

एनएमडीसी



NMDC

एन एम डी सी लिमिटेड NMDC Limited

(भारत सरकार का उद्यम) (A GOVT. OF INDIA ENTERPRISE)

पंजीकृत कार्यालय : 'खनिज भवन', 10-3-311/ए, कैसल हिल्स, मासाब टैंक, हैदराबाद - 500 028.
Regd. Office : 'Khanij Bhavan' 10-3-311/A, Castle Hills, Masab Tank, Hyderabad - 500 028.
नैगम पहचान संख्या / Corporate Identity Number : L13100TG1958 GOI 001674

No.18(5)/EGM/2024-Sectt.

19.11.2024

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| BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001 Scrip Code - 526371 | National Stock Exchange of India Limited Exchange Plaza, C- 1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai - 400051 Scrip Code - NMDC | The Calcutta Stock Exchange Limited 7, Lyons Range, Murgighata, Dalhousie, Kolkata - 700001 Scrip Code - 24131 |
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Dear Sir / Madam,

Sub: Notice of Extraordinary General Meeting of NMDC Ltd. and e-voting information.

Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Extraordinary General Meeting (EGM) of NMDC Limited will be held on Thursday, the 12th December, 2024 at 11:30 AM IST through video conferencing ("VC") / Other Audio Visual Means ("OAVM"). In compliance with the provisions of the Companies Act, 2013 read with circulars issued by Ministry of Corporate Affairs and SEBI, from time to time, the Notice of EGM has been sent on 19th November 2024 through electronic mode to all the Members who have registered their email addresses with the Company / Depositories / R&TA.

Further, Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date i.e. 5th December, 2024, shall be provided with the facility to exercise their right to vote by electronic means (e-voting) on all the resolutions set forth in the Notice of EGM. The remote e-voting period begins on 9th December 2024 (09.00 AM IST) and ends on 11th December, 2024 (05.00 PM IST). Voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

The Notice of EGM is also hosted on the Company's website at the link:

<https://www.nmdc.co.in/investors/investor-news>

The details on casting vote electronically and attending the EGM through VC/OAVM have been set out in the Notes to EGM Notice.

You are requested to please take note of the same.

Thanking you.

Yours faithfully,
for **NMDC Limited**

(Pravin Shekhar)
Company Secretary

Encl: as above



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NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting ('EGM') of the Members of **NMDC Limited** ("the Company") will be held on **Thursday, December 12, 2024, at 11.30 AM (IST)** through **Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")** deemed to be conducted at the Registered Office of the Company at **10 - 3 - 311 / A, Khanij Bhavan, Castle Hills, Masab Tank, Hyderabad, Telangana, 500028, India** to transact the following business:

SPECIAL BUSINESS:

Resolution No. 1

Appointment of Shri Subodh Kumar Singh (DIN: 01863607) as Government Director on the Board.

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

“RESOLVED THAT

Shri Subodh Kumar Singh (DIN: 01863607), who was appointed as Government Director on the Board of the Company in terms of Office Order no. S-14011/1/2022-BLA dated 6th November, 2024 issued by the Ministry of Steel, Government of India with immediate effect or until further orders whichever is earlier, and subsequently who was appointed by the Board of Directors as an Additional Director to hold the post of Government Director on the Board of the Company and who holds office upto the date of this General Meeting in terms of Section 152, 161 and other applicable provisions of the Companies Act, 2013 ("Act") and Rules made thereunder, Regulation 17 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing proposing his candidature for directorship under Section 160 of the Act, be and is hereby appointed as Government Director on the Board of the Company, on the terms and conditions as fixed by the Government of India and he shall be liable to retire by rotation.”

Resolution No. 2

Approval for increase in Authorised Share Capital and consequent alteration of capital clause of Memorandum & Articles of Association of the Company.

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

“RESOLVED THAT, pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), Article 32 of Articles of Association of the Company, consent of the members of

the Company be and is hereby accorded for increase in the Authorized Share Capital of the Company to ₹1000,00,00,000/- (Rupees One Thousand Crore only) divided into 1000,00,00,000 (One Thousand Crore only) equity shares of ₹1/- (Rupee One only) each from existing ₹400,00,00,000 (Rupees Four Hundred Crore only) divided into 400,00,00,000 (Four Hundred Crore only) equity shares of ₹1/- (Rupee One only) each by creation of additional 600,00,00,000 (Six Hundred Crore only) equity shares of ₹1/- (Rupee One only) each.”

