



# modern malleables limited

Regd./Corporate & Marketing Office :

53-b, mirza ghalib street, kolkata -700 016, India

CIN - L27101WB1982PLC035371, GST No. : 19AABCM5669D1ZB

Phone : 2226-4904, 2217-2206, 2249-1673, Fax : (033) 2249-2119

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JAS-ANZ



M5000712ID

ISO 9001:2008

Registered company

Certificate Number Q-MM-02.17.192

Dated-13-01-2024

|   |   |
|---|---|
| To,<br>Head of the Listing Department,<br>BSE Limited,<br>Phiroze Jeejeebhoy Towers,<br>Dalal Street, Fort, Mumbai - 400 001<br>Scrip Code : 517336 | To,<br>Head of the Listing Department,<br>Calcutta Stock Exchange Limited,<br>7, Lyons Range, 4Th Floor,<br>Kolkata – 700 001.<br>Script Code -023035 |
|---|---|

Dear Sir / Madam,

Sub: Compliance Report on Corporate Governance for the quarter ended on December 31, 2023 as per Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please find enclosed the Compliance Report on Corporate Governance, for the quarter ended on December 31, 2023, as per Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Yours Faithfully

For, Modern Malleables Ltd.

Siddhishree Jhunjunwala  
Director

1. Name of Listed Entity:  
2. Quarter ending:

31st December, 2023

| I. Composition of Board of Directors                       |                         |                                  |   |                             |                        |                   |                    |               |   |   |  |  |
|--|-------------------------|----------------------------------|---|-----------------------------|------------------------|-------------------|--------------------|---------------|---|---|--|--|
| Title (Mr./Ms)   | Name of the Director    | PAN & DIN                        | Category (Chairperson/ Executive/ Non-Executive /Independent/Nominee) | Initial Date of Appointment | Date of re-appointment | Date of Cessation | Tenure (in months) | Date of Birth | No. of Directorship in the listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)] | Number of memberships in the Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No. of post of Chairperson in the Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
| Mr.  | Biswanath Jhunjhunwala  | PAN-ACZPJ3473D<br>DIN - 00331168 | Executive-Non-Independent Director                                    | 16.10.1982                  | 01.06.2019             | -                 | -                  | 27.12.1949    | 1   | 0   | 1  | 0  |
| Mrs.   | Siddhisree Jhunjhunwala | PAN-ARUPK9731D<br>DIN-08884963   | Executive-Non-Independent Director                                    | 26.09.2020                  | -                      | -                 | -                  | 30.04.1985    | 1   | 0   | 1  | 0  |
| Mr.  | Mrinal Kumar Chowdhuri  | PAN-ACDPC3773H<br>DIN-00477522   | Non-Executive-Independent Director                                    | 24.03.2000                  | -                      | -                 | 105 Months         | 19.07.1943    | 1   | 1   | 1  | 0  |
| Mrs.   | Mina Roy                | PAN-APXPR5071C<br>DIN-07161164   | Non-Executive-Independent Director                                    | 26.03.2015                  | 27.09.2019             | -                 | 117 Months         | 22.05.1962    | 2   | 2   | 2  | 2  |
| Mr.  | Pradip Kumar Ghosh      | PAN-ATJPG7894G<br>DIN-07083871   | Non-Executive-Independent Director                                    | 10.08.2022                  | 10.08.2022             | -                 | 17 Months          | 02.10.1967    | 1   | 1   | 1  | 1  |
| Whether regular chairperson appointed                      |                         |                                  |   |                             |                        |                   |                    |               |   |   | Yes  |  |
| Whether Chairperson is related to managing Director of CEO |                         |                                  |   |                             |                        |                   |                    |               |   |   | Yes  |  |

| II. Composition of Committees                |                                       |                               |  |                     |                   |  |
|--|---------------------------------------|-------------------------------|--|---------------------|-------------------|--|
| Name of Committee                            | Whether Regular Chairperson appointed | Name of Committee Members     | Category (Chairperson/Executive/Non-Executive/Independent/Nominee) | Date of Appointment | Date of Cessation |  |
| 1. Audit Committee                           | Yes                                   | Mr. Biswanath Jhunjhunwala    | Executive-Non-Independent Director-Members                         | 16.10.1982          | -                 |  |
|  |                                       | Mr. Mirinal Kumar Chowdhuri   | Non Executive- Independent Director-Member                         | 31.08.2023          | -                 |  |
|  |                                       | Mr Pradip Kumar Ghosh         | Non-Executive-Independent Director-Member                          | 10.08.2022          | -                 |  |
|  |                                       | Mrs. Mina Roy                 | Non-Executive-Independent Director-Chairperson                     | 26.03.2015          | -                 |  |
|  |                                       | Mr. Mirinal Kumar Chowdhuri   | Non Executive- Independent Director-Member                         | 31-08-2023          | -                 |  |
| 2. Nomination & Remuneration Committee       | Yes                                   | Mr Pradip Kumar Ghosh         | Non-Executive-Independent Director-Chairperson                     | 10.08.2022          | -                 |  |
|  |                                       | Mrs. Mina Roy                 | Non-Executive-Independent Director-Member                          | 26.03.2015          | -                 |  |
|  |                                       |                               | NA   | NA                  | -                 |  |
| 3. Risk Management Committee(if applicable)  | NA                                    |                               | NA   |                     |                   |  |
|  |                                       | Mr. Biswanath Jhunjhunwala    | Executive-Non-Independent Director-Members                         | 16.10.1982          | -                 |  |
|  |                                       | Mr Pradip Kumar Ghosh         | Non-Executive-Independent Director-Chairperson                     | 31.08.2023          | -                 |  |
| 4. Stakeholders' Relationship Committee      | Yes                                   | Mrs. Mina Roy                 | Non-Executive-Independent Director-Member                          | 26.03.2015          | -                 |  |
|  |                                       | Mr. Biswanath Jhunjhunwala    | Executive-Non-Independent Director-Chairperson                     | 16.10.1982          | -                 |  |
|  |                                       | Mrs. Siddhishree Jhunjhunwala | Executive-Non-Independent Director-Members                         | 26.09.2023          | -                 |  |
| 5. Corporate Social Responsibility Committee | Yes                                   | Mrs. Mina Roy                 | Non-Executive-Independent Director-Member                          | 26.03.2015          | -                 |  |
|  |                                       |                               |  |                     |                   |  |

