



NOTICE
of
57th Annual General Meeting
of
NMDC LIMITED
(CIN : L13100AP1958GOI001674)

Date : 29th September, 2015
Day : Tuesday
Time : 1130 hrs
Venue : Hyder Mahal
ITC Kakatiya
6-3-1187, Begumpet
Hyderabad - 500 016. Telangana

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Notice

Notice is hereby given that the 57th Annual General Meeting (AGM) of NMDC Limited will be held at 11.30 hours on 29th September, 2015 at Hyder Mahal, ITC Kakatiya, 6 -3 -1187, Begumpet, Hyderabad, Telangana 500016 to transact the following business:

A. ORDINARY BUSINESS:

1. Adoption of Audited Accounts, Directors' and Auditors' Reports

To receive, consider and adopt the Statement of Profit & Loss for the financial year ended 31st March, 2015, the Balance Sheet, the Cash Flow Statement including consolidated Financial Statement as at that date and the Directors' and Auditors' Reports thereon.

2. To declare a final dividend of Rs.1.30 per equity share of Re.1/- each and confirm the payment of Interim dividends on equity shares aggregating to Rs.7.25 per equity share of Re.1/- each for the financial year 2014-15.
3. To appoint a Director in place of Shri Narendra Kothari (DIN: 06393713), who retires by rotation and being eligible, offers himself for re-appointment as Chairman-cum-Managing Director of the Company.
4. To appoint a Director in place of Shri Narendra K. Nanda (DIN: 02455894), who retires by rotation and being eligible, offers himself for re-appointment as Director (Technical) of the Company.
5. To appoint a Director in place of Shri Syedain Abbasi (DIN: 01790604), who retires by rotation and being eligible, offers himself for re-appointment.

6. Remuneration of Statutory Auditors

In terms of the Section 142 of the Companies Act, 2013, the remuneration of Auditors of Government Companies, appointed by Comptroller and Auditor General of India,

shall be fixed by the Company in General Meeting or in such manner as the Company in General Meeting may determine. Hence, it is proposed that the members may authorise the Board to fix the remuneration of the Statutory Auditors of the Company for the year 2015-16, as may be deemed fit.

B. SPECIAL BUSINESS:

7. To appoint Dr. T.R.K. Rao (DIN: 01312449) as a Whole-time Director and in this regard to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT

Dr. T.R.K. Rao, (DIN: 01312449) who was appointed as an Additional Director of the Company by the Board of Directors under Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director (Commercial) of the Company, liable to retire by rotation."

8. To appoint Shri P.K. Satpathy (DIN: 07036432) as a Whole-time Director and in this regard to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT

Shri P.K. Satpathy, (DIN: 07036432) who was appointed as an Additional Director of the Company by the Board of Directors under Section 161 of the Companies Act, 2013 and



the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director (Production) of the Company, liable to retire by rotation."

9. To appoint Shri D.S. Ahluwalia (DIN: 02164448) as a whole-time Director and in this regard to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT

Shri D.S. Ahluwalia, (DIN: 02164448) who was appointed as an Additional Director of the Company by the Board of Directors under Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director (Finance) of the Company, liable to retire by rotation."

10. To appoint Smt. Bharati S. Sihag (DIN: 02154196) as a Director and in this regard to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT

Smt. Bharathi S. Sihag (DIN: 02154196), who was appointed as an Additional Director of the Company by the Board of Directors under Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this

Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, who is liable to retire by rotation."

11. To ratify the remuneration of the Cost Auditors of the Company for the financial year 2014-15 and in this regard to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT

Pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration paid of Rs.5,00,000/- plus service tax as applicable and reimbursement of daily allowance, travelling expenses and out-of-pocket expenses to be paid to the Cost Auditors viz. M/s Prasad Bharathula & Associates, Cost and Management Consultants, HYDERABAD for the financial year 2014-15, as approved by the Board of Directors, be and is hereby ratified.

RESOLVED FURTHER THAT

The Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

12. To approve the remuneration of the Cost Auditors of the Company for the financial year 2015-16 and in this regard to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT**

Pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors, be appointed by Board of Directors of the Company to conduct the audit of the Cost records of the Company for the financial year ending 31.03.2016 on the recommendations of the Audit Committee of the Company and that the Board be and is hereby authorized to fix the remuneration of the Cost Auditors for the conduct of the Cost Audit.

RESOLVED FURTHER THAT

The Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board

(A.S. Pardha Saradhi)
Company Secretary

Place : Hyderabad
Date : 25.06.2015

Copy to:

1. All Members
2. All Directors
3. Statutory Auditors
4. Secretarial Auditors

Encls:

1. Notes to Notice.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business.
3. Proxy Form and Attendance Slip.
4. A copy of the 57th Annual Report of the Company for the year 2014-15.



