrative Ministry in this regard.</p> <p>He is not liable to retire by rotation.</p>
Details of remuneration last drawn (FY 2023-24)	Not applicable, as Government Nominee Director is not entitled to any sitting fees, remuneration or commission.
Directorships in other Public Limited Companies (excluding foreign companies, private companies & section 8 companies as on August 8, 2024)	<ol style="list-style-type: none"> Hindustan Shipyard Limited; Armoured Vehicles Nigam Limited; and India Optel Limited
Membership of Committees/ Chairmanship in other Public Limited Companies (excluding Private and Foreign Companies as on August 9, 2024)	Nil
No. of Board Meetings attended during the Financial Year 2023-24	3 out of 3
No. of shares held in the Company:	
(a) Own	Nil
(b) For other persons on a beneficial basis	Nil
Name of listed companies from which Director has resigned in past three years	None

Note: Shri Shalabh Tyagi is not related to any other Director or Key Managerial Personnel.

Instructions for remote e-voting and access to 50th Annual General Meeting

Members are requested to follow the instructions given below to cast their vote through e-voting and to access the Video Conference facility at the AGM:

1. Shareholders holding shares either in physical form or in dematerialized form, as on the 'Cut-off date' i.e. Monday, September 23, 2024 may cast their vote electronically by logging to NSDL website at <https://www.evoting.nsdl.com/>
2. The remote e-voting facility will be available during the following period

Commencement of remote e-voting	From 9:00 a.m. (IST), September 26, 2024 (Thursday)
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End of remote e-voting	Up to 5:00 p.m. (IST) September 29, 2024 (Sunday)
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The e-voting module shall be disabled by NSDL for voting thereafter. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being, Monday, September 23, 2024.

3. Detailed steps on the process and manner for remote e-voting/e-voting at the AGM and to access the VC facility at the AGM, is given below:

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

The procedure to vote electronically on NSDL e-Voting system consists of “Two Steps” which are outlined below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for individual shareholders holding securities in demat mode:

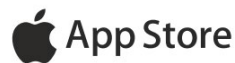
In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their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

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

Type of shareholder	Login Method
	<ol style="list-style-type: none"> 1. Existing IDeAS 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 remote e-Voting period or joining virtual meeting & voting during the meeting 2. 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

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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 held 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 remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for CDSL's '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. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on **login icon & New System Myeasi Tab** and then use your existing my easi username & password.
2. After successful login of Easi/Easiest the user will be also able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded in the demat account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.

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 remote 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.com or call at no.: 022 - 4886 7000
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 1800-21-09911

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. Open web browser 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 NSDL e-services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-services 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 is:
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 130367 then user ID is 130367001***

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 which outlines the process for those shareholders whose email id is 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.com 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's e-voting system and join General Meeting on NSDL e-Voting system**
- How to cast your vote electronically on NSDL's e-voting system and join General Meeting 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 is in active status.
 2. Select **"EVEN"** of company for which you wish to cast your vote during the remote 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. Members can attend the AGM through VC/OAVM after following the steps for Login as outlined above. After successful Login, Members will be able to see the VC/OAVM link placed under **'Join meeting'** menu against the Company's name. Members are requested to click on the VC/OAVM link placed under Join meeting menu.
 2. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scan copy (PDF/ JPG format) of the relevant Board Resolution/ Authority letter etc. authorising their representative(s) to vote, to the Scrutinizer by e-mail to cs@pjco.info with a copy marked to evoting@nsdl.com. 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.

3. 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 after 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.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available in the download section of www.evoting.nsdl.com or call on no.: 022 – 4886 7000 or send a request to **Ms. Pallavi Mahtre, Senior Manager (NSDL)** at evoting@nsdl.com

Process for those shareholders whose e-mail id is not registered with the depositories to procure user id and password and registration of e-mail id for e-voting for the resolutions set out in this notice

1. 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 scan copy of PAN card), Aadhar (self-attested scan copy of Aadhar Card) to rta@alankit.com If you are an individual

shareholder holding securities in demat mode, please 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. If you are a non-individual shareholder holding securities in demat mode, please refer to the login method explained at Step 1 (B) i.e. Login method for e-Voting for non-individual shareholders holding securities in demat mode.

2. In case shares are held in physical mode please provide Folio No., name of shareholder, scan copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scan copy of Aadhar Card) by email to rta@alankit.com. If you are an Individual shareholder holding securities in physical mode, please refer to the login method explained at Step 1 (B) i.e. Login method for e-Voting for individual shareholders holding securities in physical mode.
3. Alternatively, shareholder may send a request to evoting@nsdl.com for procuring user id and password for e-Voting by providing above mentioned documents.
4. 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.