| III | Meeting of Board of Directors                       |   |                                   |   |   |   |
|-----|---|---|-----------------------------------|---|---|---|
|     | Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Whether requirement of quorum met | Number of Directors present (other than ID) | Number of Independent Directors present | Maximum gap between any two consecutive (in number of days) |
|     | 25-07-2023  | 12-10-2023  | Yes                               | 2   | 2                                       | 28  |
|     | 04-08-2023  | 11-11-2023  | Yes                               | 2   | 2                                       | 29  |
|     | 31-08-2023  | 20-12-2023  | Yes                               | 2   | 3                                       | 38  |
|     | 13-09-2023  |   |                                   |   |   |   |

| IV | Meeting of Committees                               | Audit Committee                                     |                                   |   |   |   |
|----|---|---|-----------------------------------|---|---|---|
|    | Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Whether requirement of quorum met | Number of Directors present (other than ID) | Number of Independent Directors present | Maximum gap between any two consecutive (in number of days) |
|    | 04-08-2023  | 11-11-2023  | Yes                               | 1   | 3                                       | 98  |

| IV | Meeting of Committees                               | Nomination and Remuneration Committee               |                                   |   |   |   |
|----|---|---|-----------------------------------|---|---|---|
|    | Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Whether requirement of quorum met | Number of Directors present (other than ID) | Number of Independent Directors present | Maximum gap between any two consecutive (in number of days) |
|    |   |   |                                   |   |   | -   |

| IV | Meeting of Committees                               | Stakeholders Relationship Committee                 |                                   |   |   |   |
|----|---|---|-----------------------------------|---|---|---|
|    | Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Whether requirement of quorum met | Number of Directors present (other than ID) | Number of Independent Directors present | Maximum gap between any two consecutive (in number of days) |
|    |   |   |                                   |   |   |   |

| V | Meeting of Committees                               | Corporate Social Responsibility Committee           |                                   |   |   |   |
|---|---|---|-----------------------------------|---|---|---|
|   | Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Whether requirement of quorum met | Number of Directors present (other than ID) | Number of Independent Directors present | Maximum gap between any two consecutive (in number of days) |
|   |   | 11-11-2023  | Yes                               | 2   | 1                                       |   |

| IV Related Party Transactions  |  | Compliance Status<br>(Yes / No / NA) |
|--|--|--------------------------------------|
| Subject  |  | Yes / No / NA                        |
| Whether prior approval of audit committee obtained   |  | Yes                                  |
| Whether shareholder approval obtained for material RPT   |  | NA                                   |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee |  | NA                                   |

| VI. Affirmation |  |
|-----------------|--|
| 1               | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - Yes  |
| 2               | The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015  |
| a               | Audit Committee - Yes  |
| b               | Nomination & Remuneration Committee - Yes  |
| c               | Stakeholders' Relationship Committee - Yes   |
| d               | Risk Management Committee (applicable to top 500 listed entities) - NA   |
| 3               | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Yes             |
| 4               | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Yes |
| 5               | This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - Yes   |

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### Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter

No

Date of the event

Brief details of the event

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## Annexure 1

## VI. Affirmations

| Sr | Subject   | Compliance status (Yes/No) |
|----|---|----------------------------|
| 1  | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015   | Yes                        |
| 2  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015<br><b>a. Audit Committee</b>   | Yes                        |
| 3  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015.<br><b>b. Nomination &amp; remuneration committee</b>                                | Yes                        |
| 4  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015.<br><b>c. Stakeholders relationship committee</b>                                    | Yes                        |
| 5  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015.<br><b>d. Risk management committee (applicable to the top 1000 listed entities)</b> | NA                         |
| 6  | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.   | Yes                        |
| 7  | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.                             | Yes                        |
| 8  | This report and/or the report submitted in the previous quarter has been placed before Board of Directors.  | Yes                        |
| 9  | <b>Any comments/observations/advice of Board of Directors may be mentioned here:</b>  | <a href="#">Add Notes</a>  |

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## Annexure 1

| Sr | Subject           | Compliance status       |
|----|-------------------|-------------------------|
| 1  | Name of signatory | Siddhishree Jhunjunwala |
| 2  | Designation       | Director                |

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| Signatory Details     |                          |
|-----------------------|--------------------------|
| Name of signatory     | Siddhishree Jhunjhunwala |
| Designation of person | Director                 |
| Place                 | kolkata                  |
| Date                  | 13-01-2024               |

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