

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(6)/2022- Sectt

30<sup>th</sup> 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 Equity Shareholders of NMDC Limited held on 28<sup>th</sup> 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. Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; Scrip Code: 526371 Security ID: NMDC**

The Meeting of Equity Shareholders of NMDC Limited was held on Tuesday the 28<sup>th</sup> June 2022 at 11.00 A.M. IST through video conferencing ("VC") / Other Audio Visual Means ("OAVM") pursuant to the Order dated 11<sup>th</sup> April 2022 of the Ministry of Corporate Affairs, Government of India.

Details of Voting Results of Meeting of Equity Shareholders of NMDC Limited pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the format as prescribed, 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 - Meeting of Equity Shareholders**

Date of Meeting of Equity Shareholders					28-06-2022			
Total number of shareholders on record date (cut-off date - 29/04/2022)					6,06,187			
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group:					Not Applicable			
Public:					Not Applicable			
No. of Shareholders attended the meeting through Video Conferencing								
Promoters and Promoter Group:					1			
Public:					63			
<b>Special Business</b>								
Agenda- (1) To consider and if thought fit, to approve with or without modification(s), the resolutions to approve the proposed scheme of arrangement between NMDC Limited and NMDC Steel Limited and their respective shareholders and creditors pursuant to the provisions of Sections 230-232 of the Companies Act, 2013 and the other applicable provisions thereof and applicable rules thereunder.								
Resolution required: (Ordinary/ Special)					Special Resolution			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares 3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
PROMOTER AND PROMOTER GROUP	E-Voting	1781633571	0	0.00	0	0	0	0.00
	Venue-E-Voting	0	1781633571	100.00	1781633571	0	100.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total:	1781633571	1781633571	100.00	1781633571	0	100.00	0.00
PUBLIC-INSTITUTIONS	E-Voting	853997163	759719468	88.96	759719468	0	100.00	0.00
	Venue-E-Voting	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total:	853997163	759719468	88.96	759719468	0	100.00	0.00
PUBLIC-NON INSTITUTIONS	E-Voting	294975116	12279558	4.16	12234723	44835	99.63	0.37
	Venue-E-Voting	0	81470	0.03	81281	189	99.77	0.23
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total:	294975116	12361028	4.19	12316004	45024	99.64	0.36
Total:		2930605850	2553714067	87.14	2553669043	45024	100.00	0.00

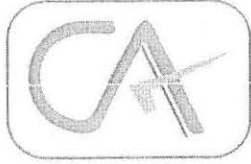
Based on the consolidated report of the Scrutinizer, the resolution as set out in the notice of meeting of Equity Shareholders of NMDC Limited has been duly approved by the Equity Shareholders with requisite majority.



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

Place: New Delhi  
Date: 30th June 2022

**रसिका चौबे/RASIKA CHAUBE**  
अपर सचिव/Additional Secretary  
इस्पात 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

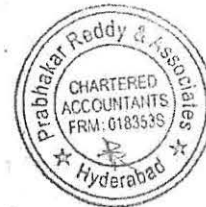
Smt. Rasika Chaube,

Chairperson appointed by the Ministry of Corporate Affairs, Government of India ("MCA") for the Meeting of the Equity Shareholders 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 11<sup>th</sup> 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 equity shareholders meeting of the Demerged Company to be held on Tuesday, 07<sup>th</sup> June, 2022 at 11:00 AM IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") which was adjourned to Tuesday, 28<sup>th</sup> June, 2022 at 11.00 AM 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 04<sup>th</sup> May, 2022 in respect of the below mentioned resolution was sent to the equity shareholders of the Demerged Company on 5<sup>th</sup> May, 2022 through electronic mode to those Members whose email addresses were registered with the Demerged Company/Depositories, 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 referred to as "MCA Circulars") and Circulars issued by the Securities and Exchange Board of India (SEBI).



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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

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

The voting period for remote e-voting commenced on Sunday, 08<sup>th</sup> May, 2022(10:00 A.M. IST) and ended on Monday, 06<sup>th</sup> 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 shareholders present at the meeting through VC / OAVM who had not cast their votes earlier.

The members of the Company holding shares as on the "Cut-off Date" i.e., Friday, 29<sup>th</sup> April, 2022 were entitled to vote on the resolution as contained in the Notice of the Equity Shareholders Meeting.

The adjourned meeting concluded at 12.15 PM on 28<sup>th</sup> June, 2022. The e-voting facility was kept open till 5.00 P.M. on 28<sup>th</sup> June, 2022 to enable the shareholders 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 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 Equity Shareholders 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 of Corporate Affairs, Government of India ("Ministry") and subject to other approvals, permissions and sanctions

*A*



as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Ministry, the approval of the equity shareholders 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 members voted	Number of votes cast by them	% of total number of valid votes cast (Favor and Against)
4013	2553669043	99.9982

(ii) Voted against the resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor and Against)
92	45024	0.0018

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

Total number of members whose votes were declared invalid	Total number of votes cast by them
6*	2314575

\* Note: There are some members who have voted partially in favour or against and for partial shares they have abstained from voting.



Prabhakar Reddy & Associates,  
Chartered Accountants

NMDC Limited  
Scrutinizer's Report of Equity Shareholders' Meeting

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: 22218910ALXJEG7802**

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

