

एन एम डी सी



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(6)/2022- Sectt

28th June 2022

1. The BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001	2. National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051
3. The Calcutta Stock Exchange Limited, 7, Lyons Range, Kolkata – 700001	

Dear Sir / Madam,

Sub: Summary of the proceedings of the Meetings of Equity Shareholders and Unsecured Creditors of NMDC Limited held on 28th June 2022

Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; Scrip Code: 526371; Security ID: NMDC

The Meetings of Equity Shareholders and Unsecured Creditors (whose debt is of a value more than INR 1,00,00,000 as on September 30, 2021) of NMDC Limited were held on Tuesday the 28th June 2022 at 11.00 A.M. IST and 12.30 P.M. IST respectively through video conferencing ("VC") / Other Audio Visual Means ("OAVM"), in pursuance of the Order of the Ministry of Corporate Affairs, Government of India dated 11th April 2022.

Please find attached the following:

1. Summary of the proceedings of the meeting of Equity Shareholders of NMDC Limited held on Tuesday the 28th June 2022 at 11.00 A.M. IST
2. Summary of the proceedings of the meeting of Unsecured Creditors (whose debt is of a value more than INR 1,00,00,000 as on September 30, 2021) of NMDC Limited held on Tuesday the 28th June 2022 at 12.30 P.M. IST

This is for your information and record please.

Thanking you



Yours faithfully,
For **NMDC Limited**

A S Pardha Saradhi
ED (Company Secretary)

Encl: A/a



Summary of the Proceedings of the meeting of Equity Shareholders of NMDC Limited held on Tuesday the 28th June 2022 at 11.00 A.M.

The meeting of Equity Shareholders of NMDC Limited was held on Tuesday the 28th of June 2022 at 11.00 A.M. IST through video conferencing ("VC") / Other Audio Visual Means ("OAVM").

Total number of Equity Shareholders as on cut-off date (29th April 2022): 6,06,187

Members present through VC/OAVM: 64 no.s

Present through video conferencing ("VC") / Other Audio Visual Means ("OAVM"):

Chairperson of the meeting:

Smt Rasika Chaube, Additional Secretary, Ministry of Steel, Government of India

Directors of the Company:

1. Shri Amitava Mukherjee, Director (Finance)
2. Shri Somnath Nandi, Director (Technical)
3. Shri Dilip Kumar Mohanty, Director (Production)

Scrutinizer:

Shri CA Prabhakar Reddy, Chartered Accountant, Scrutinizer

In attendance:

1. Shri A S Pardha Saradhi, ED (Company Secretary) and Compliance Officer
2. Shri Bhaskara Murthy, M/s Aarthi Consultants Private Limited, Registrar and Share Transfer Agents

ED (Company Secretary) welcomed the Equity Shareholders to the meeting of Equity Shareholders of the Demerged Company.

- 1) The meeting of Equity Shareholders was convened in pursuance of the Order dated 11th April 2022 of the Ministry of Corporate Affairs, Government of India in Company Application No. 24/1/2022-CL-III OF 2022 (MCA Order) filed with the Ministry of Corporate Affairs under sections 230-232 of the Companies Act, 2013 for approving scheme of arrangement between M/s NMDC Limited ("Demerged Company") and M/s NMDC Steel Limited





("Resulting Company") and their respective Shareholders and Creditors ("the Scheme").

- II) The Meeting of Equity Shareholders was held in terms of the notice dated 4th May 2022 issued by Smt. Rasika Chaube, Additional Secretary, Ministry of Steel, Government of India, the Chairperson appointed by the Ministry of Corporate Affairs (MCA), Government of India pursuant to the MCA order.
- III) As per the notice dated 4th May 2022, the meeting of Equity Shareholders was earlier scheduled to be held on 7th June 2022 at 11.00 a.m. through VC/OAVM. Due to unforeseen circumstances and lack of quorum, the meeting of equity shareholders was adjourned and the same was held on 28th June 2022 at 11.00 a.m. through VC/OAVM.
- IV) The Demerged Company intimated BSE Limited, National Stock Exchange of India Limited and the Calcutta Stock Exchange Limited ("Stock Exchanges"), where the equity shares of the Demerged Company are listed, regarding the adjournment of meeting of equity shareholders scheduled on 7th June 2022 to 28th June 2022.
- V) The Demerged Company also published the newspaper advertisement regarding the adjournment of the meeting in: (i) Times of India, an English daily newspaper (Hyderabad and Chhattisgarh editions); (ii) Eenadu, a Telugu daily newspaper in Hyderabad where the registered office of the Demerged Company is situated; and (iii) Dainik Bhaskar, a Hindi daily newspaper in Nagarnar, Bastar where the registered office of the Resulting Company is situated, intimating the equity shareholders of the Demerged Company about the adjourned meeting.
- VI) The Demerged Company had made arrangements for e-voting through National Securities Depository Limited (NSDL) an authorized agency of Ministry of Corporate Affairs, Govt. of India pursuant to provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The remote e-voting period commenced on Sunday, 8th May 2022 at 10.00 a.m. IST and closed on Monday 6th June 2022 at 5.00 p.m. IST. The Demerged Company also provided e-voting facility to its Equity Shareholders during the meeting. E-voting window was open for voting during the meeting and the Equity Shareholders who had not already cast their vote during remote e-voting period, were requested to cast their vote.





