



**MOIL LIMITED**

(A Government of India Enterprise)  
Regd. Off.: MOIL Bhawan, 1A Katol Road,  
NAGPUR – 440 013

Website: [www.moil.nic.in](http://www.moil.nic.in), E-Mail ID: [compliance@moil.nic.in](mailto:compliance@moil.nic.in), Ph.: 0712- 2806182, Fax: 0712-2591661, CIN: L99999MH1962GOI012398

CS/NSE-BSE/2018-19/221

Date: 28.08.2018

<b>To,</b> <b>The G.M. (Listing)</b> <b>National Stock Exchange of India Ltd.</b> <b>Exchange Plaza, Plot No.C-1, G Block,</b> <b>Bandra Kurla Complex, Bandra (East)</b> <b>Mumbai - 400053</b>	<b>To,</b> <b>Listing Department</b> <b>BSE Limited,</b> <b>Phiroze Jeejeebhoy Towers</b> <b>Dalal Street,</b> <b>Mumbai - 400001</b>
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**Sub: 56<sup>th</sup> Annual General Meeting (AGM) and Record Date.**

**Stock NSE: MOIL**  
**Code: BSE: 533286**  
**ISIN: INE490G01020**

Dear Sir,

This is to inform that 56<sup>th</sup> Annual General Meeting of the Company will be held on Thursday, 27<sup>th</sup> September, 2018, at 11.30 A.M. at MOIL Ltd., Golden Jubilee Hall, West Court Premises, in-front-of Z.P. (Ex-Govt.) High School, Katol Road, Nagpur – 440013.

Pursuant to Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, “record date” for the purpose of payment of final dividend, if declared by the shareholders at ensuing Annual General Meeting, shall be 14<sup>th</sup> September, 2018 (“the record date”) to determine the members entitled to receive the final dividend. The final dividend on equity shares will be paid / dispatched on or before 25<sup>th</sup> October, 2018 to eligible shareholders.

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the remote e-voting facility to the members of the Company. The remote e-voting facility will be available at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and the members holding shares either in physical form or in electronic form as on cut-off date (i.e., 20.09.2018) shall only be entitled for availing the remote e-voting facility. Please make note of the following dates for e-voting:



Date and time of commencement of remote e-voting	Monday, 24 <sup>th</sup> September, 2018 at 9.00 A.M.
Date and time of end of remote e-voting.	Wednesday, 26 <sup>th</sup> September, 2018 at 5.00 P.M.

The Annual Report with Notice of AGM can be downloaded at : [http://www.moil.nic.in/AR\\_MOIL\\_2017-18.pdf](http://www.moil.nic.in/AR_MOIL_2017-18.pdf)

This is for your kind information and record

Thanking you,

Yours faithfully,  
For MOIL Limited,

**N. D. Pandey**  
**(Company Secretary & Compliance Officer)**



## NOTICE OF 56<sup>th</sup> ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 56<sup>th</sup> Annual General Meeting of the Members of MOIL Limited will be held on Thursday, 27<sup>th</sup> September, 2018, at 11:30 A.M. at MOIL Ltd., Golden Jubilee Hall, West Court Premises, in-front-of Z.P. (Ex-Govt.) High School, Katol Road, Nagpur - 440 013, to transact the following business:

### ORDINARY BUSINESS

- (1) To receive, consider and adopt the audited financial statements of the Company including consolidated financial statements for the year ended 31<sup>st</sup> March, 2018 together with the Reports of the Board of Directors and Auditors thereon.
- (2) To declare Final Dividend of Rs. 2.50 per equity share and to confirm the interim dividend of Rs. 3.00 per equity share, already paid during the year, for the year ended March 31, 2018.
- (3) To consider continuation of the appointment of Shri Dipankar Shome, Director (Production & Planning) (DIN: 06435854), as a Director liable to retire by rotation as per applicable provisions of the Companies Act, 2013, subject to terms and conditions as determined by the Government of India vide order F.No.4/10/2015-BLA dated 12.09.2017 and further order(s) in this regard, if any.
- (4) To consider continuation of the appointment of Shri Rakesh Tumane, Director (Finance) (DIN: 06639859), as a Director liable to retire by rotation as per applicable provisions of the Companies Act, 2013, subject to terms and conditions as determined by the Government of India vide order F.No.4/1/2016-BLA dated 13.09.2017 and further order(s) in this regard, if any.
- (5) To authorise the Board of Directors to fix remuneration of Statutory Auditors of the Company for the financial year 2018-19 in compliance with the orders and directions of appointment by the Comptroller and Auditor-General of India.

### SPECIAL BUSINESS

- (6) To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** appointment of M/s Phatak Paliwal & Co., a practicing Cost Accountant, as Cost Auditor of the Company for the financial year 2018-19 at a remuneration of Rs. 1,50,000 (Rs. One Lakh Fifty Thousand only) plus tax as applicable and out of pocket expenses, for audit of the cost accounting records of the company, subject to and as per the provisions of applicable acts, rules, regulations, notifications, circulars, etc., be and is hereby ratified.

**RESOLVED FURTHER THAT** the Board of Directors and/ or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

- (7) To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to terms and conditions as determined by the Government of India vide Order No. F.No. 1(10)/2015-BLA(Vol-III) dated 16.11.2017 and pursuant to the provisions of Companies Act, 2013 read with Listing Regulations and other applicable laws, the consent of the members be and is hereby accorded for continuation of appointment Shri Vijayaraghavan M. Chariar (DIN-06554220), as an Independent Director of the Company, for a period of three years w.e.f. 16.11.2017 until otherwise decided by the Government of India through further order(s).

Place: New Delhi  
Date: 02.08.2018

By order of the Board of Directors

**Neeraj D. Pandey**  
(Company Secretary)

**Regd. Office:**  
MOIL LIMITED,  
MOIL Bhawan,  
1A Katol Road,  
Nagpur - 440 013

**NOTES:**

1. The company has opted to send the notice along with statement containing salient features of financial statement, i.e., abridged form of Annual Report, in the AOC-3A Form as prescribed under section 136 of the Companies Act, 2013. In case you want full Annual Report for the given financial year, please inform to Bigshare Services Pvt. Ltd. (Registrar and Transfer agents) or to the Company. It may be noted here that financial statements of the Company including consolidated financial statements for the year ended 31<sup>st</sup> March, 2018 have been prepared in accordance with Ind-AS. The full Annual Report as per Ind-As is available on company's website [www.moil.nic.in](http://www.moil.nic.in)
2. The relevant Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, in respect of Item No. 6 and 7 are annexed herewith
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED, STAMPED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING. A person can act as a 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. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. An authorised representative of the President of India or of the Governor of the State, holding shares in a company, may appoint a Proxy under his signature to attend and vote on their behalf at the Meeting and such authorised representative may appoint a Proxy under his signature.
6. Brief Resume of the Directors appointed since last Annual General Meeting and also of those whose appointment/re-appointment is proposed, as mandated under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with the Stock Exchanges, is annexed hereto and forms part of the notice.
7. Pursuant regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, "record date" for the purpose of payment of final dividend for the financial year ended 31<sup>st</sup> March, 2018, if declared at ensuing Annual General Meeting, shall be 14<sup>th</sup> September, 2018 ("the record date"). The final dividend on equity shares will be paid within 30 days after declaration to the members or their mandates whose names appear in the Company's Register of Members or in the statement of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository (India) Limited (NSDL) on the record date.
8. Requisitions, if any, for inspection of Proxies shall be received in writing from a member entitled to vote on any resolution at least 3 days before the commencement of the meeting shall be made available for inspection during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM
10. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
11. Route-map to the venue of the Meeting is provided in the Annual Report.
12. Members are requested to:-
  - Note that copies of Annual Report will not be distributed at the Annual General Meeting.
  - Bring their copies of Annual Report, Notice and Attendance Slip duly completed and signed, at the meeting.
  - 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 counter at the venue to be exchanged with the attendance slip.
  - Quote the Folio/Client ID & DP ID Nos. in all correspondence.
  - Members, who hold shares in dematerialized form are requested to bring their Client ID and DP ID Nos. for easier identification of attendance at the meeting
  - Note that due to security reasons, mobile phones, brief cases, eatables and other belongings may not be allowed inside the Meeting Hall.
  - Note that no gifts/coupons will be distributed at the Annual General Meeting.