Notes to the Notice

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND, A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED, STAMPED AND SIGNED, SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE TIME OF THE ANNUAL GENERAL MEETING.

MEMBERS ARE REQUESTED TO NOTE THAT 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. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business, as set out above is annexed hereto.
3. Brief resume of the Directors seeking re-appointment as mandated under Clause 49 of the Listing Agreement with the Stock Exchanges is annexed hereto and forms part of the Notice.
4. The Register of Members and Share Transfer Books of the Company will remain closed

from 23rd day, the September, 2015 to 29th day, the September, 2015 (both days inclusive).

5. During the year, the Company had paid two interim dividends @ Rs.3/- each and Rs.4.25 each of the Company on 31st October 2014 and 6th February 2015 and proposed a Final Dividend @ Rs.1.30 per share on the paid-up equity share of Re.1/- each of the company in 28th May 2015 respectively totaling to Rs.3390 crore on the of the paid-up equity shares of the Company to the Members.
6. Share transfer documents and all correspondence relating thereto, should be addressed to the Share Transfer Agent of the Company M/s Aarthi Consultants Pvt Ltd., D.No. 1-2-285, Domalguda, Hyderabad - 500 029. Phone Nos. 040-27638111/27634445, Fax No. 040-27632184, Email : ims@nmdc.co.in, info@arthiconsultants.com, Web site : www.arthiconsultants.com
7. Members are requested to address all correspondence relating to divestment of 33,22,43,200 equity shares of the Company made by Government of India in the month of March, 2010 to the Registrars to the Issue M/s Karvy Computershare Pvt, Ltd., Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad -500081, Tel: 040-23420815, Fax: 040-23431551, Email: nmdc.ipo@karvy.com/einward.ris@karvy.com. Website: www.karvy.com.
8. The Company has designated an exclusive e-mail ID called ims@nmdc.co.in for redressal of shareholders'/investors' complaints/grievances. In case you have any queries/complaints or grievances, then please write to us at the above e-mail address.



9. Members holding shares in electronic form may please note that the bank account details and 9-digit MICR Code of their Bankers, as noted in the records of their depository, shall be used for the purpose of remittance of dividend through Electronic Clearing Service (ECS), or for printing on dividend warrants wherever applicable. Members are therefore requested to update their bank account particulars, change of address and other details with their respective Depository Participants for shares held in demat mode and to the Registrar and Share Transfer Agent for shares held in physical form.
10. Reserve Bank of India (RBI) is providing ECS facility for payment of dividend in select cities. Members holding shares in physical form are advised to submit particulars of their bank account, viz., names and address of the branch of bank, 9 digit MICR code of the branch, type of account and account number, to M/s Aarhi Consultants Private Ltd.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. 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. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.
12. Members are requested to register their e-mail address and changes therein from time to time with the Company/share transfer agent (STA) of the Company for service of documents notices, annual reports etc. through e-mail as per the Green Initiative undertaken by Ministry of Corporate Affairs, Government of India vide Notification of the Ministry of Corporate Affairs, Government of India dated 19th March, 2015 which is available at www.mca.gov.in. Other members, who have not registered their email addresses, the Annual Report has been sent at their registered postal address. If any member wishes to get a duly printed copy of the Annual Report, the Company will send the same, free of cost, upon receipt of request from the member.
13. Pursuant to the provisions of Section 205A and 205C of the Companies Act, 1956 dividends which had remained unclaimed for a period of seven years from the date of transfer of the same will have to be transferred to the 'Investor Education Protection Fund' established by the Central Government. Shareholders who have not encashed the dividend warrant(s) so far for various years are requested to make their claim to M/s. Aarhi Consultants Pvt. Limited, Hyderabad, RTA of the Company. Shareholders are requested to note that no claims shall lie against the said Fund or the Company in respect of any amounts which were unclaimed and unpaid for a period of seven years from the dates that they first became due for payment and no payment shall be made in respect of any such claims. It is to mention that there is no unclaimed dividend pending for seven years in NMDC.
14. In order to avoid the incidence of fraudulent encashment of dividend warrants, the Members holding shares in physical form are requested to provide their Bank Account Number, Name and Address of the Bank/Branch to M/s Aarhi Consultants Private Ltd or the Company to enable them to incorporate the same in the dividend warrant.
15. Members desirous of obtaining any information/clarification(s) concerning the accounts and operations of the Company or intending to raise any query are requested to forward the same at least 10 days before the