“**RESOLVED FURTHER THAT**, pursuant to the provisions of Section 13, 61 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following:

“The authorized capital of the Company is ₹1000 crore divided into 1000,00,00,000 equity shares of ₹1/- each with the rights, privileges and conditions attaching thereto as may be provided by the Articles of Association of the Company for the time being, with the power to increase and reduce the capital of the Company and to divide the equity shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, guaranteed, qualified or special rights, privileges and conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company, but subject always to the provisions of the Companies Act.”

“**RESOLVED FURTHER THAT**, pursuant to the provisions of Section 14, 61 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the existing Clause 5 of the Articles of Association of the Company be and is hereby amended and substituted by the following:

“The Authorised share capital of the Company shall be ₹1000 crore divided into 1000,00,00,000 equity shares of ₹1/- each; provided that the Company may alter the conditions of its memorandum so as to increase its share capital by such amount as it thinks expedient by issuing new shares in the manner prescribed in the Act.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including but not limited to seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

“**RESOLVED FURTHER THAT**, Board of Directors, be and is hereby authorized to delegate all or any of the powers conferred by these resolutions to Committee(s) or any other Director(s), Company Secretary or any other Officer(s) of the Company to give effect to the foregoing resolution, with power to such Committee(s) to further delegate all or any of its powers.”

Resolution No. 3

Approval for issue of Bonus Shares to the Shareholders of the Company.

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

“**RESOLVED THAT** pursuant to Section 63 and other provisions of the Companies Act, 2013 and Rules made thereunder, Article 38(a) of the Articles of Association and in accordance with the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Foreign Exchange and Management Act, 1999, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all other applicable provisions, circulars, regulations and guidelines issued from time to time by the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and other statutory authorities and subject to such consents and

approvals as may be required from the appropriate authorities and subject to such terms and modifications as may be specified while according such approvals, the consent of the members of the Company be and is hereby accorded to capitalize a sum of ₹ 586.12 Crores; comprising of ₹ 103.40 Crores standing to the credit of Capital Redemption Reserve and balance ₹ 482.72 Crores from General Reserve of the Company, as per the audited financial statements of the Company for the financial year ended March 31, 2024 and that the said amount be transferred to the Share Capital Account and be applied for issue and allotment of equity shares not exceeding 586,12,11,700 Equity Shares of ₹ 1/- each as bonus shares credited as fully paid up, to the eligible Members of the Company holding equity shares of ₹ 1/- each whose names appear in the Register of Members/Beneficial Owners' position of the Company on such date ("Record Date") as may be fixed by the Company, in the proportion of **2 (Two)** new equity share(s) of ₹ 1/- each for every **1 (One)** existing equity share(s) of ₹ 1/- each held as on the Record Date, as may be fixed by the Company, and that the new bonus shares so issued and allotted shall be treated for all purposes as an increase of the nominal amount of the equity share capital of the Company held by each of such member(s) and not as income."

"RESOLVED FURTHER THAT the new equity shares of ₹ 1/- each to be issued and allotted as bonus shares shall be subject to the provisions of the Memorandum & Articles of Association of the Company and shall rank *pari passu* in all respects and carry the same rights as the existing fully paid equity shares of the Company."

"RESOLVED FURTHER THAT the allotment of the new bonus equity shares to the extent that they relate to Non-Resident members, Foreign Portfolio Investors (FPIs), Persons of Indian Origin (PIO), Overseas Corporate Bodies (OCBs) and other foreign investors of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and other applicable rules/regulations/guidelines issued/amended by RBI from time to time, in this regard."

"RESOLVED FURTHER THAT, pursuant to SEBI (ICDR) Regulations, 2018 and SEBI (LODR) Regulations, 2015, the allotment of shares in bonus issue shall be made only in dematerialized form and thus, in case of members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be transferred to the Suspense Account opened in this regard, within such time as prescribed by law and the relevant authorities, subject to guidelines issued by SEBI in this regard. No letter of allotment shall be issued to the allottees of newly issued Bonus shares."

"RESOLVED FURTHER THAT, approval be and is hereby accorded for listing of the bonus shares at BSE Limited, National Stock Exchange of India Limited and Calcutta Stock Exchange (the Stock Exchanges) as per the statutory guidelines / regulations prescribed by SEBI and any other regulatory authority."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee duly constituted by the Board or any authority as may be approved by the Board) be and is hereby authorized to do and execute all such acts, deeds and things as may be necessary for giving effect to the above resolutions, including to settle any question or doubt or difficulty whatsoever that may arise with regard to issue, allotment and listing of the said bonus shares."

