

# मिश्र धातु निगम लिमिटेड

(भारत सरकार का उद्यम)

(मिनी रत्न कंपनी)

सुपर अलॉय्स प्लांट

निगमित पहचान सं. U14292TG1973GOI001660

डाकघर : कंचनबाग, हैदराबाद - 500 058. भारत

दूरभाष : 040-24184000 (श्रृंखला नं.)

फैक्स : 040-24340214, 24340280, 24340371

वेबसाइट : www.midhani.com



AN ISO 9001:2008 COMPANY

# MISHRA DHATU NIGAM LIMITED

(A. Govt. of India Enterprise)

(MINI RATNA COMPANY)

SUPERALLOYS PLANT

CIN: U14292TG1973GOI001660

P.O. Kanchanbagh, Hyderabad - 500 058. India

Phone : 040-24184000 (Extn.)

Fax : 040-24340214, 24340280, 24340371

Website : www.midhani.com

MDN/CS/AGM/2019-20

Date: 30.08.2019

To,

The Manager,  
Listing Department/CRD  
Stock Exchange Mumbai,  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building  
P.J. Towers, Dalal Street, Fort,  
Mumbai- 400001

The Manager,  
Listing Department  
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

Scrip Code: BSE: 541195

Scrip Code: NSE: MIDHANI

Sub: Submission of Notice of 45<sup>th</sup> Annual General Meeting of the Company

Dear Sir,

1. In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Forty Fifth (45<sup>th</sup>) Annual General Meeting of the Members of our Company will be held on Wednesday, the 25<sup>th</sup> day of September, 2019 at 10:30 A.M at DRDO Auditorium, P.O. Kanchanbagh, Hyderabad - 500058
2. We attach herewith soft copy of Notice of 45<sup>th</sup> Annual General Meeting.
3. Kindly acknowledge the receipt of the same and take on records.

Thanking You



Yours faithfully,

For Mishra Dhatu Nigam Limited

Paul Antony

Company Secretary & Compliance Officer

Encl: a/a



**MISHRA DHATU NIGAM LIMITED**

Corporate Identity Number (CIN): L14292TG1973GOI001660

Registered Office: PO – Kanchanbagh Hyderabad - 500058, Telangana, INDIA

Tel. No: 91-40-24184515 Fax No: 91-40-24340214

Email Address: [secretary@midhani-india.in](mailto:secretary@midhani-india.in) Website: [www.midhani-india.in](http://www.midhani-india.in)

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**NOTICE**

Notice is hereby given that the 45<sup>th</sup> Annual General Meeting of the Members of MISHRA DHATU NIGAM LIMITED will be held on Wednesday, the 25<sup>th</sup> day of September 2019 at 1030 hrs at DRDO Auditorium, DRDO Township P. O. Kanchanbagh, Hyderabad - 500058 to transact the following business:

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**Ordinary Business**

1. To receive, consider and adopt audited financial statements of the Company for the financial year ended 31<sup>st</sup> March 2019, together with the Reports of the Board of Directors' and Auditors' thereon;
2. To confirm payment of interim dividend and declare final dividend for the financial year ended 31<sup>st</sup> March 2019.
3. To appoint a Director in place of Dr. S. K. Jha (DIN: 07533036), who retires by rotation and being eligible, offers himself for re-appointment.
4. To authorize the Board of Directors to fix and pay the remuneration of the Auditors appointed by the Comptroller and Auditor General of India (C&AG) for the Financial Year 2019-20 in terms of the provisions of section 139(5) read with section 142 of the Companies Act, 2013.

**Special Business**

5. **Re-appointment of Shri Indraganty Venkateswara Sarma (DIN: 02144740) as an Independent Director**

*To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the said Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the approval of the Board of Directors

of the Company, Shri Indraganty Venkateswara Sarma (DIN: 02144740), Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) and 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a period of one year or until further orders from the President of India with effect from December 1, 2018 and shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do such acts, deeds, things and matters as the Board of Directors may in its absolute discretion consider necessary or appropriate for the aforesaid resolution and matter incidental thereto.”