- date of the Meeting of the Company Secretary at the Registered Office of the Company.
16. The Annual Accounts of the subsidiary companies and the related detailed information will be made available to the shareholders of the holding and subsidiary companies, desirous of seeking such information. Further, Annual Accounts of the subsidiary companies will also be kept for inspection, by any investor, at the Registered Office of the Company as well as at the Registered Office of the subsidiary companies, during its business hours.
 17. Members who have not en-cashed their dividend warrants within its validity period may write to the Company at its Registered Office or M/s Aarthi Consultants Private Ltd, Share Transfer Agent of the Company, for revalidating the warrants or payment in lieu of such warrants in the form of demand draft.
 18. In terms of provisions of the Companies Act, 2013 nomination facility is available to individual shareholders. Members holding shares in physical form may nominate a person in respect of all the shares held by them whether singly or jointly. Members who hold shares on individual name are advised to avail of the nomination facility Form SH 13 in their own interest. Blank form can be had from M/s Aarthi Consultants Private Ltd on request. Members holding shares in dematerialized form may contact their respective DPs for registration of nomination.
 19. Members holding physical shares in multiple folios in identical names are requested to send their share certificates to Company's Registrar and Share Transfer Agent, M/s Aarthi Consultants Private Ltd., for consolidation.
 20. Pursuant to provisions of the Companies Act, 2013, the Auditors of a Government Company are appointed or re-appointed by the Comptroller and Auditor General (C&AG) of India and their remuneration is to be fixed by the Company in the Annual General Meeting. The General Meeting may authorize the Board to fix up an appropriate remuneration of Auditors for the year 2015-16 after taking into consideration the increase in volume of work and pertaining inflation, etc.
 21. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, Company has made arrangements for providing e-voting platform to the shareholders of the Company for e-voting purpose through National Securities Depository Limited (NSDL), an authorised Agency of Ministry of Corporate Affairs (MCA), Government of India, through which members may cast their votes using an electronic voting system from a place other than the venue of the Meeting.
 22. The e-voting period begins on 25th September 2015 (10.00 a.m. IST) and ends on 28th September 2015 (5.00 p.m. IST). The voting rights shall be proportionate to the shares held on 22nd September, 2015 (i.e. as on the cut-off date).
 23. Members are requested:
 - (i) To bring their copies of Annual Report and Attendance Slip duly completed and signed at the meeting.
 - (ii) To quote their Folio/DP & Client Identification No. in all correspondence.
 - (iii) Not to bring brief case, bags, eatables, cell phone etc. as they are prohibited inside the meeting Hall for security reasons.
 - (iv) To notify immediately any change of their address and bank particulars to the Company or its Share Transfer Agent, in case shares are held in physical form.

**AND**

In case their shares are held in dematerialized form, information should be passed on directly to their respective Depository Participants and not to the Company/Share Transfer Agent, without any delay.

- (v) To note that no gifts/coupons will be distributed at the meeting.
24. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
25. The Register of Directors and Key Management Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
26. 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.
27. 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.
28. Shri Rabindra Singh, Director (Personnel) shall be superannuating on 31.08.2015. Accordingly Shri Rabindra Singh is not seeking re-appointment in the ensuing Annual General Meeting of the Company.
29. NMDC, being a Government Company, all the appointments to the Board and terms and conditions thereto are fixed by the Government of India.
30. Members/Chairmanship of Audit Committee and Stakeholders/Investors' Grievance Committee as also Share Transfer Committee of Public Limited Companies has been considered.
31. The details regarding remuneration of Board Members have been given in Corporate Governance Report.
32. None of the Directors have any relationship with other Directors, Manager(s) and other Key Managerial Personnel of the Company.
- 33. 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 Clause 35B of the Listing Agreement, 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 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 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 25th September 2015 (10.00 a.m. IST) and ends on 28th September 2015 (5.00 p.m. IST) During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September 2015, 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 process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and

take utmost care to keep your password confidential.

- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "NMDC Limited"
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to dhr300@gmail.com, dhr300@yahoo.com to with a copy marked to evoting@nsdl.co.in

B. 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] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
EVEN (Remote e-voting Event Number)
USER ID
PASSWORD/PIN



- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI.** In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII.** If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII.** 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).
- IX.** 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 22nd September 2015.
- X.** 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 date of dispatch of Notice, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to Company's Registrar and Transfer Agents, M/S Aarthi Consultants Private Ltd.
- 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" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI.** 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.
- XII.** 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 paper.
- XIII.** Mr. D. Hanumanta Raju, Practicing Company Secretary (Membership No. FCS: 4044), has been appointed for 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.
- XIV.** 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" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV.** 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 three days of the 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.
- XVI.** The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company <https://www.nmdc.co.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 the BSE Limited, Mumbai.



