

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(8)/2022- Sectt

29th August 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: Proceedings of 64th Annual General Meeting of NMDC Limited held on 29th August 2022

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

The 64th Annual General Meeting (AGM) of NMDC Limited was held on Monday the 29th August 2022 at 11.30 (A.M.) hours IST through video conferencing ("VC") / Other Audio Visual Means ("OAVM").

Please find attached the proceedings of 64th AGM pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The AGM concluded at 1.32 (P.M.) hours 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



Proceedings of 64th Annual General Meeting of NMDC Limited

The 64th Annual General Meeting (AGM) of NMDC Limited was held on Monday the 29th August 2022 at 11.30 (A.M.) hrs IST through video conferencing ("VC") / Other Audio Visual Means ("OAVM").

The deemed venue for 64th AGM being the Registered Office of the Company at 10-3-311/A, Khanij Bhavan, Castle Hills, Masab Tank, Hyderabad - 500028, Telangana.

Total number of Shareholders as on record date (23rd August 2022): 7,20,818

Members present through Video Conferencing: 159 no.s

Directors' present through video conferencing ("VC") / Other Audio Visual Means ("OAVM"):

1. Shri Sumit Deb, Chairman and Managing Director – Joined from New Delhi
2. Shri Amitava Mukherjee, Director (Finance) - Joined from New Delhi
3. Shri Somnath Nandi, Director (Technical) - Joined from New Delhi
4. Shri Dilip Kumar Mohanty, Director (Production) - Joined from New Delhi
5. Shri Sanjay Tandon, Independent Director – Joined from Chandigarh
6. Dr. Anil Kamble, Independent Director – Joined from Parbhani, Maharashtra
7. Shri Vishal Babber, Independent Director – Joined from Fazilka, Punjab
8. Shri Sanjay Singh, Independent Director – Joined from Kolkata, West Bengal

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

1. M/s Sagar & Associates, Statutory Auditors
2. Shri D Hanumanta Raju, M/s D Hanumanta Raju & Co., Secretarial Auditors & Scrutinizers
3. M/s B. Mukhopadhyay & Co., Cost Auditors
4. M/s Tej Raj & Pal, Internal Auditors
5. M/s Agasti & Associates, Branch Auditors
6. M/s Yoganandh & Ram LLP, Branch Auditors
7. M/s Neeraj Prakash & Associates, Branch Auditors

In attendance present through video conferencing ("VC") / Other Audio Visual Means ("OAVM"):

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

- l) The 64th Annual General Meeting (AGM) of NMDC Limited was held on Monday the 29th August 2022 at 11.30 (A.M.) hours IST through video conferencing ("VC") / Other Audio Visual Means ("OAVM"), in compliance with the Ministry of Corporate Affairs General Circular No.02/2022 dated 5th May 2022 read with other previous MCA General Circulars and other applicable provisions of the Companies Act, 2013 and Circulars issued by the Securities and Exchange Board of India.





- II) Shri Sumit Deb, Chairman and Managing Director (CMD) of the Company chaired the proceedings of the meeting and welcomed the Members and their representatives, the Directors, and Auditors, to the 64th Annual General Meeting (AGM) of the Company and informed that the meeting is being held through video conference (VC) / other audio visual means (OAVM) in accordance with the MCA Circulars, applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations.
- III) CMD requested Directors to introduce themselves to the Members of the Company and thereafter Shri Amitava Mukherjee, Director (Finance), Shri Somnath Nandi, Director (Technical), Shri Dilip Kumar Mohanty, Director (Production), Shri Sanjay Tandon, Independent Director and the Chairman of Audit Committee and Stakeholders Relationship Committee, Dr. Anil Kamble, Independent Director, Shri Vishal Babber, Independent Director and Chairman of Nomination and Remuneration Committee, Shri Sanjay Singh, Independent Director introduced themselves one after the other to the Members of the Company.
- IV) Thereafter, Company Secretary welcomed the Members and their representatives, the Directors, Statutory Auditors, Secretarial Auditors and Scrutinizers, Cost Auditors, Internal Auditors, Branch Auditors and the Registrar and Share Transfer Agents to the 64th AGM of the Company.
- V) Company Secretary informed about receipt of nomination of Representative of President of India, Shri Gopalakrishnan Ganesan, Deputy Secretary, Ministry of Steel, Govt. of India for the 64th Annual General Meeting.
- VI) Company Secretary confirmed the presence of requisite quorum and thereafter Chairman and Managing Director called the meeting to be in order.
- VII) Company Secretary informed Members that in compliance with provisions of the Companies Act, 2013, SEBI (LODR) Regulations, 2015, and the Circulars issued by the Ministry of Corporate Affairs and SEBI, the Company has provided the facility to attend/join the 64th AGM through VC/OAVM through the NSDL e-Voting system.
- VIII) Company Secretary informed to Members about availability of the Registers of Directors and KMP and their Shareholding, Register of Contracts and other related documents for inspection electronically.
- IX) Company Secretary informed Members that in compliance with provisions of SEBI (LODR) Regulations, 2015, the Companies Act, 2013 and the Circulars issued by the Ministry of Corporate Affairs, the Company has provided remote e-voting facility through National Securities Depository Limited (NSDL) to the members as on the cut-off date (23rd August 2022) for a period of 3 days from 26th August 2022 at 10.00 a.m. to 28th August 2022 at 5.00 p.m. The Company has also





provided the facility to vote, through NSDL e-Voting system, available during the AGM to the Members, who are present at the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting, to enable them to cast their vote electronically on the items mentioned in the Notice of AGM.