6. **Re-appointment of Dr. Jyoti Mukhopadhyay (DIN: 02224647) as an Independent Director:**

*To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the said Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the approval of the Board of Directors of the Company upon the recommendation of the Nomination & Remuneration Committee, Dr. Jyoti Mukhopadhyay (DIN: 02224647), Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) and 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a period of one year or until further orders from the President of India with effect from December 1, 2018 and shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to do such acts, deeds, things and matters as the Board of Directors may in its absolute discretion consider necessary or appropriate for the aforesaid resolution and matter incidental thereto.”

7. **Re-appointment of Dr. Usha Ramachandra (DIN: 02831588) as an Independent Director**

*To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the said Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the approval of the Board of Directors of the Company upon the recommendation of the Nomination & Remuneration Committee, Dr. Usha Ramachandra (DIN: 02831588), Independent Director of the Company, who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) and 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a period of one year or until further orders from the President of India with effect from December 1, 2018 and shall not be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to do such acts, deeds, things and matters as the Board of Directors may in its absolute discretion consider necessary or appropriate for the aforesaid resolution and matter incidental thereto.”

8. **Ratification of Remuneration to Cost Auditors:**

*To consider and if thought fit, to pass with or without modification(s), 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 Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the Company hereby ratifies the remuneration of ₹1,30,000 per annum plus applicable tax payable to M/s S. S. Zanwar & Associates, Cost Accountants, who are appointed by the Board of Directors as Cost Auditors of the Company to conduct cost audits relating to cost records of the Company under the Companies (Cost Records and Audit) Rules, 2014 for the financial year ending March 31, 2020.”

**By the Order of the Board of Directors**

**Hyderabad**  
**26<sup>th</sup> August, 2019**

**Sd/-**  
**Paul Antony**  
**Company Secretary**

## Notes:

1. The statement pursuant to Sec. 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed hereto.
2. **A member entitled to attend and vote at the Annual General Meeting (the Meeting) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy, duly completed, stamped and signed, should however, be deposited at the Corporate Office of the Company not less than forty-eight hours before the commencement of the Meeting (on or before September 23, 2019 10:00 hrs IST). Proxies submitted on behalf of limited companies, societies etc. must be supported by an appropriate resolution/authority, as applicable.**
3. **Pursuant to the provisions of section 105 of the Act, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than ten percent of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.**
4. Brief profile of the Directors seeking appointment/re-appointment as mandated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 with the Stock Exchanges forms part of the Notice. The directors have furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from **Thursday, 19<sup>th</sup> September, 2019 to Wednesday, 25<sup>th</sup> September, 2019**(both days inclusive).
6. The Board has recommended a final dividend of Rs. 0.51 per equity share of Rs. 10/- each. The dividend, if declared by the Members at the said AGM, will be paid within 30 days from the date of declaration to those persons whose names appear as beneficial owners at the end of business hours on **Wednesday, 18<sup>th</sup> September, 2019** in the list of beneficial owners to be furnished by National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of the shares held in electronic form; and whose names appear as members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/ Registrar and Share Transfer Agents on or before **Wednesday, 18<sup>th</sup> September, 2019**.
7. Members are hereby informed that under the Companies Act, 2013, the Company is obliged to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the Unpaid Dividend Account, to the credit of the Investor Education and Protection Fund

(‘the Fund’) established by the Central Government. Further, pursuant to the provisions of section 124 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended (‘IEPF Rules’), all the shares on which dividend remain unpaid/unclaimed for a period of seven consecutive years or more shall be transferred to the demat account of the IEPF Authority as notified by the Ministry of Corporate Affairs. Hence, the Company urges all the shareholders to encash/claim their respective dividend during the prescribed period.