Brief Resume of the Directors

Name	SHRI NARENDRA KOTHARI	SHRI NARENDRA KUMAR NANDA
Date of Birth & Age	13.12.1955 & 59 years	28.07.1960 & 55 years
Date of Appointment	21.04.2014	01.12.2008
No. of shares held in NMDC	Nil	320
Qualifications	B.E. (Metallurgy)	i) B.Tech. (Mining) from ISM, Dhanbad. ii) M.Tech. (By Research) from ISM, Dhanbad in Mining Engg.
Expertise in specific functional area	<p>Shri Narendra Kothari was the CEO of IISCO Steel Plant, Burnpur, Steel Authority of India Limited (SAIL) since October 2012. He held various important positions in SAIL as Executive Director of Chairman Secretariat, Coal Import Group etc.,</p> <p>Shri Narendra Kothari had been instrumental in streamlining numerous projects of SAIL and has worked extensively in the field of steel making process in India and abroad.</p>	<ul style="list-style-type: none"> ● Qualified Engineer for mine plan preparation. ● Expert in the field of blasting and slope stability in large opencast mines. ● Qualified System Analyst for opencast mines and project monitoring. ● Expert in the field of mineral processing, particularly beneficiation of low grade iron ore. ● Expert in merger and acquisition activities. Can lead team to successful acquisition and diversification. ● Expert in Long-term Strategic Planning and Project Implementation including 3 MTPA Steel Plant on a formal integration to mining.
Directorship held in other Companies	<p>i) Chairman, J&K Mineral Development Corporation Ltd.</p> <p>ii) Chairman, NMDC-CMDC Ltd.</p> <p>iii) Chairman, Jharkhand National Mineral Development Corporation Ltd.</p> <p>iv) Director, International Coal Ventures (Pvt) Ltd.</p>	<p>i) J&K Mineral Development Corporation Limited.</p> <p>ii) NMDC-CMDC Limited.</p> <p>iii) NMDC-SARL.</p> <p>iv) Legacy Iron Ore Limited.</p> <p>v) NMDC Power Limited.</p> <p>vi) Jharkhand National Mineral Development Corporation Ltd.</p> <p>vii) Kopano-NMDC Minerals (Pty) Limited.</p> <p>viii) Karnataka Vijaynagar Steel Ltd.</p> <p>ix) NMDC Steel Ltd.</p>
Memberships / Chairmanship of Committees across all Public Companies	<p>i) Chairman, Share Transfer Committee, NMDC Ltd.</p>	<p>i) Member, Audit Committee, NMDC.</p> <p>ii) Member, Share Transfer Committee, NMDC Ltd.</p>



Name	SHRI SYEDAIN ABBASI	DR. NOOR MOHAMMAD
Date of Birth & Age	29.01.1967 & 47 years	30.07.1951 & 64 years
Date of Appointment	18.10.2012	26.11.2012
No. of shares held in NMDC	Nil	Nil
Qualifications	M.A. - Modern Indian History	i) Ph.D. - Economics ii) M.Sc. - Administrative Sciences & Development Problems iii) M.Sc. - Physics iv) M.A. - Economics
Expertise in specific functional area	<p>Shri Syedain Abbasi is a senior IAS Officer, Government of India presently serving as the Joint Secretary, Ministry of Steel, Government of India. He has about 24 years of experience in administration & has served in various capacities / positions in the Government.</p>	<p>Dr. Noor Mohammad a retired Indian Administrative Service officer has more than 38 years of experience in governance. He retired as Secretary, National Disaster Management Authority and made manifest contributions in the field disaster risk preparedness, risk mitigation, response and rehabilitation, and risk transfer. He has held various senior positions Governments of Uttar Pradesh as well as in the Central Government. He has been on Board of Director in many PSUs- The notable ones being Chairman and Managing Director Uttar Pradesh Waqf Vikas Nigam and Managing Director Uttar Pradesh Minorities Development and Finance Corporation and Government Director in Chennai Metro Rail Corporation Limited and Independent Director, Coal India Limited. He also served on the statutory committee of coal India Ltd. as Chairman and Member. He is serving on NMDC Board as Independent Direction and Member of various Board Level Committees.</p>
Directorship held in other Companies	Government Director, MECON India Ltd.	Nil
Memberships / Chairmanship of Committees across all Public Companies	Nil	Member, Audit Committee, NMDC Ltd.