Resolution No. 4

Appointment of Shri Joydeep Dasgupta (DIN: 10837095) as Director (Production) on the Board.

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

"RESOLVED THAT

Shri Joydeep Dasgupta (DIN: 10837095), who was appointed Director (Production) on the Board of the Company in terms of Office Order no. 14013/1/2023-BLA dated 13th November, 2024 issued by the Ministry

of Steel, Government of India, with effect from the date of assumption of charge i.e. 15th November, 2024 till the date of his superannuation i.e. 30th April, 2028, or until further orders, whichever is earlier, subject to the final outcome of W.P. No. 14454/2024 in the High Court of Karnataka (Bengaluru Branch); and subsequently who was appointed by the Board of Directors as an Additional Director to hold the post of Director (Production) of the Company and who holds office upto the date of this General Meeting in terms of Sections 152, 161 and other applicable provisions of the Companies Act, 2013 (“Act”) and Rules made thereunder, Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing, proposing his candidature for Directorship under Section 160 of the Act, be and is hereby appointed as a Director on the Board of the Company, liable to retire by rotation.”

**By the order of Board of Directors
For NMDC Limited**

**Place: Hyderabad
Date: 19th November 2024**

**Sd/-
(Pravin Shekhar)
Company Secretary**

Notes:

1. Ministry of Corporate Affairs (“MCA”), vide its General Circular No. 09/2024 dated 19th September 2024 read with other previous MCA General Circulars No. 09/2023 dated 25th September 2023, 10/2022 dated 28th December 2022, 02/2022 Dated 5th May 2022, No. 20/2020 dated 5th May 2020, No. 17/2021 dated 13th April 2021 and No. 14/2021 dated 8th April 2021 (collectively referred to as “MCA Circulars”), has permitted Companies to hold their Extra Ordinary General Meetings through Video Conference (VC) or Other Audio Visual Means (OAVM).

In compliance with the aforesaid MCA Circulars, applicable provisions of the Companies Act, 2013 (“Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), this Extra Ordinary General Meeting (EGM) is being held through VC / OAVM. The proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company at 10-3-311/A, Khanij Bhavan, Castle Hills, Masab Tank, Hyderabad - 500028, Telangana, which shall be deemed venue of the EGM.

2. As per the Companies Act, 2013, a Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and, a proxy need not be a member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating remote e-voting and e-voting on the date of EGM.
4. In compliance with the aforesaid MCA Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. The Company shall send the physical copy of Notice of EGM to those Members who request the same at cs@nmhc.co.in mentioning their Folio No./DP ID and Client ID. Members may note that the EGM Notice has been uploaded on the website of the Company: www.nmhc.co.in, and can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and is also available on the website of NSDL - www.evoting.nsdl.com.
5. Institutional / corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authorization letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to attend the EGM through VC/OAVM and to vote on their behalf. The said resolution/authorization letter shall be sent to the Scrutinizer by e-mail through its registered email address to corporategovernance03@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional investors are encouraged to attend and vote at the meeting through VC/OAVM.

6. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Businesses, as set out above is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to cs@nmdc.co.in.
7. Details of the Directors seeking appointment at the EGM as mandated under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto and forms part of the Notice.
8. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. Voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the **Cut-off date i.e., Thursday, 5th December 2024**.
10. Members who have cast their vote by remote e-voting prior to the EGM may also attend/ participate in the EGM through VC / OAVM but shall not be entitled to cast their vote again.
11. Since the EGM will be held through VC / OAVM, the Route Map is not required and hence not annexed to this Notice.
12. Shri Brajesh Agrawal (Membership No. FCS: 5771) of M/s B.R. Agrawal & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting during EGM in a fair and transparent manner.
13. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast during the meeting and thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
14. The results declared along with Scrutinizer's Report shall be placed on the Company's website www.nmdc.co.in and on the website of NSDL: <https://www.evoting.nsdl.com> immediately after the declaration of results by the Chairman or a person authorized by him in writing. The Company shall simultaneously communicate the results to the BSE Limited (BSE), National Stock Exchange of India Limited (NSE), and the Calcutta Stock Exchange Limited (CSE), where the shares of the Company are listed, within two working days of conclusion of the EGM.

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING EXTRA ORDINARY GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, 9th December 2024 at 09:00 A.M. and ends on Wednesday, 11th December, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the **Cut-off date i.e., Thursday, 5th December 2024**, may cast their vote electronically. 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 **Thursday, 5th December 2024**.