8. Members are requested to:-
  - i. note that copies of Annual Report will not be distributed at the Annual General Meeting.
  - ii. bring their copies of Annual Report, Notice and Attendance Slip duly completed and signed at the meeting.
  - iii. note that the attendance slip/ proxy form should be signed as per the specimen signature registered with the Alankit Assignments Limited, Registrar & Transfer Agent (RTA)/ Depository Participant (DP).
  - iv. deliver duly completed and signed Attendance Slip at the entrance of the meeting venue as entry to the Hall will be strictly on the basis of the Entry Slip available at the counters at the venue to be exchanged with the Attendance slip.
  - v. note that in case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
  - vi. Intimate to their DP in respect of shares held in dematerialized form, and to the Company/Company’s Registrar & Share Transfer Agent in respect of physical shares, changes if any, in their respective addresses along with the pin code number at an early date.
  - vii. quote their Folio / Client ID & DP ID Nos. in all correspondence.
  - viii. In case of multiple folio consolidate holdings into one folio in case of multiple folios with names in identical orders.
  - ix. note that no gifts/coupons will be distributed at the Annual General Meeting.
9. Members desirous of getting any information on any items of business of this Meeting are requested to address their queries to Company Secretary of the Company at the Corporate Office of the company at least ten days prior to the date of the meeting, so that the information required can be made readily available at the meeting.
10. Members may also note that the Annual Report for the FY 2018-19 will also be available on the Company’s website [www.midhani-india.in](http://www.midhani-india.in) for download.
11. **Members who have not registered their e-mail addresses so far or who want to update their e-mail address, are requested to approach their respective DP (for electronic holding) or with R&TA/ Company (for physical holding), for receiving all communication including Annual Report, Notices, Circulars, NECS intimation etc. for the Company electronically.**

12. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders. Members holding shares in physical form may nominate a person in respect of all the shares held by them whether singly or jointly. Members who hold shares in individual name are advised to avail of the nomination facility by filing Form No. SH- 13 in their own interest. Blank form can be obtained from RTA on request. Duly filled in and signed form is to be submitted to RTA/company. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank account details, National Electronic Clearing Services (NECS), nominations, power of attorney, change of name, change of address, PIN code etc., only to their Depository Participants (DPs) and not to the Registrar and Share Transfer Agent (RTA) or the Company.

13. None of the Directors of the Company is in any way related to each other

14. Route Map for the venue of the meeting is enclosed

**15. Instructions for Voting through electronic mode:**

- (a) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the members are provided with the facility to exercise their right to vote electronically, through the e-voting services provided by NSDL, i.e. facility of casting the votes by the members using an electronic voting system from a place other than the venue of AGM (remote e-voting) on all the resolutions set forth in this Notice.
- (b) The voting period begins on Sunday, September 22, 2019 (09.00 a.m.) and ends on Tuesday, September 24, 2019 (5.00 p.m.). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, September 18, 2019 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- (c) Persons who have acquired shares and become members of the Company after the dispatch of notice and hold shares as on cut-off date of September 18, 2019 may obtain the login ID and password by sending request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- (d) The facility of voting through electronic voting system or by ballot paper shall be made available at the meeting also and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting. Shareholders who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. Once the vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.

- (e) The results declared along with the Scrutinizer's Report, will be placed on the website of the Company [www.midhani-india.in](http://www.midhani-india.in) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's shares are listed viz., BSE Ltd. and National Stock Exchange of India Limited. The results shall also be displayed on the notice board at the Registered Office of the Company.
- (f) Any queries / grievances in relation to voting through electronic mode may be addressed to NSDL, Ms. Pallavi Mhatre, (Manager), NSDL, 4<sup>th</sup> Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013. Email: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), Tel: 1800 222 990/ 91 22 2499 4200.
- (g) The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

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



**Details on Step 1 are mentioned below:**

**How to Log-into 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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 109389 then user ID is 109389001***

5. Your password details 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, your 'initial password' is communicated to you on your postal address.
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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - 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.

**A detail on Step 2 is given below:**

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN No. 111541” to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 by e-mail to [corporateadvocatejagan@gmail.com](mailto:corporateadvocatejagan@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

### Item No. 5 to 7

In line with the directions received from the President of India, vide letter No. 2(11)/2013/MDN/D(NS-I) dated 1<sup>st</sup> December, 2015 Shri Indraganty Venkateswara Sarma (DIN: 02144740), Dr. Jyoti Mukhopadhyay (DIN: 02224647) and Dr. Usha Ramachandra (DIN: 02831588) were appointed as Independent Directors of the Company w.e.f December 1, 2015 till November 30, 2018.

Subsequently as per the directions received from the President of India vide MoD Letter No. PC.No 11(57)/2017/MDN/D(NS) dated 22<sup>nd</sup> November, 2018 and with approval of the Board of Directors in its meeting held on 11<sup>th</sup> December, 2018, Shri Indraganty Venkateswara Sarma (DIN: 02144740), Dr. Jyoti Mukhopadhyay (DIN: 02224647) and Dr. Usha Ramachandra (DIN: 02831588) were re-appointed as Independent Directors of the Company for a period of one year or until further orders from the President of India with effect from December 1, 2018 and shall not be liable to retire by rotation.”