Name	SHRI VINAI KUMAR AGARWAL	SHRI MAHESH SHAH
Date of Birth & Age	30.10.1950 & 64 years	25.12.1952 & 62 years
Date of Appointment	26.11.2012	26.11.2012
No. of shares held in NMDC	Nil	Nil
Qualifications	<ul style="list-style-type: none"> i) B.Sc. ii) B.E. - Civil 	<ul style="list-style-type: none"> i) B.Com. ii) LL.B iii) F.C.A. (Fellow Chartered Accountant), Institute of Chartered Accountants of India, New Delhi. iv) F.C.S. (Fellow Company Secretary), Institute of Company Secretaries of India, New Delhi. v) F.C.M.A. (Fellow of Institute of Cost Accountants of India), Institute of Cost Accountants of India, Kolkata
Expertise in specific functional area	Shri Vinai Kumar Agarwal was Managing Director of RITES Ltd. from April 2004 to October 2010. Shri Agarwal holds Bachelor of Engineering in Civil Discipline from University of Roorkee (IIT Roorkee). He served in RITES and Indian Railways in various capacities covering various areas such as Consultancy and Project Management, Constructing and Operating Rail Company in India and abroad. He has approximately over 38 years of experience in Construction and Maintenance of Rail Network, Buildings, Bridges.	Shri Mahesh Shah, Former President of Institute of Company Secretaries of India and Institute of Cost Accountants of India. He is Fellow Member of Institute of Chartered Accountant of India, Institute of Company Secretaries of India and Institute of Cost Accountants of India. He has more than 35 years experience in the areas of Law, Accounts, Taxation, Costing and Financial Management.
Directorship held in other Companies	Nil	<ul style="list-style-type: none"> i) Inter Corporate Financiers & Consultants Ltd. ii) Power Grid Corporation of India Ltd.
Memberships / Chairmanship of Committees across all Public Companies	Member, Audit Committee, NMDC Ltd.	<ul style="list-style-type: none"> i) Chairman, Audit Committee, NMDC Ltd. ii) Chairman, Shareholders/Investors Grievance/Stakeholders' Relationship Committee, NMDC Ltd.



Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

SPECIAL BUSINESS

1. Item No.7: Appointment of Dr. T.R.K. Rao as the Director of the Company.

Pursuant to the order issued by the Ministry of Steel vide Order no F.No.4 (15)/2013-RM-I (Vol.II) Dated: 14th October, 2014. Dr. T.R.K. Rao, (DIN: 01312449) was appointed as an Additional Director of the Company with effect from 17th November, 2014 subject to his re-appointment by the shareholders in the Annual General Meeting, he is liable to retire by rotation in terms of provision of the Companies Act, 2013. In terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company, he would hold office up to the date of the ensuing Annual General Meeting. The notice under Section 160 of the said Act has been received from a member proposing the name of Dr. T.R.K. Rao as a candidate for the office of Director of the Company.

The Brief Bio-Data of the above Director is given below:

Name	DR. T.R.K. RAO
Date of Birth & Age	14.07.1961 & 54 years
Date of Appointment	17.11.2014
No. of shares held in NMDC	Nil
Qualifications	i) Ph.D. - Indian Agricultural Research Institute, New Delhi ii) M.S. in Economic Policy Management - Columbia University, USA
Expertise in specific functional area	Dr. T.R.K. Rao belongs to the 1986 batch of Indian Railway Traffic Service (IRTS) and held various key positions in the Ministry of Railways and State Government. His earlier positions included Vice-Chairman-cum-Managing Director of A.P. Mineral Development Corporation Ltd., Hyderabad, Managing Director of Sports Authority and Executive Director (Finance, Marketing & Public Relations) in Singareni Collieries Limited. He also served as a Special Secretary Infrastructure and Revenue (Disaster Management) in Govt. of A.P. In Railways, he worked as Additional Divisional Manager and Dy. General Manager and other senior level assignments. He holds Doctorate Degree from Indian Agricultural Institute, New Delhi and also Master in Economic Policy Management from Columbia University, USA. He has also worked as Consultant at the World Bank, Washington DC. He served as Director on various Boards like Hindustan Shipyard Ltd, GMR Hyderabad, Visakhapatnam Port Trust etc.
Directorship held in other Companies	i) NMDC Power Ltd. ii) Legacy Iron Ore Ltd. iii) Krishnapatnam Railway Company Ltd.
Memberships / Chairmanship of Committees across all Public Companies	Member, Share Transfer Committee.

Dr. T.R.K. Rao is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Save and except Dr. T.R.K. Rao and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the Resolution set out at Item No.7 of the Notice.

Board considers it desirable that the Company should continue to avail itself of his services as a Director and recommend this Resolution for approval of the shareholders.



2. Item No 8: Appointment of Shri P.K. Satpathy, as the Director of the Company.

Pursuant to the order by the Ministry of Steel vide Order no. F.No.4(16)/2013-RM-I (Vol.II) Dated: 12th December 2014. Shri P.K. Satpathy, (DIN: 07036432) was appointed as an Additional Director of the Company with effect from 13th December 2014, subject to his re-appointment by the shareholders in the Annual General Meeting he is liable to retire by rotation in terms of provision of the Companies Act, 2013. In terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company, he would hold office up to the date of the ensuing Annual General Meeting. The notice under Section 160 of the said Act has been received from a member proposing the name of Shri P.K.Satpathy as a candidate for the office of Director of the Company.