- VII) The Demerged Company had appointed Shri CA Prabhakar Reddy, Practicing Chartered Accountant as the scrutinizer to scrutinize the remote e-voting process and voting during the meeting in a fair and transparent manner.
- VIII) After ascertaining requisite quorum for the meeting as required in terms of Section 103 of the Companies Act, 2013, Chairperson was requested to take the Chair and conduct the proceedings of the Meeting.
- IX) Smt Rasika Chaube, Chairperson, Additional Secretary, Ministry of Steel, Government of India, chaired the proceedings of the meeting and welcomed the equity shareholders to the meeting convened pursuant to the MCA Order and informed that the meeting was being held through video conference (VC) / other audio visual means (OAVM).
- X) Chairperson informed the Equity Shareholders that the Scheme was made pursuant to the provisions of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013, for the demerger of the Demerged Undertaking of NMDC Limited i.e., the business of NMDC Iron & Steel Plant at Nagarnar, Chhattisgarh, on a going concern basis to NMDC Steel Limited.
- XI) Chairperson further informed that the Scheme formed part of the notice convening the meeting of Equity Shareholders of the Demerged Company i.e., NMDC Limited and that the notice together with all annexures was sent to all the Equity Shareholders of the Demerged Company on 5th May 2022 and is also available on the website of the Demerged Company and with the permission of the Equity Shareholders, took the notice with all its annexures as read.
- XII) The proposal placed before the meeting was to consider and if thought fit, approve with or without modification(s), the resolutions to approve the Scheme.
- XIII) Company Secretary allowed those Equity Shareholders, who registered themselves as speakers to express their views/ask questions during the meeting.
- XIV) Equity Shareholders asked questions on the various aspects of demerger and timelines for completing the listing of shares and generally about the progress of the steel plant in terms of





commissioning, raw material availability and benefits to shareholders accruing out of demerger. The Chairperson, Director (Finance) and other Directors present in the meeting suitably replied to the queries raised by the speaker shareholders.

XV) Chairperson informed that the combined result of voting through remote e-voting and e-voting at the meeting, and the Scrutinizer's Report will be displayed at the registered office of the Demerged Company and also be placed on the website of the Demerged Company and on the website of NSDL and also will be communicated to the Stock Exchanges.

XVI) Thereafter, Chairperson thanked all the Equity Shareholders for voting and attending the meeting and declared the meeting closed.

XVII) ED(Company Secretary) proposed vote of thanks to the Chairperson of the meeting, Directors of the Demerged Company, the Equity Shareholders of the Demerged Company, Scrutinizer and the Registrar and Share Transfer Agents for attending the Meeting.

XVIII) The meeting concluded at 12.15 P.M. IST.





Summary of the Proceedings of the meeting of Unsecured Creditors of NMDC Limited held on Tuesday the 28th June 2022 at 12.30 P.M.

The meeting of Unsecured Creditors (whose debt is of a value more than Rupees One Crore as on 30th September 2021) of NMDC Limited was held on Tuesday the 28th of June 2022 at 12.30 P.M. IST through video conferencing ("VC") / Other Audio Visual Means ("OAVM").

The term "Unsecured Creditors" hereinafter refers to the unsecured creditors of the Demerged Company i.e., NMDC Limited, whose debt is of a value more than Rupees One Crore as on 30th September 2021.

Quorum required for the meeting: One-third of share in terms of value, present through VC/OAVM.

Unsecured Creditors present through VC/OAVM: Required quorum was present for the meeting.

Present through video conferencing ("VC") / Other Audio Visual Means ("OAVM"):

Chairperson of the meeting:

Smt Rasika Chaube, Additional Secretary, Ministry of Steel, Government of India

Directors of the Company:

1. Shri Amitava Mukherjee, Director (Finance)
2. Shri Somnath Nandi, Director (Technical)
3. Shri Dilip Kumar Mohanty, Director (Production)

Scrutinizer:

Shri CA Prabhakar Reddy, Chartered Accountant, Scrutinizer

In attendance:

1. Shri A S Pardha Saradhi, ED (Company Secretary) and Compliance Officer
2. Shri Bhaskara Murthy, M/s Aarthi Consultants Private Limited, Registrar and Share Transfer Agents

ED (Company Secretary) welcomed the Unsecured Creditors to the meeting of Unsecured Creditors of the Demerged Company.