The Company has received declaration from them stating that they meet the criteria of Independence as prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. They are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as an Independent Director.

In the opinion of the Board, Shri Indraganty Venkateswara Sarma (DIN: 02144740), Dr. Jyoti Mukhopadhyay (DIN: 02224647) and Dr. Usha Ramachandra (DIN: 02831588) fulfills the conditions for re-appointment as Independent Directors as specified in the Act and the SEBI Listing Regulations and is independent of the management.

The Board considers that their continued association would be of immense benefit and accordingly, consent of the Members is sought for passing Special Resolution as set out in Items 6 to 8 of the Notice for re-appointment of Shri Indraganty Venkateswara Sarma (DIN: 02144740), Dr. Jyoti Mukhopadhyay (DIN: 02224647) and Dr. Usha Ramachandra (DIN: 02831588) as Independent Directors of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

Except the directors who are being appointed in respect of each resolution respectively, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No's. 6 to 8.

The Board of Directors recommends the resolutions for your approval as a Special Resolution.

**Item No. 8**

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 appointment of M/s S. S. Zanwar & Associates, Cost Accountants, upon annual remuneration of ₹ 1,30,000/- exclusive of Tax payable to conduct the audit of the cost records of the Company for the Financial Year 2019-20. 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 2019-20 as set out in the resolution for the aforesaid services.

The Board recommends the resolution set out in item No. 8 of the accompanying Notice for the approval of the members of the Company 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. 8 of the accompanying Notice.

**By the Order of the Board of Directors**

**Hyderabad  
26<sup>th</sup> August 2019**

**Sd/-  
Paul Antony  
Company Secretary**

**Additional information on Director recommended for appointment/reappointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings:**

<b>Name of the Director</b>	<b>Dr. Sanjay Kumar Jha</b>
<b>DIN</b>	07533036
<b>Date of Birth</b>	20.02.1964
<b>Date of first appointment on the Board</b>	05.07.2016
<b>Qualifications</b>	Dr S. K. Jha has obtained B.Sc. (Engg.) from NIT Jamshedpur and joined the 32 <sup>nd</sup> batch training school of Bhabha Atomic Research Centre (BARC). He successfully completed one year intensive course in nuclear science and technology and was posted in Nuclear Fuel complex (NFC). He has completed his PHD in Engineering Sciences from Homi Bhabha National institute (HBNI), BARC.
<b>Expertise in specific functional areas</b>	He started his carrier at Nuclear Fuel Complex (NFC) as scientific officer 'C' and reached upto the level of scientific officer 'H+'. In the year 2016 he joined to Mishra Dhatu Nigam (MIDHANI) as Director (Production & Marketing).
<b>Terms and conditions of appointment or reappointment</b>	Pursuant to the presidential orders issued by Government of India, Ministry of Defence bearing letter No. 2(13)/2015/MDN/D(NS-I) dt. 23 <sup>rd</sup> May 2016, Dr. S.K Jha assumed charge as Director (Production & Marketing) w.e.f. 05.07.2016. The current terms and conditions of his employment were prescribed by Ministry of Defence vide order No. 2(13)/2015/MDN/D (NS-I) dated 3 <sup>rd</sup> March 2017.
<b>Details of remuneration last drawn (FY 2018-19)</b>	Rs. 50,58,995/-
<b>Directorships in other Public Limited Companies (excluding foreign companies, private companies &amp; section 8 companies)</b>	Nil
<b>Membership of Committees/ Chairmanship in other Public Limited Companies</b>	Nil
<b>No. of Board Meetings attended during the Financial Year 2018-19</b>	6
<b>No. of shares held in the Company:</b>	
<b>(a) Own</b>	Nil
<b>(b) For other persons on a beneficial basis</b>	Nil