The Brief Bio-Data of the above Directors is given below:

Name	SHRI P.K. SATPATHY
Date of Birth & Age	28.08.1961 & 53 years
Date of Appointment	13.12.2014
No. of shares held in NMDC	320
Qualifications	B.E. (Mining)
Expertise in specific functional area	Shri Satpathy is a Bachelor of Engineering (Mining) with 1st class Mine Manager Certificate of Competency. Shri Satpathy held key positions in various projects of NMDC. Prior to this appointment as Director (Production), he was General Manager of BIOM, Kirandul Complex, Chhattisgarh. He has varied experience of 31 years in the field of iron ore and copper mining. He has attended various National and International seminars and presented paper in Fragblast - International Seminar in 2012 and also attended Management Development Programmes in IIM, Ahmedabad and IIM, Kolkata. Prior to joining NMDC in 1996, Shri Satpathy worked in Hindustan Copper Limited in Malanjkhand Copper Project in various key positions.
Directorship held in other Companies	i) NMDC-CMDC Ltd. ii) Jharkhand National Mineral Development Corporation Ltd.
Memberships / Chairmanship of Committees across all Public Companies	i) Member, Shareholders/Investors Grievance/Stakeholders' Relationship Committee, NMDC Ltd. ii) Member, Share Transfer Committee, NMDC Ltd.

Shri P.K. Satpathy is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Save and except Shri P.K.Satpathy and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the Resolution set out at Item No.8 of the Notice.

Board considers it desirable that the Company should continue to avail itself of his services as a Director and recommend this Resolution for approval of the shareholders.



3. Item No 9: Appointment of Shri D.S. Ahluwalia as the Director of the Company.

Pursuant to the order by the Ministry of Steel vide Order no F.No.4(17)/2013-RM-I (Vol.II) Dated: 10th October 2014, Shri D.S. Ahluwalia, (DIN: 02164448) was appointed as an Additional Director of the Company with effect from 1st January 2015, subject to his re-appointment by the shareholders in the Annual General Meeting he is liable to retire by rotation in terms of provision of the Companies Act, 2013. In terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company, he would hold office up to the date of the ensuing Annual General Meeting. The notice under Section 160 of the said Act has been received from a member proposing the name of Shri Devinder Singh Ahluwalia as a candidate for the office of Director of the Company.

The Brief Bio-Data of the above Directors is given below:

Name	SHRI DEVINDER SINGH AHLUWALIA
Date of Birth & Age	02.04.1958 & 57 years
Date of Appointment	01.01.2015
No. of shares held in NMDC	Nil
Qualifications	i) Bachelor of Commerce (Hons.) ii) Cost Accountant
Expertise in specific functional area	Shri Ahluwalia is a Bachelor of Commerce (Hons.) from Delhi University and is also a Cost Accountant. Shri Ahluwalia prior to this new assignment was Executive Director (Finance) in Rural Electrification Corporation Limited (REC). At REC, he was associated with the Appraisal, Financing, Monitoring of Power Projects, Resource Mobilization, Treasury Management & ALM functions. Prior to that, he served at various levels in NHPC for 25 years wherein he has acquired rich & varied experience in Construction and Operation activities at project level as well as the Accounts, Taxation & Commercial aspects at the Corporate level.
Directorship held in other Companies	i) J&K Mineral Development Corporation Ltd. ii) Legacy Iron Ore Ltd. iii) Kopano-NMDC Minerals (Pty.) Ltd.
Memberships / Chairmanship of Committees across all Public Companies	i) Member, Shareholders/Investors Grievance/Stakeholders' Relationship Committee, NMDC Ltd. ii) Member, Share Transfer Committee, NMDC Ltd.

Shri D.S. Ahluwalia is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Save and except Shri D.S.Ahluwalia and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the Resolution set out at Item No.9 of the Notice.

Board considers it desirable that the Company should continue to avail itself of his services as a Director and recommend this Resolution for approval of the shareholders.



4. Item No 10: Appointment of Smt. Bharathi S. Sihag as Director of the Company.

In pursuance to Article 74(b) of the Articles of Association of the Company the President has appointed Smt. Bharathi S. Sihag, (DIN: 02154196), Additional Secretary and Financial Advisor, Ministry of Steel as Government Director on the Board of Directors of the Company vide Order No.1/16/2015-BLA Dated: 16th March, 2015 was appointed as Government Director of the Company. The Board of Directors of the Company have appointed Smt. Bharathi S. Sihag as Additional Director with effect from 16th March, 2015, subject to her re-appointment by the shareholders in the Annual General Meeting, she is liable to retire by rotation in terms of provision of the Companies Act, 2013. In terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company, she would hold office up to the date of the ensuing Annual General Meeting. Therefore, it is proposed to appoint Smt. Bharathi S. Sihag as Director of the Company at this Annual General meeting.