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





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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting 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 shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none">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 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.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.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"><p>NSDL Mobile App is available on</p><p> App Store  Google Play</p><div style="display: flex; justify-content: space-around;"></div></div> |

| | |
|--|--|
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 is also links 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 No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting 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 above-mentioned website.

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

| 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 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 toll free no. 1800 22 55 33 |

B) Login Method for e-Voting and joining virtual meeting 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 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 :

| 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 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to corporategovernance03@gmail.com 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.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Sarita More, Assistant Manager at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to ims@nmdc.co.in / info@aarthisconsultants.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ims@nmdc.co.in / info@aarthisconsultants.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members 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.

Instructions for Members for E-Voting on the day of the EGM are as under:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

Instructions for members for attending the EGM through VC/OAVM are as under:-

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders have any queries relating to the items of business being considered at this EGM, may send the same in advance mentioning their name demat account number/folio number, email id, mobile number at cs@nmdc.co.in. The same will be replied by the company suitably.
6. Members who would like to ask questions on the items of business being considered at this EGM, may register themselves as a Speaker by sending their request from 5th December 2024 (9.00 a.m. IST) to

8th December 2024 (5.00 p.m. IST) mentioning their name, DP ID and Client ID /folio number, email id, mobile number at: cs@nmdc.co.in.

7. Those shareholders who have registered themselves as a Speaker, will only be allowed to ask questions relating to the items of business, during the meeting. The Company reserves the right to restrict the number of questions and speakers depending on the availability of time for the EGM.
8. Members who need assistance before or during the EGM, can contact NSDL, Ms. Sarita More, Assistant Manager at evoting@nsdl.co.in or call on toll free no.: 1800 1020 990 and 1800 22 44 30.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESSES SET OUT IN THE NOTICE.

Resolution No. 1

Appointment of Shri Subodh Kumar Singh (DIN: 01863607) as Government Director on the Board.

In terms of Ministry of Steel, Government of India Order No. S-14011/1/2022/BLA dated 6th November, 2024, Shri Subodh Kumar Singh (DIN: 01863607) was appointed as Government Director on the Board of the Company with immediate effect or until further orders. He was subsequently appointed by the Board of Directors as an Additional Director to hold the post of Government Director on the Board of the Company with effect from 6th November 2024, subject to the approval of the Members of the Company in the General Meeting and is liable to retire by rotation in terms of provisions of the Companies Act, 2013. In terms of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, he would hold office up to the date of the ensuing General Meeting. The notice under Section 160 of the Companies Act, 2013 has been received from a member proposing the name of Shri Subodh Kumar Singh as a candidate for the office of Director of the Company.

Details of Director seeking reappointment at the Extra Ordinary General Meeting (Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards (SS-2)

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| Name of the Director | Shri Subodh Kumar Singh (DIN: 01863607) |
| Date of Birth & Age | 15 th August 1973 (51 years) |
| Date of Appointment | 6 th November 2024 |
| Qualifications | B.E. - Electrical Engineering, IIT Roorkee M.E. - Electrical Engineering, IIT Roorkee Masters' degree in Business Administration from IGNOU. |
| Nature of expertise in specific functional areas | Shri Subodh Kumar Singh, Additional Secretary & Financial Advisor, Ministry of Steel Government of India, belongs to the Indian Administrative Service (Chhattisgarh Cadre 1997). He is an Electrical Engineering Graduate from IIT Roorkee. He also holds a master degree in Electrical Engineering from IIT Roorkee and holds a master degree in Business Administration from IGNOU. |
| Terms and conditions of appointment and remuneration | Being a Govt. Company, the Directors on the Board are appointed by the President of India acting through the Administrative Ministry i.e. Ministry of Steel, Govt. of India. The terms and conditions of appointment and remuneration are also as per extant policies/guidelines of the Government of India. |

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| Number of Board meetings attended during their tenure in FY 2024-25 | 2 out of 2 meetings |
| Disclosure of relationships with other Directors and KMPs | There exists no relationship with other Directors and Key Managerial Personnel <i>inter-se</i> . |
| Directorship held in other listed entities and the membership of Committees of the Board | <u>Directorship held in other listed entities:</u> NMDC Steel Limited (w.e.f. 6 th November 2024) <u>Committee memberships:</u> Nil |
| Listed entities from which resigned in the past three years | Nil |
| No. of Equity Shares held in NMDC Limited | Nil |

Shri Subodh Kumar Singh is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Save and except Shri Subodh Kumar Singh and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the Resolution set out at Item No. 1 of the Notice.