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

<b>Name of the Director</b>	<b>Shri Indraganty Venkateswara Sarma</b>
<b>DIN</b>	02144740
<b>Date of Birth</b>	13.08.1952
<b>Date of first appointment on the Board</b>	01.12.2015
<b>Qualifications</b>	He holds a bachelor's degree in electronics and communications from the Andhra University and masters of business administration from the Faculty of Management Studies, Delhi.
<b>Expertise in specific functional areas</b>	Mr. I.V. Sarma has experience of over 37 years in the Electronics industry in India. His experience covers a number of functions including R&D, Manufacturing, Domestic and International business development, Project Management, Offsets Management, Strategic Planning, Setting up of factories, and formation of JVs.
<b>Terms and conditions of appointment or reappointment</b>	President of India vide MoD Letter PC. No 11(57)/2017/MDN/D(NS) dated 22 <sup>nd</sup> November, 2018 re-appointed Shri Indraganty Venkateswara Sarma for a period of one year from the date of completion of his existing tenure in MIDHANI (i.e. from 1 <sup>st</sup> December 2018) or until further orders, whichever is earlier
<b>Details of remuneration last drawn</b>	Nil
<b>Directorships in other Public Limited Companies (excluding foreign companies, private companies &amp; section 8 companies)</b>	Nil
<b>Membership of Committees/ Chairmanship in other Public Limited Companies</b>	Nil
<b>No. of Board Meetings attended during the Financial Year</b>	7
<b>No. of shares held in the Company:</b>	
<b>(c) Own</b>	Nil
<b>(d) For other persons on a beneficial basis</b>	Nil

Note: Shri Indraganty Venkateswara Sarma is not related to any other Director or Key Managerial Personnel.

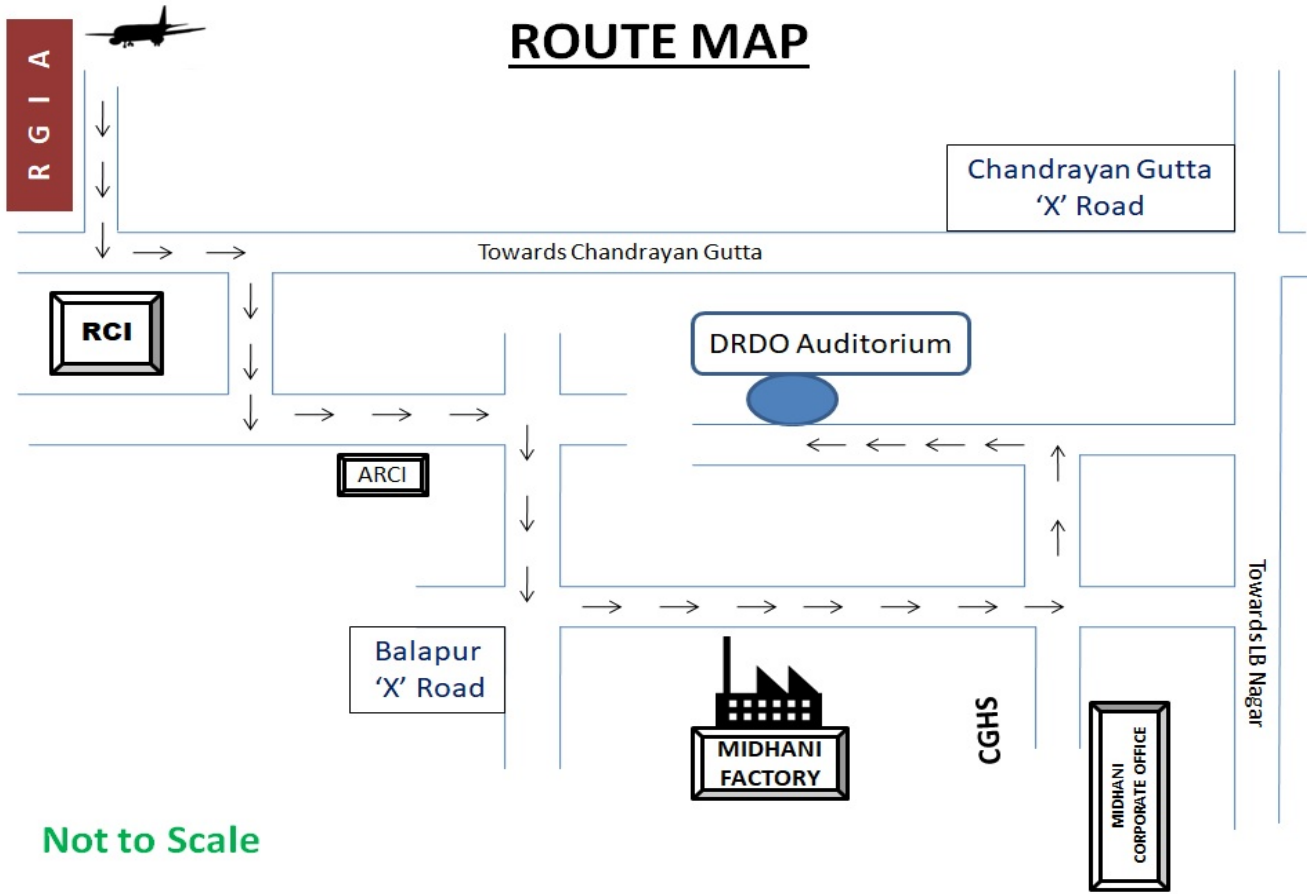
<b>Name of the Director</b>	<b>Dr. Jyoti Mukhopadhyay</b>
<b>DIN</b>	02224647
<b>Date of Birth</b>	12.08.1952
<b>Date of first appointment on the Board</b>	01.12.2015
<b>Qualifications</b>	He is an Engineering Graduate from Calcutta University, Master of Engineering from Roorkee University, presently, known as Indian Institute of Technology, Roorkee and Ph.D. in Materials Science and Engineering from Indian Institute of Technology, Bombay.
<b>Expertise in specific functional areas</b>	He is a visiting professor at Department of Materials Science and Engineering at Indian Institute of Technology, Gandhinagar. He has an overall experience of over 35 years in the field of research and development. He has also served as Director of Jawaharlal Nehru Aluminium Research Development and Design Centre falling under Ministry of Mines, Government of India for over 8 years.
<b>Terms and conditions of appointment or reappointment</b>	President of India vide MoD Letter PC. No 11(57)/2017/MDN/D(NS) dated 22 <sup>nd</sup> November, 2018 re-appointed Dr. Jyoti Mukhopadhyay for a period of one year from the date of completion of his existing tenure in MIDHANI (i.e. from 1 <sup>st</sup> December 2018) or until further orders, whichever is earlier.
<b>Details of remuneration last drawn</b>	Nil
<b>Directorships in other Public Limited Companies (excluding foreign companies, private companies &amp; section 8 companies)</b>	2
<b>Membership of Committees/ Chairmanship in other Public Limited Companies</b>	Nil
<b>No. of Board Meetings attended during the Financial Year</b>	6
<b>No. of shares held in the Company:</b>	
<b>(e) Own</b>	Nil
<b>(f) For other persons on a beneficial basis</b>	Nil