The Brief Bio-Data of the above Directors is given below:

Name	SMT. BHARATHI S. SIHAG	
Date of Birth & Age	02.12.1958 & 56 years	
Date of Appointment	16.03.2015	
No. of shares held in NMDC	Nil	
Qualifications	i) Post Graduate and M. Phil in History from Delhi University ii) M.S. Degree from Cornell University, Ithaca, New York, USA in Development Studies	
Expertise in specific functional area	During her rich and varied experience as a senior IAS officer, she has held various administrative positions in the areas of Revenue Management & District Administration, Industries, Energy, Science & Technology, Environment & Forest, Home, Agriculture, Urban Development, etc. in the State Government and in the Ministries of Rural Development, Commerce & Industry, Information & Broadcasting, etc. in the Central Government. Prior to joining as Additional Secretary & Financial Advisor, Ministry of Steel on 12th March, 2015, she was Additional Secretary & Financial Advisor in the Ministry of Information & Broadcasting, Government of India.	
Directorship held in other Companies	i) Steel Authority of India Ltd. iii) KIOCL Limited	ii) Rashtriya Ispat Nigam Ltd. iv) MECON Ltd.
Memberships / Chairmanship of Committees across all Public Companies	Nil	

Smt. Bharathi S. Sihag is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Save and except Smt. Bharathi S. Sihag and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the Resolution set out at Item No.10 of the Notice.

Board considers it desirable that the Company should continue to avail itself of her services as a Director and recommend this Resolution for approval of the shareholders.



5. Item No.11: Ratification of the Remuneration of Cost Auditors of the Company for the financial year 2014-15.

The Board, on the recommendation of the Audit Committee, has appointed the Cost Auditors to conduct the audit of the cost records of the Company across various segments, for the financial year ending March 31, 2015. In accordance with the provisions of section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors viz M/s Prasad Bharathula & Associates, Cost and Management Consultants, HYDERABAD for the financial year 2014-15 recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in the Notice for ratifying the remuneration paid to the Cost Auditors for the financial year ending March 31, 2015.

6. Item No.12: Remuneration of Cost Auditors of the Company for the financial year 2015-16.

The Board, on the recommendation of the Audit Committee, has to approve the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company across various segments, for the financial year ending March 31, 2016. In accordance with the provisions of Section 148 to the Company Act 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is to be recommended by the Audit Committee and approved by the Board of Directors has to be approved by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at of the Notice the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016 and authorize the Board of Directors of the Company.

Considering the above, the Board of Directors of the Company recommends the above proposals for approval of the shareholders.

None of the Directors / Key Management Personnel of the Company / their relatives in any way concerned are interested financially or otherwise except to the extent of their appointment / re-appointment and shareholding which is below 2% of the paid - up capital of the Company

By Order of the Board of Directors,
For and on behalf of NMDC Ltd

(A.S. Pardha Saradhi)
Company Secretary

Place : Hyderabad
Date : 25.06.2015



BRIEF PROFILE OF NMDC BOARD MEMBERS

I. FUNCTIONAL DIRECTORS

1. SHRI NARENDRA KOTHARI, CMD, NMDC LIMITED



Shri Narendra Kothari assumed charge as Chairman-cum-Managing Director of NMDC Limited on 21 April 2014.

Shri Kothari was the CEO of IISCO Steel Plant, Burnpur, Steel Authority of India Limited (SAIL) since October, 2012. He held various important positions in SAIL as Executive Director of Chairman Secretariat, Coal Import Group etc.

Shri Kothari had been instrumental in streamlining numerous projects of SAIL and has worked extensively in the field of steel making process in India and abroad.

Shri Kothari is a B.E. in Metallurgy and has gained rich experience over the years.

2. SHRI NARENDRA K. NANDA, DIRECTOR (TECHNICAL), NMDC LIMITED



Shri Narendra K. Nanda, Director was appointed as Director (Technical), NMDC Limited w.e.f. 1st December, 2008. He graduated in B.Tech. (Mining) from prestigious Indian School of Mining (ISM), Dhanbad in the year 1982 and further he post-graduated in M.Tech. (by Research) from ISM, Dhanbad during 2000. He submitted a thesis on "Reliability of Mine Operation".

