



# modern malleables limited

Regd./Corporate & Marketing Office :

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

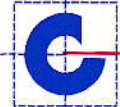
CIN - L27101WB1982PLC035371, GST No. : 19AABCM5669D1ZB

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JAS-ANZ



M5000712ID

ISO 9001:2008 Registered company  
Certificate Number Q-MM-02.17.192

Dated-13-04-2023

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

Sub: Compliance Report on Corporate Governance for the quarter and year ended on March 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 and year ended on March 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:

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 DIN - 00331168	Executive-Non-Independent Director	16.10.1982	01.06.2019	-	-	27.12.1954	1	-	1	0
Mr.	Mrinal Kumar Chowdhuri	PAN-ACDPC3773H DIN-00477522	Non-Executive-Independent Director	24.03.2000	-	-	96 Months	19.07.1943	1	1	1	1
Mrs.	Siddhisree Jhunjhunwala	PAN-ARUJK9731D DIN-08884963	Non-Executive-Non-Independent Director	26.09.2020	-	-	42 Months	30.04.1985	1	1	1	1
Mrs.	Mina Roy	PAN-APXPR5071C DIN-07161164	Non-Executive-Women Director	26.03.2015	-	-	108 Months	22.05.1962	2	2	2	2
Mr.	Pradip Kumar Ghosh	PAN-ATJPG7894G DIN-07083871	Non-Executive-Independent Director	10.08.022	-	-	8 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	-
		Mrs. Siddhishree Jhunjhunwala	Non Executive- Non-Independent Director-Member	26.09.2020	
		Mr Pradip Kumar Ghosh	Non-Executive-Independent Director-Member	10.08.022	
2. Nomination & Remuneration Committee	Yes	Mrs. Mina Roy	Non-Executive-Independent Director-Chairperson	26.03.2015	-
		Mrs. Siddhishree Jhunjhunwala	Non Executive- Non-Independent Director-Member	26.09.2020	
		Mr Pradip Kumar Ghosh	Non-Executive-Independent Director-Chairperson	10.08.022	-
3. Risk Management Committee(if applicable)	NA	Mrs. Mina Roy	Non-Executive-Independent Director-Member	26.03.2015	-
		NA	NA	NA	-
4. Stakeholders' Relationship Committee	Yes	Mr. Biswanath Jhunjhunwala	Executive-Non-Independent Director-Members	16.10.1982	-
		Mrs. Siddhishree Jhunjhunwala	Non Executive- Non-Independent Director-Chairperson	26.09.2020	
		Mrs. Mina Roy	Non-Executive-Independent Director-Member	26.03.2015	-
5. Corporate Social Responsibility Committee	Yes	Mr. Biswanath Jhunjhunwala	Executive-Non-Independent Director-Chairperson	16.10.1982	-
		Mrs. Siddhishree Jhunjhunwala	Non Executive- Non-Independent Director-Member	26.09.2020	
		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)
	14-10-2022	24-01-2023	Yes	2	1	60
	25-11-2022	27-03-2023	Yes	2	1	62

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)
	14-10-2022	24-01-2023	Yes	2	2	102

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)
		24-01-2023	Yes	2	1	

IV Related Party Transactions		Compliance Status (yes / No / NA)
Subject		
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

For Modern Malleables Limited

Siddhishree Jhurijhunnala  
Director

**Annexure II**

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

**I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="http://www.modernmalleables.com">www.modernmalleables.com</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://www.modernmalleables.com">www.modernmalleables.com</a>
3	Composition of various committees of board of directors	Yes		<a href="http://www.modernmalleables.com">www.modernmalleables.com</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://www.modernmalleables.com">www.modernmalleables.com</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://www.modernmalleables.com">www.modernmalleables.com</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="http://www.modernmalleables.com">www.modernmalleables.com</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://www.modernmalleables.com">www.modernmalleables.com</a>
8	Policy for determining 'material' subsidiaries	NA		NA
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://www.modernmalleables.com">www.modernmalleables.com</a>
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="http://www.modernmalleables.com">www.modernmalleables.com</a>
11	E-mail address for grievance redressal and other relevant details	Yes		<a href="http://www.modernmalleables.com">www.modernmalleables.com</a>
12	Financial results	Yes		<a href="http://www.modernmalleables.com">www.modernmalleables.com</a>
13	Shareholding pattern	Yes		<a href="http://www.modernmalleables.com">www.modernmalleables.com</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		NA
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		NA
16	New name and the old name of the listed entity	NA		NA
17	Advertisements as per regulation 47 (1)	Yes		<a href="http://www.modernmalleables.com">www.modernmalleables.com</a>
18	Credit rating or revision in credit rating obtained	NA		NA
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		NA
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="http://www.modernmalleables.com">www.modernmalleables.com</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="http://www.modernmalleables.com">www.modernmalleables.com</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		NA
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="http://www.modernmalleables.com">www.modernmalleables.com</a>

**Annexure II**

<b>II. Annual Affirmations</b>				
<b>Sr</b>	<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>	<b>If status is "No" details of non-compliance may be given</b>
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

1	Name of signatory:	Siddhishree Jhunjhunwala
2	Designation	Director

**Annexure II****III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
<b>Any other information to be provided</b>		

**Annexure II**

1	Name of signatory	Siddhishree Jhunjhunwala
2	Designation	Director



**Annexure-III**

<b>Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance Status</b>
Copy of annual report including balancesheet, profit & loss account, director report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of chairperson of nomination and remuneration committee at the Annual General Meeting	19(3)	Yes
Presence of chairperson of Stakeholder relation committee at the Annual General Meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedules V	Yes
<b>Name : Siddhishree Jhunjunwala</b>		
<b>Designation : Director</b>		
<b>Place: Kolkata</b>		

<b>Additional Half yearly Disclosure</b>			
Applicability of disclosure	Not Applicable		
Reason for Non Applicability	The Company has not given any loans, guarantees or provided any securities		
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>			
<b>(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to</b>			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
<b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or</b>			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
<b>(D) Additional Information</b>			
<b>II. Affirmations</b>			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever			
Name	Siddhishree Jhunjunwala		
Designation	Director		
Place	Kolkata		