- 1) The meeting of Unsecured Creditors was convened in pursuance of the Order dated 11th April 2022 of the Ministry of Corporate Affairs, Government of India in Company Application No. 24/1/2022-CL-III OF 2022 (MCA Order) filed with the Ministry of Corporate Affairs under sections 230-232 of the Companies Act,





2013 for approving scheme of arrangement between M/s NMDC Limited ("Demerged Company") and M/s NMDC Steel Limited ("Resulting Company") and their respective Shareholders and Creditors ("the Scheme").

- II) The Meeting of Unsecured Creditors was held in terms of the notice dated 4th May 2022 issued by Smt. Rasika Chaube, Additional Secretary, Ministry of Steel, Government of India, the Chairperson appointed by the Ministry of Corporate Affairs (MCA), Government of India pursuant to the MCA order.
- III) As per the notice dated 4th May 2022, the meeting of unsecured creditors was earlier scheduled to be held on 7th June 2022 at 12.30 p.m. through VC/OAVM. Due to unforeseen circumstances, the meeting of Unsecured Creditors was adjourned and the same was held on 28th June 2022 at 12.30 p.m. through VC/OAVM.
- IV) The Demerged Company intimated BSE Limited, National Stock Exchange of India Limited and the Calcutta Stock Exchange Limited ("Stock Exchanges"), where the equity shares of the Demerged Company are listed, regarding the adjournment of meeting of Unsecured Creditors scheduled on 7th June 2022 to 28th June 2022.
- V) The Demerged Company also published the newspaper advertisement regarding the adjournment of the meeting in: (i) Times of India, an English daily newspaper (Hyderabad and Chhattisgarh editions); (ii) Eenadu, a Telugu daily newspaper in Hyderabad where the registered office of the Demerged Company is situated; and (iii) Dainik Bhaskar, a Hindi daily newspaper in Nagarnar, Bastar where the registered office of the Resulting Company is situated, intimating the Unsecured Creditors of the Demerged Company about the adjourned meeting.
- VI) The Demerged Company had made arrangements for e-voting through National Securities Depository Limited (NSDL) an authorized agency of Ministry of Corporate Affairs, Govt. of India pursuant to provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The remote e-voting period commenced on Sunday, 8th May 2022 at 10.00 a.m. IST and closed on Monday 6th June 2022 at 5.00 p.m. IST. The Demerged Company also provided e-voting facility to Unsecured Creditors of the Demerged Company during the meeting. E-voting window was open for voting during the meeting





and Unsecured Creditors who had not already cast their vote during remote e-voting period, were requested to cast their vote.

- VII) The Demerged Company had appointed Shri CA Prabhakar Reddy, Practicing Chartered Accountant as a scrutinizer to scrutinize the remote e-voting process and voting during the meeting in a fair and transparent manner.
- VIII) After ascertaining requisite quorum for the meeting of Unsecured Creditors, i.e., one-third of share in terms of value, present through VC/OAVM, Chairperson was requested to take the Chair and conduct the proceedings of the Meeting.
- IX) Smt Rasika Chaube, Chairperson, Additional Secretary, Ministry of Steel, Government of India chaired the proceedings of the meeting and welcomed the Unsecured Creditors to the meeting convened pursuant to the MCA Order and informed that the meeting was being held through video conference (VC) / other audio visual means (OAVM).
- X) Chairperson informed the Unsecured Creditors that the Scheme was made pursuant to the provisions of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013, for the demerger of the Demerged Undertaking of NMDC Limited i.e., the business of NMDC Iron & Steel Plant at Nagarnar, Chhattisgarh, on a going concern basis to NMDC Steel Limited.
- XI) Chairperson further informed that the Scheme formed part of the notice convening the meeting of Unsecured Creditors of the Demerged Company i.e., NMDC Limited and that the notice together with all annexures was sent to Unsecured Creditors of the Demerged Company on 5th May 2022 and is also available on the website of the Demerged Company and with the permission of Unsecured Creditors, took the notice with all its annexures as read.
- XII) The proposal placed before the meeting was to consider and if thought fit, approve with or without modification(s), the resolutions to approve the Scheme.
- XIII) Company Secretary informed that there were no unsecured creditors who registered as speakers to express their views/ask questions during the meeting.
- XIV) Chairperson informed that the combined result of voting through remote e-voting and e-voting at the meeting, and the Scrutinizer's





Report will be displayed at the registered office of the Demerged Company and also be placed on the website of the Demerged Company and on the website of NSDL and also will be communicated to the Stock Exchanges.

- XV) Thereafter, Chairperson thanked all the Unsecured Creditors for voting and attending the meeting and declared the meeting closed.
- XVI) ED(Company Secretary) proposed vote of thanks to the Chairperson of the meeting, Directors of the Demerged Company, Unsecured Creditors of the Demerged Company, Scrutinizer and the Registrar and Share Transfer Agents for attending the Meeting.
- XVII) The meeting concluded at 12.45 P.M. IST.