13. Members are requested to notify immediately any change of address:
  - To their Depository Participant(DP) in respect of shares held in dematerialized form, and
  - To the Company at its Registered Office or to its RTA, M/s. Bigshare Services Pvt. Ltd. in respect of their physical shares, if any, quoting their folio number.
14. Facility of payment of dividend through ECS / NECS is available. Those shareholders who are holding shares in electronic mode should register their ECS mandate with their respective depository participants directly and shareholders who are holding equity shares in physical mode, they are requested to deposit ECS mandate with the Company or RTA.
15. The Notice of the AGM along with the Annual Report for 2017-18 are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the said documents. For Members who have not registered their e-mail addresses, physical copies of the notice and abridged financial statements are being sent. All these above mentioned documents will also be available on the Company's website [www.moil.nic.in](http://www.moil.nic.in) for download by the shareholders. We request shareholders to update their mail address with their depository participant to ensure that the annual reports and other documents reach them on their preferred mail address. Shareholders holding shares in physical form may intimate their e-mail address along with name, address and folio no. for registration at [investor@bigshareonline.com](mailto:investor@bigshareonline.com)
16. As mandated by the Securities and Exchange of India (SEBI), every participant in the securities market has to submit Permanent Account Number (PAN). Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.
17. **Pursuant to SEBI circular SEBI/HO/MIRSD/DOP1/CIR/2018/73 dated 20<sup>th</sup> April, 2018, shareholders holding shares in physical form whose folio do not have/have incomplete details with respect to PAN and bank particulars are mandatorily required to furnish the PAN and bank details to the Company/RTA for registration under their folio.**
18. In terms of SEBI Gazette Notification dated 8<sup>th</sup> June, 2018, shares in physical form will not be transferred after 5<sup>th</sup> December, 2018. Hence, members who are holding shares in physical form are requested to convert the shares in Demat form before the date mentioned above.
19. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).
20. Members seeking further information on the Financial Statement or any other matter contained in the Notice are requested to write to the Company at least 7 days before the meeting so that relevant information can be kept ready at the meeting.
21. Pursuant to Section 139(5) of Companies Act, 2013, the Auditors of a Government Company are to be appointed or re-appointed by the Comptroller and Auditor General of India and in terms of Section 142(1) of the Companies Act, 2013, their remuneration has to be fixed by the Company in General Meeting or in such manner as the Company in General Meeting may determine. The Members of the Company in the 55<sup>th</sup> Annual General Meeting held on August 20<sup>th</sup>, September, 2017 had authorised the Board of Directors to fix the remuneration of Statutory Auditors for the year 2017-18. Accordingly, the Board of Directors had fixed audit fee of Rs. 4,50,000 plus applicable tax and out of pocket expenses, for audit works of Standalone and Consolidated accounts. In line with the previous practice, the Members may authorise the Board to fix remuneration of Statutory Auditors as may be deemed fit by the Board. CAG vide their letter dated 19.07.2018 has appointment M/s Demble Ramani & Co., Chartered Account as Statutory Auditor for the Financial year 2018-19.
22. The Government of India vide Order Nos. F.No.4/10/2015-BLA dated 12.09.2017 and F.No.4/1/2016-BLA dated 13.09.2017 has appointed Shri Dipankar Shome as Director (Production & Planning) (DIN: 06435854) and Shri Rakesh Tumane, Director (Finance) (DIN 06639859) of MOIL, respectively. Pursuant to provisions of the Companies Act, 2013, Directors of the company (other than Independent Directors) are liable to retire by rotation. Hence, subject to terms and condition as determined by the Government of India in the above mentioned order and further order(s) in this regard, if any, the consent of the members is hereby sought for continuation of Shri Dipankar Shome and Shri Rakesh Tumane, as Directors, being longest in office a Director liable to retire by rotation, under the applicable provisions of the Companies Act, 2013.
23. The Board has recommended final dividend @ Rs. 2.50 per equity shares for the year 2017-18.
24. All the documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days (barring Saturday, Sunday and National Holiday), between 11:00 AM to 1:00 PM up to the date of AGM.

