

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

30th 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: Details of Voting Results of the Meeting of Unsecured Creditors of NMDC Limited held on 28th June 2022 along with Consolidated Scrutinizer's Report

Ref: 1. Company Application No. 24/1/2022-CL-III OF 2022 filed with the Ministry of Corporate Affairs u/s 230-232 of the Companies Act, 2013 for approving scheme of arrangement ("Scheme") between M/s NMDC Limited ("Demerged Company") and M/s NMDC Steel Limited ("Resulting Company") and their respective Shareholders and Creditors

2. Scrip Code: 526371; Security ID: NMDC

The Meeting of Unsecured Creditors (whose debt is of a value more than INR 1,00,00,000 (Indian Rupees One Crore) as on September 30, 2021) of NMDC Limited was held on Tuesday the 28th June 2022 at 12.30 P.M. IST through video conferencing ("VC") / Other Audio Visual Means ("OAVM") pursuant to the Order dated 11th April 2022 of the Ministry of Corporate Affairs, Government of India.

Details of Voting Results of Meeting of Unsecured Creditors of NMDC Limited along with the Consolidated Scrutinizer's report are enclosed.

The above information is also available on the website of the Company.

This is for your information and record.

Thanking you



Yours faithfully,
For NMDC Limited

A S Pardha Saradhi
ED (Company Secretary)

Encl: A/a

Details of Voting Results of Meeting of Unsecured Creditors (whose debt is of a value more than INR 1,00,00,000 as on 30th September 2021) of NMDC Limited along with the Consolidated Scrutinizer's report

- i) The meeting of Unsecured Creditors of NMDC Limited 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 filed with the Ministry of Corporate Affairs under Sections 230 to 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.
- ii) The Demerged Company had provided the facility of remote e-voting which 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 Company during the meeting.
- iii) The Demerged Company had appointed Shri CA Prabhakar Reddy, Practicing Chartered Accountant as the scrutinizer to scrutinize the remote e-voting process and e-voting during the meeting in a fair and transparent manner. The scrutinizer has carried out the scrutiny of all the electronic votes and had submitted his report dated 29th June 2022. The result as per the Scrutinizer's report dated 29th June 2022 in respect of the below mentioned resolution is as under:

Resolution

To consider and if thought fit, to approve with or without modification(s), the following resolution:

"RESOLVED THAT pursuant to the provisions of Section 230 to 232 and other applicable provisions, if any of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, other applicable enactments, rules, regulations and guidelines, memorandum and articles of association of the Company and subject to the sanction by the Ministry and subject to other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Ministry, the approval of the unsecured creditors of the Company, be and is hereby accorded to the proposed Scheme of Arrangement between NMDC Limited and NMDC Steel Limited and their respective shareholders and creditors ("**Scheme**"), the draft of which was circulated along with this notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modification, amendment, limitations and conditions, if any which may be required and/or imposed by the Ministry and or any other authorities while sanctioning the Scheme or by any authority under law, or as may be required for the purpose of resolving any doubt or difficulties that may arise or meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."

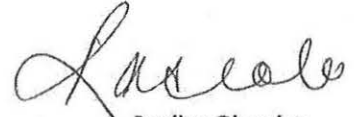
(i) Voted **in favour** of the resolution:

Number of unsecured creditors voted	% to total debt in value held by unsecured creditors who have casted their votes	Number of votes (in terms of value of unsecured debt held) cast by them (in crores)	% of total number of votes cast (in terms of value of Unsecured debt)
141	79.21	1955.954641	89.0569

(ii) Voted **against** the resolution:

Number of unsecured creditors voted	% to total debt in value held by unsecured creditors who have casted their votes	Number of votes (in terms of value of unsecured debt held) cast by them (in crores)	% of total number of valid votes cast (in terms of value of Unsecured debt)
14	9.73	240.3433243	10.9431

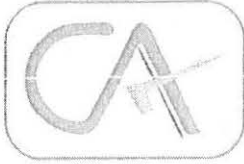
Based on the consolidated report of the Scrutinizer, the resolution as set out in the notice of meeting of unsecured creditors of NMDC Limited has been duly approved by the unsecured creditors with requisite majority.



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

Date: 30th June 2022
Place: New Delhi

रसिका चौबे/RASIKA CHAUBE
अपर सचिव/Additional Secretary
हस्तात मंत्रालय/Ministry of Steel
उद्योग भवन, नई दिल्ली
Udyog Bhawan, New Delhi



PRABHAKAR REDDY & ASSOCIATES
Chartered Accountants

Scrutinizer(s) Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time]

To
Smt. Rasika Chaube,
Chairperson appointed by the Ministry of Corporate Affairs, Government of India
("MCA") for the Meeting of the Unsecured Creditors of NMDC Limited (the Demerged
Company).

Respected Madam,

I, Prabhakar Reddy P, proprietor of M/s Prabhakar Reddy & Associates, Chartered Accountants, had been appointed as the scrutinizer by NMDC Limited ("the Demerged Company") pursuant to the Order dated 11th April 2022 of the Ministry of Corporate Affairs (MCA), Government of India, Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, to scrutinize the remote e-voting process in respect of the below mentioned resolution proposed at the Ministry of Corporate Affairs convened unsecured creditors meeting of the Demerged Company whose debt is of a value more than INR 1,00,00,000/- (Indian Rupees One Crore) as on September 30, 2021 (Cut-Off date), to be held on Tuesday, 07th June, 2022 at 12:30 PM IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") which was adjourned to Tuesday, 28th June, 2022 at 12.30 PM IST. I was also appointed as Scrutinizer to scrutinize the e-voting process during the said meeting.