Note: Dr. Jyoti Mukhopadhyay is not related to any other Director or Key Managerial Personnel.



<b>Name of the Director</b>	<b>Dr. Usha Ramachandra</b>
<b>DIN</b>	02831588
<b>Date of Birth</b>	15.09.1961
<b>Date of first appointment on the Board</b>	01.12.2015
<b>Qualifications</b>	She holds a PhD (Social Sciences) from the University of Hyderabad, masters in philosophy (Economics) from the University of Hyderabad, masters of arts (Economics) from the University of Hyderabad and bachelors in arts from the University of Osmania.
<b>Expertise in specific functional areas</b>	She is an economist with over 20 years of experience in management development, infrastructure restructuring and regulations. She is a professor and chairperson, energy area at the Administrative Staff College of India, Hyderabad and has worked extensively on infrastructure regulation and restructuring, particularly that of the power sector.
<b>Terms and conditions of appointment or reappointment</b>	President of India vide MoD Letter PC. No 11(57)/2017/MDN/D(NS) dated 22 <sup>nd</sup> November, 2018 re-appointed Dr. Usha Ramachandra for a period of one year from the date of completion of her existing tenure in MIDHANI (i.e. from 1 <sup>st</sup> December 2018) or until further orders, whichever is earlier.
<b>Details of remuneration last drawn</b>	Nil
<b>Directorships in other Public Limited Companies (excluding foreign companies, private companies &amp; section 8 companies)</b>	1
<b>Membership of Committees/ Chairmanship in other Public Limited Companies</b>	Nil
<b>No. of Board Meetings attended during the Financial Year</b>	7
<b>No. of shares held in the Company:</b>	
<b>(g) Own</b>	Nil
<b>(h) For other persons on a beneficial basis</b>	Nil