25. Voting through electronic means:

- (i) In compliance with provisions of Section 108 of the Companies Act, 2013, 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 SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM) (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- (ii) The facility for voting through ballot/polling paper shall be made available at the AGM 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 through ballot /polling paper.
- (iii) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (iv) The remote e-voting period commences on September 24, 2018 (9.00 am) and ends on September 26, 2018 (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 of 20.09.2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (v) The details of the process and manner for remote e-voting are explained herein 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 is mentioned below:**

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 :

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. 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) In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]: Member may obtain a user ID and password for casting his/her vote by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or by contacting NSDL at the toll free no. 1800-222-990 providing the details such as Demat account No. or Folio no., PAN, etc.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password: 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).

**Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

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.

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.

**Details 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" of company for which you wish 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**

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 [rajkotiyacs@gmail.com](mailto:rajkotiyacs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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.

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)

26. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
27. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20.09.2018.



28. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date, i.e., 20.09.2018, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990 or contact Mr. Amit Vishal, Senior Manager, National Securities Depository Ltd. Trade World, 'A' wing, 4<sup>th</sup> floor, Kamala mills Compound. Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, at the designated emails IDs: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [AmitV@nsdl.co.in](mailto:AmitV@nsdl.co.in) or at telephone nos. +91 8824994600/+91 2229994360 who will also address the grievances connected with the voting by electronic means Member may also write to the Company Secretary at the email ID: [compliance@gmail.nic.in](mailto:compliance@gmail.nic.in) or contact to telephone no. 0712-2806182

29. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
30. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot/polling paper.
31. Mr Amit K. Rajkotiya, Practicing Company Secretary, Nagpur (Membership No. F5561 & Certificate of Practice No. 5162) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
32. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Poling Paper", as the case may be, for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
33. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of conclusion of the AGM, 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.
34. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.moil.nic.in](http://www.moil.nic.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to National Stock Exchange of India Ltd. (NSE) and BSE Ltd. (BSE). The results shall also be displayed on the notice board at the Registered Office of the Company.
35. The Address of Registrar and Transfer agents of the company is as follows:

**Bigshare Services Pvt. Ltd.**

Bharat Tin Works Building, 1st Floor  
Opp. Vasant Oasis, Makwana Road  
Marol, Andheri East  
Mumbai 400059 - Maharashtra  
Tel: 022 62638200  
Fax: 022 62638299  
E-mail: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)  
CIN: U99999MH1994PTC076534



## ANNEXURE TO NOTICE

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF COMPANIES ACT, 2013**

#### **Item No.6 : Remuneration of Cost Auditors**

As per the provisions of Section 148 of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014, the Board of Directors on the recommendation of the Audit Committee, have approved the appointment of M/s Phatak Paliwal & Co., Cost Accountants, Nagpur, (ICWA Registration No. 000105) as Cost Auditors at a remuneration of Rs. 1,50,000 (Rs. One Lakh Fifty Thousand only) plus Tax as applicable and out of pocket expenses, for audit of the cost accounting records of the company for the financial year 2018-19.

A Certificate issued by the above firm regarding their eligibility for appointment as Cost Auditors will be available for inspection at the registered office of the Company during 11.00 A.M to 1.00 P.M on working days and shall also be available at the meeting.