- X) The Chairman delivered his Speech.
- XI) Company Secretary informed the Members that M/s Sagar & Associates, Statutory Auditors have submitted unmodified audit report and does not contain any qualification, reservation or adverse remark for the financial year 2021-22. The report submitted by Secretarial Auditor, M/s D. Hanumanta Raju & Co., for the financial year 2021-22 contains qualifications and does not contain reservation or adverse remark. The qualifications in the Secretarial Audit report are relating to the composition of the Board of Directors with respect to inadequate number of Independent Directors including Woman Independent Director. With the permission of the Members, Annual Report including Notice of 64th AGM of the Company, the Reports of Board of Directors' along with annexures, Financial Statements for the financial year ended 31st March 2022, Statutory Auditors' Report, C&AG Report and Secretarial Auditors' Report were taken as read.
- XII) The following items of business, as set forth in the Notice of 64th AGM, were read out at the meeting: -

A) ORDINARY BUSINESS:

- (1) To receive, consider and adopt (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2022 together with the reports of the Board of Directors', Statutory Auditor and Comptroller and Auditor General of India thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2022 together with the reports of Statutory Auditor and Comptroller and Auditor General of India thereon. **(Ordinary Resolution)**
- (2) To approve and ratify the payment of interim Dividend of Rs. 9.01ps. and second interim Dividend of Rs. 5.73ps. per equity share of Re. 1.00 each already paid for the financial year 2021-22. **(Ordinary Resolution)**
- (3) To appoint a Director in place of Shri Sumit Deb (DIN: 08547819), who retires by rotation and being eligible, offers himself for re-appointment. **(Ordinary Resolution)**
- (4) To authorize the Board of Directors for fixing the remuneration of Statutory Auditors for the financial year 2022-23. **(Ordinary Resolution)**





B) SPECIAL BUSINESS:

- (5) To appoint Shri Dilip Kumar Mohanty (DIN: 09296720) as Director (Production) of the Company. **(Ordinary Resolution)**
 - (6) To appoint Shri Sanjay Tandon (DIN: 00484699) as an Independent Director of the Company. **(Special Resolution)**
 - (7) To appoint Dr. Anil Sadashivrao Kamble (DIN: 07528586) as an Independent Director of the Company. **(Special Resolution)**
 - (8) To appoint Shri Vishal Babber (DIN: 09344150) as an Independent Director of the Company. **(Special Resolution)**
 - (9) To appoint Shri Sanjay Singh (DIN: 09347257) as an Independent Director of the Company. **(Special Resolution)**
 - (10) To ratify the remuneration of the Cost Auditors of the Company for the financial year 2022-23. **(Ordinary Resolution)**
- XIII) Company Secretary allowed Members to speak, who registered themselves as a speaker to express their views/ask questions during the meeting.
- XIV) Members asked questions on future prospects, status of Demerger and commissioning of steel plant, financials, coal operations, environmental matters, and general issues about the operations of the Company and the Chairman and Managing Director, Director (Finance), Director (Production) suitably replied to the queries raised by the Members.
- XV) Company Secretary instructed the moderator to keep the e-voting window open for another 15 minutes and requested the Members who had not already cast their vote to cast their vote.
- XVI) CMD informed Members that M/s D. Hanumanta Raju & Co., Company Secretaries were appointed as the Scrutinizer to scrutinize the remote e-voting process and voting during AGM in a fair and transparent manner.
- XVII) CMD further informed that the combined result of voting through remote e-voting and e-voting at AGM and the Scrutinizer's Report will be placed on the website of the Company and on the website of NSDL and also will be communicated to the Stock Exchanges.
- XVIII) CMD also informed that the resolutions, if approved by the Members with requisite majority, shall be deemed as passed effective today i.e., 29th August 2022.
- XIX) Chairman and Managing Director declared the meeting closed.





- XX) Company Secretary proposed vote of thanks to the Chairman, Directors, the Members and their representatives, Statutory Auditors, Secretarial Auditors, Cost Auditors, Internal Auditors, Branch Auditors, Scrutinizers and the Registrar and Share Transfer Agents for attending the Meeting.
- XXI) The meeting concluded at 1.32 (P.M.) hrs IST.

Thanking you
For **NMDC Limited**



A.S. Pardha Saradhi
ED (Company Secretary)
Membership No: FCS 10808