The Demerged Company has confirmed that the notice dated 04th May, 2022 in respect of the below mentioned resolution was sent to the unsecured creditors of the Company, whose debt is of a value more than INR 1,00,00,000/- (Indian Rupees One Crore) as on 30th September, 2021 (Cut-Off date) on 5th May, 2022 (i) through electronic mode to those unsecured creditors whose email addresses were registered with the Company and (ii) through registered post or speed post to those unsecured creditors whose email addresses were not registered with the Company, in compliance with the MCA Circular No. 3/2022 dated May 5, 2022, Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021 and Circular No.20/2021 dated December 8, 2021, (collectively



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Door No. : 2-91/14/G/503, 5th Floor, Bhaskar Empire, Opp. Jayaberi Silicon Towers,
Hi-Tech City Road, Whitefields, Kondapur, Hyderabad, Telangana - 500 084.

Ph : 040-23115958, Mob : +91 7995979777, Email : pracahyd@gmail.com, Web : www.praca.co.in

referred to as "MCA Circulars") and Circulars issued by the Securities and Exchange Board of India (SEBI).

The Demerged Company had availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting by the unsecured creditors of the Demerged Company.

The voting period for remote e-voting commenced on Sunday, 08th May, 2022(10:00 A.M. IST) and ended on Monday, 06th June, 2022(5:00 P.M. IST) and the NSDL e-voting platform was blocked thereafter.

The Demerged Company had also provided e-voting facility to the unsecured creditors present at the meeting through VC / OAVM who had not cast their votes earlier.

The unsecured creditors of the Demerged Company whose debt is of a value more than INR 1,00,00,000 (Indian Rupees One Crore) as on the "Cut-off Date" i.e., Thursday, 30th September, 2021 were entitled to vote on the resolution as contained in the Notice of the unsecured creditors meeting.

The adjourned meeting concluded at 12.45 PM on 28th June, 2022. The e-voting facility was kept open till 5.00 P.M. on 28th June, 2022 to enable the unsecured creditors to cast their vote. After the closure of time provided for e-voting facility, the e-voting platform was unblocked and the combined report has been generated based on the data downloaded from NSDL e-voting system.

I have scrutinized and reviewed the remote e-voting conducted prior to and the e-voting conducted during the meeting and votes cast herein, based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolution contained in the notice of the meeting of the unsecured creditors of the Demerged Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolution stated in the notice, based on the reports generated from e-voting system provided by NSDL, the authorized agency to provide e-voting facilities, engaged by the Demerged Company.

I now submit my Consolidated Report as under on the result of the remote e-voting and e-voting at meeting in respect of the below mentioned resolution:

"RESOLVED THAT pursuant to the provisions of Section 230 to 232 and other applicable provisions, if any of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, other



applicable enactments, rules, regulations and guidelines, memorandum and articles of association of the Company and subject to the sanction by the Ministry and subject to other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Ministry, the approval of the unsecured creditors of the Company, be and is hereby accorded to the proposed Scheme of Arrangement between NMDC Limited and NMDC Steel Limited and their respective shareholders and creditors ("Scheme"), the draft of which has been circulated along with this notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modification, amendment, limitations and conditions, if any which may be required and/or imposed by the Ministry and or any other authorities while sanctioning the Scheme or by any authority under law, or as may be required for the purpose of resolving any doubt or difficulties that may arise or meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."

(i) Voted in favour of the resolution :

Number of unsecured creditors voted	% to total debt in value held by unsecured creditors who have casted their votes	Number of votes (in terms of value of unsecured debt held) cast by them (in crores)	% of total number of votes cast (in terms of value of Unsecured debt)
141	79.21	1955.954641	89.0569

(ii) Voted against the resolution :

Number of unsecured creditors voted	% to total debt in value held by unsecured creditors who have casted their votes	Number of votes (in terms of value of unsecured debt held) cast by them (in crores)	% of total number of valid votes cast (in terms of value of Unsecured debt)
14	9.73	240.3433243	10.9431

(iii) Invalid votes (Including abstained votes and less voted):

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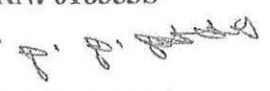


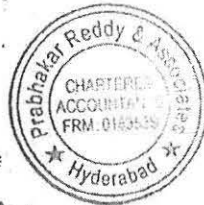
Total number of unsecured creditors whose votes were declared invalid	Total number of votes cast by them (in crores)
NIL	NIL

- * The e-votes confirmation register relating to remote e-voting and e-voting at meeting will be handed over for safe custody to Shri A S.Pardha Saradhi, ED (Company Secretary), who has been authorised by the Board to supervise the process.

Thanking You,
Yours faithfully,

**FOR PRABHAKAR REDDY & ASSOCIATES.
CHARTERED ACCOUNTANTS
FRN: 018353S**


**CA PRABHAKAR REDDY P
M.No : 218910
PROPRIETOR
UDIN: 22218910ALXJXQ4503**



**PLACE: HYDERABAD
DATE: 29-06-2022**