The Board considers it desirable to appoint Shri Subodh Kumar Singh as Government Director and recommend this Resolution for approval of the shareholders.

Resolution No. 2

Approval for increase in Authorized Share Capital of the Company and consequent alteration of capital clause of Memorandum & Article of Association of the company.

The present Authorized Share Capital of the Company is ₹ 400,00,00,000/- (Rupees Four Hundred Crore only), divided into 400,00,00,000 (Four Hundred Crore) Equity Shares of ₹ 1/- (Rupees One only) each and paid up share capital of the Company is ₹ 293,06,05,850/- (Rupees Two Hundred Ninety-Three Crore Six Lakh Five Thousand Eight Hundred Fifty only) divided into 293,06,05,850 (Two Hundred Ninety-Three Crore Six Lakh Five Thousand Eight Hundred Fifty) Equity Shares of ₹ 1/- (Rupee One only) each.

Department of Investment and Public Asset Management (DIPAM) vide its Office Memorandum No. F. No 5/2/2016-Policy dated 27th May, 2016 issued comprehensive guidelines on capital re-structuring which requires to comply by every CPSEs.

In compliance of the aforesaid DIPAM Guidelines on Capital Restructuring during the financial year 2024-25, the Board of Directors in their 570th meeting held on November 11, 2024, has considered and accorded their approval for increasing the Authorized Share Capital from ₹400,00,00,000/- (Rupees Four Hundred Crore only) to ₹1000,00,00,000/- (Rupees One Thousand Crore) divided into 1000,00,00,000 (One Thousand Crore) equity

shares of ₹1/- (Rupee One only) each ranking *pari passu* with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company subject to the alteration of capital clause of Memorandum & Articles of Association of the Company to that effect. Further, the President of India acting through the Administrative Ministry i.e. Ministry of Steel, Government of India has accorded approval for increase in the Authorized Share Capital of the Company from ₹400.00 crore to ₹1,000 crore.

As on 31st March, 2024, the total reserves & surplus of the Company stood at ₹25,285.76 Crore. With a view to rationalize the capital structure, the Board of Directors in its meeting held on 11th November, 2024 has proposed to issue bonus shares at the ratio of **2:1** i.e. 2 (Two) fully paid up bonus equity shares of ₹1/- each for every 1 (One) existing fully paid up equity share of ₹1/- each, to the shareholders appearing in the Register of Members as on the Record Date, as may be fixed by the Company. The new equity bonus shares to be allotted and issued shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank *pari passu* in all respects with the existing fully paid equity shares of the Company. The said Bonus issue also necessitates increase of Authorized Share Capital of the Company.

Pursuant to the provisions of Section 13, 14 and 61 of the Companies Act, 2013, approval of the Members is sought for increasing the Authorized Share Capital of the Company and consequential alteration in the Memorandum & Articles of Association of the Company by way of passing Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise in the said resolution.

Accordingly, the Board of Directors of the Company recommends Resolution No. 2 of this notice for your approval as an Ordinary Resolution.

Resolution No. 3

Approval for issue of Bonus Shares to the Shareholders of the Company

Department of Investment and Public Asset Management (DIPAM) vide its Office Memorandum No. F. No 5/2/2016-Policy dated 27th May, 2016 issued comprehensive guidelines on capital re-structuring which requires to comply by every CPSEs.

Accordingly, in order to make compliances of DIPAM Guidelines on Capital Restructuring in financial years for FY 2024-25, the Board of Directors at their meeting held on 11th November, 2024 have recommended the issue of bonus shares in the proportion of **2:1** i.e. 2 (Two) fully paid up equity shares of ₹1/- each for every 1 (One) existing fully paid up equity shares of ₹1/- each of the Company held by the Shareholders on Record Date, as may be fixed by the Company, by capitalization of a sum of ₹586.12 Crores; comprising of ₹103.40 Crores standing to the credit of Capital Redemption Reserve and balance ₹482.72 Crores from General Reserve of the Company, as per the audited financial statements of the Company for the financial year ended 31st March, 2024. The same is proposed to be applied in full by issuing at par 586,12,11,700 (Five Hundred Eighty Six Crore Twelve Lakh Eleven Thousand Seven Hundred) new equity shares of ₹1/- each as bonus shares. Consequently, the paid-up equity share capital of the Company will increase to ₹879,18,17,550/- (Rupees Eight Hundred Seventy Nine Crore Eighteen Lakh Seventeen Thousand Five Hundred Fifty Only) from existing ₹293,06,05,850/- (Rupees Two Hundred Ninety Three Crore Six Lakh Five Thousand Eight Hundred Fifty only).