Rule 14(a) (ii) of the Companies (Audit and Auditors) Rules, 2014 requires the remuneration of the Cost Auditor shall be considered and approved by the Board of Directors and ratified subsequently by the shareholders.

Accordingly, consent of the shareholders is sought for passing an Ordinary Resolution, as set out for this item in the Notice, for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2018.

None of the Directors and Key Managerial Personnel of the Company, their relatives, is in any way, concerned or interested, financially or otherwise, in the resolution set out for this item in the Notice.

The Board of Directors recommends the resolution set out for this item in the Notice for approval by the shareholders.

#### **Item No.7 : Appointment of Director**

In accordance with provisions Section 149, 152 of the Companies Act, 2013 (the Act), Listing Regulations and other applicable Rules, Independent Directors can be appointed on the Board of the company.

In MOIL, being a Government Company, the Directors are appointed by the President of India in terms of provisions Article 138 of its Article of Association. Accordingly, Government of India vide Order No. F.No. 1(10)/2015-BLA(Vol-III) dated 16.11.2017 has appointed Shri Vijayaraghavan M. Chariar, for a period of three years from the date of the letter or until further order of the Government of India, whichever is earlier. Accordingly, Shri Vijayaraghavan M. Chariar has been appointed as an Independent Director w.e.f. 16.11.2017.

The above Independent Director has submitted declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and eligible for continuation as Independent Director. In terms of the provisions of Section 150 of the Act, appointment of Independent Director is required to be approved by the company in the general meeting.

Brief resume of the Independent Director of the Company, nature of expertise in functional areas and names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors *inter-se* as stipulated under the Listing Regulations with the Stock Exchanges, are provided in Annexure to the Notice.

Shri Vijayaraghavan M. Chariar is interested in the resolution set out for this item in the Notice with regard to his appointment.

The relatives of the Independent Director of the Company may be deemed to be interested in the resolutions set out respectively for this item in the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the Directors and Key Managerial Personnel of the Company, their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out for this item in the Notice.

The Board of Directors recommends the resolution set out for this item in the Notice for approval by the shareholders.



## Brief Resume of Directors appointed during the Financial year 2017-18/ proposed to be re-appointed at 56<sup>th</sup> AGM