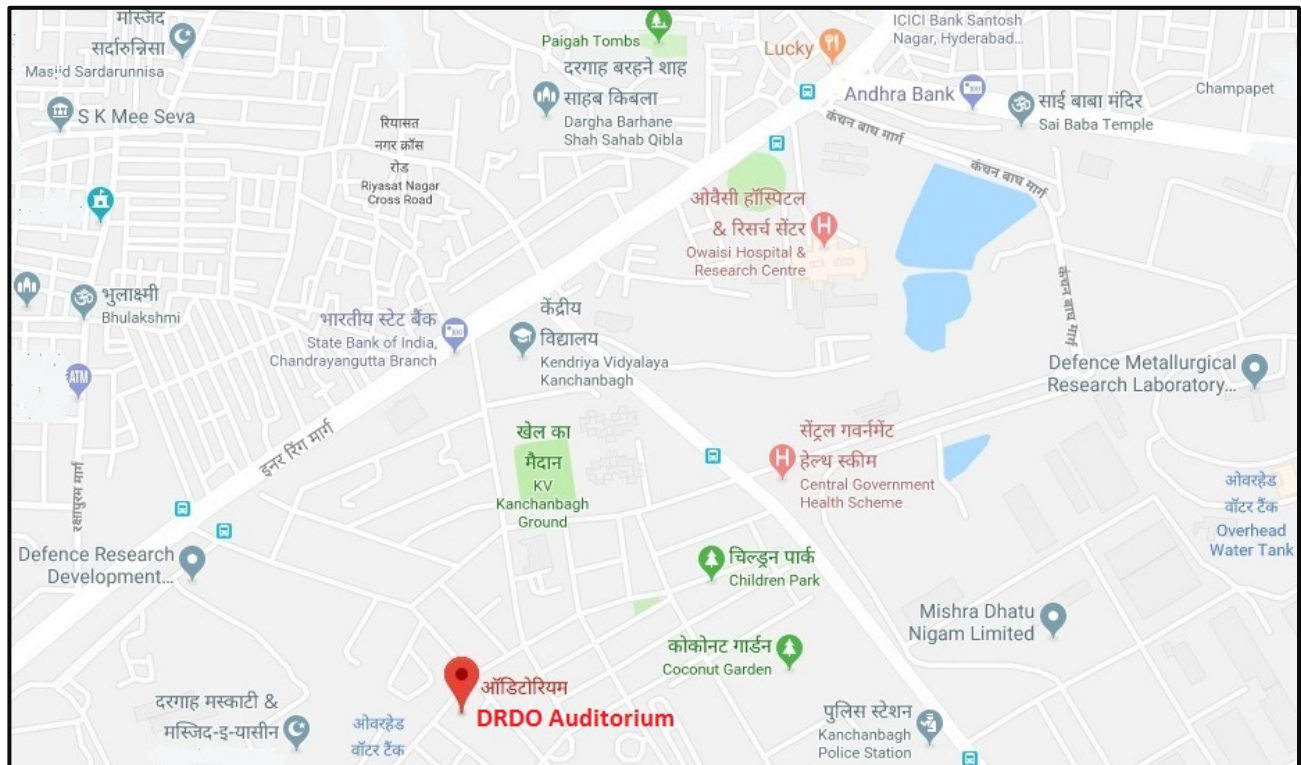
Note: Dr. Usha Ramachandra is not related to any other Director or Key Managerial Personnel.



**Not to Scale**

- ❖ From Secunderabad Station: Bus No. 102 / 102B
- ❖ From Hyderabad (Nampally) Station: Any Bus to Koti Women's College, Change and catch any Bus heading for MIDHANI Depot
- ❖ From Airport: Pushpak Bus Service, Stoppage: Owaisi Hospital.