The Articles of Association of the Company authorize the Company to issue bonus shares by the capitalization of reserves & surplus by the Board of Directors of the Company.

The issue of bonus shares, if approved by the shareholders, will be made in line with the provisions of Section 63 of the Companies Act, 2013, SEBI (LODR) Regulations, SEBI (ICDR) Regulations or any other statutory provisions for the time being in force and subject to consents and approvals as may be required from the appropriate authorities.

Pursuant to SEBI (ICDR) Regulations, 2018 and Listing Regulations, 2015, the allotment of shares in bonus issue shall be made only in dematerialized form and thus, in case of members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be transferred to the Demat Suspense Account opened in this regard, within such time as prescribed by law and the relevant authorities, subject to guidelines issued by SEBI in this regard. No letter of allotment shall be issued to the allottees of newly issued Bonus shares.

The new equity shares of ₹ 1/- each to be issued and allotted as bonus shares shall be subject to the provisions of the Memorandum & Articles of Association of the Company and shall rank *pari passu* in all respects and carry the same rights as the existing fully paid equity shares of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise in the said resolution.

Accordingly, the Board of Directors of the Company recommends Resolution No. 3 of this notice for your approval as an Ordinary Resolution.

Resolution No. 4

Appointment of Shri Joydeep Dasgupta (DIN: 10837095) as Director (Production) on the Board.

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| Name of the Director | Shri Joydeep Dasgupta (DIN: 10837095) |
| Date of Birth & Age | 30 th April, 1968 (56 years) |
| Date of Appointment | 15 th November, 2024 |
| Qualifications | Electrical Engineering graduate from BIT-Sindri |
| Nature of expertise in specific functional areas | <p>Shri Joydeep Dasgupta (DIN: 10837095), an Electrical Engineering graduate from BIT-Sindri, has built an illustrious career spanning over three decades in the mining and steel industry. He began his professional journey in 1991 as a Management Trainee at SAIL's Raw Materials Division and steadily progressed to key leadership positions, including his most recent role as Executive Director (Mines) at SAIL. During his 27-year tenure at RMD Mines, Shri Dasgupta managed critical functions such as maintenance, operations, and material handling plants. Shri Dasgupta also served as the CEO of International Coal Ventures Pvt. Ltd. (ICVL), where he oversaw the operation of coal mining assets in Mozambique. Under his leadership, ICVL ensured the seamless supply of coking and thermal coal to Indian promoter companies.</p> <p>His global exposure includes specialized technical training in Austria and participation in the Advanced Global Techno-Management Program at ESCP, Paris. Shri Dasgupta has also represented India in international delegations to Russia and Siberia, exploring alternative sources for coking coal & PCI.</p> <p>Shri Dasgupta is a vivid learner and has keen interest in adapting contemporary developments in mining and steel industry. He proactively engages with his network amongst consultants and peers from industries to learn about latest technologies and best practices.</p> |

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| Terms and conditions of appointment and remuneration | Being a Govt. Company, the Directors on the Board are appointed by the President of India acting through the Administrative Ministry i.e. Ministry of Steel, Govt. of India. The terms and conditions of appointment and remuneration are also as per extant policies/guidelines of the Government of India. |
| Number of Board meetings attended during their tenure so far during FY 2024-25 | 1 out of 1 meeting. |
| Disclosure of relationships with other Directors and KMPs | There exists no relationship with other Directors and KMP inter-se. |
| Directorship held in other listed entities and the membership of Committees of the Board | <u>Directorship held in other listed entities</u> : NMDC Steel Limited (w.e.f. 15 th November 2024) <u>Committee memberships</u> - Nil |
| Listed entities from which resigned in the past three years | Nil |
| No. of Equity Shares held in NMDC Limited | Nil |

Shri Joydeep Dasgupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Save and except Shri Joydeep Dasgupta and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the Resolution set out at Item No.4 of the Notice.

The Board considers it desirable to appoint Shri Joydeep Dasgupta as Director (Production) and recommend this Resolution for approval of the shareholders.

**By the order of Board of Directors
For NMDC Limited**

**Place: Hyderabad
Date: 19th November, 2024**

**Sd/-
(Pravin Shekhar)
Company Secretary**