Name	Shri Dipankar Shome	Shri Rakesh Tumane	Shri Srinivas Tatipamala
Date of Birth / Age	28/05/1961 57 years	20/08/1970 48 years	01/03/1962 56 years
Date of first appointment on the Board	12/09/2017	28/09/2017	11/10/2017
Qualification	ME (Mining Engineering), Master of Industrial Relations and Personnel Management, M.A (Pub. Admn), First Class Mine Managers Certificate of Competency (FCC), F.I.E.	B.E., MBA, CIMA	MDM(Masters in Development Management), M.A, M. Phil(JNU, New Delhi)
Experience / Expertise in specific functional area	Shri Dipankar Shome is an experienced Mining Engineer with post Graduate degree in mining Engineering enrich with more than 30 years of working experience in the sphere of production, mine planning, capacity Enhancement Projects, Exploration, quality control, Dispatches and Logistics, HR etc in various capacities in CPSU in Manganese Ore and other Metal mines of the country. He Joined MOIL in 2008 as General Manager (Production) and last served as ED (Technical) of MOIL Since 2012. He monitored production and planning, conceptualised and monitored Capacity Expansion Projects and also took lead role in preparation of EPR & DPR, strategic Management Plan, Corporate Plan, Mining Plans,etc.	Shri Rakesh Tumane has an experience of working as Director (Finance) in "Indian Rare Earths Limited. Before that, he was heading Finance Department of MTNL, Mumbai. He has vast experience in Financial Strategy, planning and Cost Management. He also has international exposure of working on projects for elite organization like BT, PLC and Vodafone PLC in the UK. He has expertise in raising Finance, Project Evaluation and Corporate Governance. He has been teaching on these topics at leading management institutes at Mumbai	Shri T. Srinivas holds post of Joint Secretary in Ministry of Steel w.e.f. 01/07/2015 and <i>inter-alia</i> responsible for Administration & Establishment matters as well as matters relating to CPSEs allotted to him in the Ministry. He is from Central Secretariat Service (Direct Recruit) from Civil Service Examination, 1987 conducted by UPSC.
Terms and conditions of appointment / re-appointment <sup>@</sup>	He has been appointed Director(Production & Planning) for the period of five years w.e.f 12/09/2017 or till the date of his superannuation, or until further orders whichever is earlier, vide order dated on 12 <sup>th</sup> September, 2017	He has been appointed Director(Finance) for the period of five years w.e.f 28/09/2017 or till the date of his superannuation, or until further orders whichever is earlier; vide order dated 13 <sup>th</sup> September, 2017	He has been appointed as Government Nominee Director w.e.f 11.10.2017, vide order dated 11 <sup>th</sup> October, 2017.
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NO	NO	NO
Number of Meetings of the Board attended during (During 2017-18)	4 out of 4	4 out of 4	4 out of 4
Directorship held in other Companies (As on 31.3.2018)	<ul style="list-style-type: none"> <li>RINMOIL Ferro Alloys Private Limited</li> <li>SAIL &amp; MOIL Ferro Alloys Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>RINMOIL Ferro Alloys Private Limited</li> <li>SAIL &amp; MOIL Ferro Alloys Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>KIOCL LTD</li> </ul>
Membership / Chairmanship of Committees across other Companies*	NIL	NIL	NIL
No. of Shares held	452 Shares	20 Shares	NIL



Name	Shri Vijayaraghavan M. Chariar	Shri Sunil Porwal
Date of Birth / Age	16/08/1969 49 years	16/12/1958 59 years
Date of first appointment on the Board	16/11/2017	16/03/2018
Qualification	M.Sc.(Physics), M. Tech (Material Science) & Ph.D. (Physics)	Master's in Geology
Experience / Expertise in specific functional area	Shri V. M. Chariar is a faculty member at the Indian Institute of Technology, Delhi. Prof Chariar's basic training is in experimental materials science. Over last two decades, he has worked on diverse areas such as ecological sanitation, appropriate housing, design for sustainability, traditional knowledge system and joyous leadership. For his innovative pedagogy, Prof Chariar was awarded the teaching excellence award by IIT Delhi in 2011. Prof Chariar taught and researched at Arizona state University as a Fulbright in 2012-2013. He is author of several patents, publications, technical manuals and design registrations on innovative technologies.	Shri Sunil Porwal belongs to the 1983 batch in Indian Administrative Service, Maharashtra Cadre and has long experience in the Government of Maharashtra and Government of India. He has worked in departments like commercial taxes, food processing industry while working as MD of MAFCO. He has also worked in departments of procurement of agriculture commodities and marketing, area of water conservation and textile. He has been instrumental in designing various policies and programme reforming agriculture marketing system, cotton procurement mechanism, first policy in the state, digitization of various programmes for effective delivery of services etc. At present he is head of Industrial Department as additional Chief Secretary (Industries) since June 2017.
Terms and conditions of appointment / re-appointment @	He has been appointed as Non- Official Independent Director for a period of three years w.e.f 16.11.2017 vide order dated 16 <sup>th</sup> November, 2017.	He has been appointed as Maharashtra Government Nominee Director for a period of three years w.e.f 16.03.2018 till 06.03.2021, vide order dated 16 <sup>th</sup> March, 2018.
Relationship With other Directors, Manager and other Key Managerial Personnel of the company,	NO	NO
Number of Meetings of the Board attended during (During 2017-18)	0 out of 3	N.A**
Directorship held in other Companies (As on 31.3.2018)	<ul style="list-style-type: none"> <li>Clensta International Private Limited</li> <li>Ekam Eco Solutions Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>Mahanagar Gas Limited</li> <li>Maharashtra Airport Development Company Limited</li> <li>Sicom Limited</li> <li>Aurangabad Industrial Township Limited</li> <li>Maharashtra Information Technology Corporation Limited</li> </ul>
Membership / Chairmanship of Committees across other Companies*	NIL	<ul style="list-style-type: none"> <li>Maharashtra Airport Development Company Limited</li> </ul>
No. of Shares held	NIL	NIL