### GPS View:





**MISHRA DHATU NIGAM LIMITED**

Corporate Identity Number (CIN): L14292TG1973GOI001660  
Registered Office: PO – Kanchanbagh Hyderabad - 500058, Telangana, INDIA  
Tel. No: 91-40-24184515 Fax No: 91-40-24340214 / 24340853  
Email Address: [secretary@midhani-india.in](mailto:secretary@midhani-india.in) Website: [www.midhani-india.in](http://www.midhani-india.in)

**ATTENDANCE SLIP**

**45<sup>th</sup> ANNUAL GENERAL MEETING ON WEDNESDAY, SEPTEMBER 25, 2019 AT 10:30 HRS**

1. Name and Address of the Member :  
(in block letters)  
(Including Joint holders, if any)
  
2. Folio No./ DP ID/Client ID :
  
3. Number of Shares held :

I /We hereby record that I/We am/are a registered Shareholder(s) / Proxy for the registered shareholder(s) of the Company. I/We hereby record my/our presence at the Forty Fifth Annual General Meeting of the Company at DRDO Auditorium, DRDO Township, PO Kanchanbagh, Hyderabad - 500058 at 10:30 hrs on Wednesday, September 25, 2019.

Name of the Member \_\_\_\_\_ Signature \_\_\_\_\_

Name of the Proxy \_\_\_\_\_ Signature \_\_\_\_\_

**Notes:**

1. Only Member/Proxy holder can attend the Meeting
2. Please completely fill this attendance slip and hand over, duly signed, at the attendance verification counter at the entrance of the meeting hall.
3. Authorized Representatives of Corporate members shall produce proper authorization issued in their favour.
4. Electronic copy of the Annual Report for 2018-19 and Notice of Annual General Meeting (AGM) along with attendance slip and proxy form is being sent to all the members whose email address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.



**MISHRA DHATU NIGAM LIMITED**

Corporate Identity Number (CIN): L14292TG1973GOI001660  
Registered Office: PO – Kanchanbagh Hyderabad - 500058, Telangana, INDIA  
Tel. No: 91-40-24184515 Fax No: 91-40-24340214 / 24340853  
Email Address: [secretary@midhani-india.in](mailto:secretary@midhani-india.in) Website: [www.midhani-india.in](http://www.midhani-india.in)

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) .....

Registered Address.....

Folio No. / Client ID No. .... Email-ID .....

I/We, being the member (s) of ..... Shares of Mishra Dhatu Nigam Limited, hereby appoint:

1. Name: ..... E-mail Id: .....

Address .....

.....Signature: ..... or failing him/her;

2. Name: ..... E-mail Id: .....

Address .....

.....Signature: ..... or failing him/her;

3. Name: ..... E-mail Id: .....

Address .....

.....Signature: ..... or failing him/her;

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Forty Fifth Annual General Meeting of the company, to be held on Wednesday, September 25, 2019 at 1030 hrs at DRDO Auditorium, DRDO Township, PO Kanchanbagh, Hyderabad - 500058 and at any adjournment thereof in respect of such resolutions as are indicated below:

\* I wish my above Proxy to vote in the manner as indicated in the box below:

Sl.No.	Resolutions	For	Against
<b>ORDINARY BUSINESS</b>			
1.	To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors' and Auditors' thereon;		
2.	To confirm payment of interim dividend and declare final dividend for the Financial Year ended 31 <sup>st</sup> March 2019		
3.	Re-appointment of Dr. S.K Jha (DIN: 07533036), who retires by rotation.		
4.	To authorize the Board of Directors to fix remuneration of the Auditors for the FY 2019-20.		
<b>SPECIAL BUSINESS</b>			
5.	Re-appointment of Shri Indraganty Venkateswara Sarma (DIN: 02144740) as an Independent Director.		
6.	Re-appointment of Dr. Jyoti Mukhopadhyay (DIN: 02224647) as an Independent Director.		
7.	Re-appointment of Dr. Usha Ramachandra (DIN: 02831588) as an Independent Director.		
8.	Ratification of remuneration of Cost Auditors for the FY 2019-20		

Signed this..... day of ..... 2019

Affix Revenue Stamp
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Signature of shareholder ..... Signature of Proxy holder(s).....

**Notes:**

- This form of proxy in order to be effective should be duly filled, stamped, signed and deposited at the Registered Office of the Company at Mishra Dhatu Nigam Limited, PO Kanchanbagh, Hyderabad Telangana- 500058 not less than 48 hours before the commencement of the Meeting.**
- A proxy need not be a member of the Company.
- \*This is only optional. Please put a **(Tick)** in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the Forty Fifth Annual General Meeting of the Company.