@ MOIL, being a Govt. Company, all the appointments are made and terms & conditions thereto are fixed by the Govt. of India.

\*Membership/Chairmanship of Audit Committee and Stakeholders' Relationship Committee of other Companies has been considered.

\*\*No Board Meeting was after his appointment held upto 31/03/2018

The details regarding remuneration have been given in Corporate Governance Report.



# MOIL LIMITED

(A Government of India Enterprise)

Regd. Off.: MOIL Bhawan, 1A Katol Road, NAGPUR – 440 013

Website: www.moil.nic.in, E-Mail ID: compliance@moil.nic.in, Ph.: 0712- 2806182, Fax: 0712-2591661, CIN: L99999MH1962GOI012398

## 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 : .....

E-mail Id : .....

Folio No / Client Id / DP ID : .....

No. of Shares : .....

I/We, being the member of the above named company, hereby appoint

Name : .....

Address : .....

E-mail Id : .....

Signature : .....

**or failing him/her**

Name : .....

Address : .....

E-mail Id : .....

Signature : .....

**or failing him/her**

Name : .....

Address : .....

E-mail Id : .....

Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 56<sup>th</sup> Annual General Meeting of the Company to be held on Thursday 27<sup>th</sup> September, 2018 at 11.30 a.m. at MOIL Ltd., Golden Jubilee Hall, West Court Premises, In-front-of Z.P. (Ex-Govt.) High School, Katol Road, Nagpur - 440 013 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	For*	Against*
<b>Ordinary Business</b>			
1	Adoption of Audited Financial Statements (including consolidated financial statements) for the financial year ended March 31, 2018 and reports of the Board of Directors and the Auditors thereon.		
2	Declaration of final dividend for the financial year 2017-18.		
3	To consider continuation of the appointment of Shri Dipankar Shome, Director (Production & Planning) (DIN: 06435854), as a Director liable to retire by rotation		
4	To consider continuation of the appointment of Shri Rakesh Tumane, Director (Finance) (DIN: 06639859), as a Director liable to retire by rotation		
5	Fixation of remuneration of the Statutory Auditors of the Company for the year 2018-19		
<b>Special Business</b>			
6	Ratification of remuneration of the Cost Auditors of the Company for the year 2018-19		
7	Approval of continuation of Shri Vijayaraghavan M. Chariar (DIN-06554220), as an Independent Director of the Company		

Signed this .....day of....., 2018

.....  
Signature of Proxy holder(s)

.....  
Signature of shareholder

Please affix Re.1/- Revenue Stamp

**Note: 1 ) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

**2) \*This is only optional. Please put 'X' in the appropriate column against the resolution indicated in the box. If you leave 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate**



## MOIL LIMITED

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### ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Member/Proxy \_\_\_\_\_  
(First) (Middle) (Surname)

I hereby record my presence at the 56<sup>th</sup> Annual General Meeting of the Company to be held on Thursday, 27<sup>th</sup> September, 2018 at 11.30 am at MOIL Ltd., Golden Jubilee Hall, West Court Premises, In-front-of Z.P. (Ex-Govt.) High School, Katol Road, Nagpur - 440 013.

Folio / Client ID	
DP ID Nos.	
No. of Shares held	

\_\_\_\_\_  
(Signature of Member/Proxy)

**Note: This attendance slip is valid only in case shares are held on the date of meeting.**

**ROUTE MAP OF 56<sup>TH</sup> AGM VENUE**