After working in Hindustan Copper Ltd., Malanjkhand and ACC Ltd., in Haryana, Shri Nanda joined NMDC in the year 1989. Because of his varied experience in copper, limestone, iron ore and initial training in coal mines, he has risen to the post of Director (Technical) in the year 2008. He has been conferred with the awards like (i) 'Eminent Engineer' award by Institution of Engineers, Bhilai (ii) 'The IME Journal Golden Jubilee Award' for his contribution to iron ore mining, processing and infusing new technologies and (iii) prestigious award - Abheraj Baldota Memorial Award of 'Mining Engineer of the Year' for 2010 by Mining Engineers Association of India. (iv) Steeles Award-2013(for excellence in Project Management) & (v) SAGAT Award of Excellence 2013. In recent past, he has been awarded by "Institute of Engineers (India)" for his remarkable contribution in mining and mineral sector in December 2014 and Outstanding Leadership award for meritorious contribution to Iron Ore mining industry by MEAI in May 2015.

Shri Nanda specializes in Mineral Exploration, Investigation mine operation and mine development and spent 20 years in production related activity, before getting elevated as Director (Technical). He has proficiency in project planning & execution, and has special interest in diversification activities. He has published and presented a number of technical papers during various seminars in India as well as abroad.

Shri Nanda is a Fellow Member of Institution of Engineers and Fellow Member of Mining, Geological, Metallurgical Institute of India. He was Chairman of the National Committee on Mining of Confederation of Indian Industries (CII) from 2010-2011. He was Vice-President in the Governing Council of Global Compact Network India (GCNI) from 2011 to 2015 (two terms) and presently he is Chairman, GCNI, Hyderabad Chapter. He is also Vice President, Southern and Western Zone of Mining Geological & Metallurgical Institute of India MGMI. He is Chairman, Mining Engineers Association of India (MEAI), Hyderabad Chapter.



Shri Nanda is also the Chairman of Legacy Iron Ore Ltd., a company in Australia, where NMDC is the major shareholder. He is also Vice Chairman of Kopano-NMDC Minerals Pty. Ltd., the Joint Venture Company of NMDC in South Africa.

As Director (Technical) Shri Nanda is looking after, Research & Development, Engineering, Project Planning & execution for mining and Steel Projects, Joint Ventures, mergers and acquisitions including acquisition of Mineral assets abroad. Under the leadership of Shri Nanda as Dir(Tech.), NMDC has completed the construction of its new mine - 11B at Kirandul, Bailadilla which will add 7MTPA to NMDC's existing capacity. Another new mine at Kumaraswamy of 7MTPA is also nearing completion. NMDC has also completed construction of Pellet Plant Project at Donimalai under his able leadership. The upcoming Steel Plant of the Company at Nagarnar, Chhattisgarh, under his technical and administrative control, is expected for commencement of steel production by the end of the year 2016.

Shri Nanda also held Additional Charge of Chairman-cum-Managing Director of the Company (NMDC), w.e.f. 1st January 2012 till 24th May 2012.

Recent Papers submitted:

1. Paper titled 'Mergers & Acquisitions vis-à-vis Global Mining Industry' submitted to World Mining Congress.
2. Paper on 'Indian Iron Ore Mining Industry and Future Prospects' presented in 4th Asian Mining Congress.
3. Professor S.K. Bose Memorial Lecture at ISM, Dhanbad on 19.04.2012 on "Sustainable Mining & Environment".

3. DR. T.R.K. RAO, DIRECTOR (COMMERCIAL), NMDC LIMITED



Dr. T.R.K. Rao belongs to the 1986 batch of Indian Railway Traffic Service (IRTS) and held various key positions in the Ministry of Railways and State Government. His earlier positions included Vice-Chairman-cum-Managing Director of A.P. Mineral Development Corporation Ltd., Hyderabad, Managing Director of Sports Authority and Executive Director (Finance, Marketing & Public Relations) in Singareni Collieries Limited. He also served as a Special Secretary Infrastructure and Revenue (Disaster Management) in Govt. of A.P.

In Railways, he worked as Additional Divisional Manager and Dy. General Manager and other senior level assignments. He holds Doctorate Degree from Indian Agricultural Institute, New Delhi and also Master in Economic Policy Management from Columbia University, USA.

He has also worked as Consultant at the World Bank, Washington DC.

He served as Director on various Boards like Hindustan Shipyard Ltd, GMR Hyderabad, Visakhapatnam Port Trust etc.

4. SHRI P.K. SATPATHY, DIRECTOR (PRODUCTION), NMDC LIMITED

Shri Satpathy is a Bachelor of Engineering (Mining) with 1st class Mine Manager Certificate of Competency. Shri Satpathy held key positions in various projects of NMDC. Prior to this appointment as



Director (Production), he was General Manager of BIOM, Kirandul Complex, Chhattisgarh. He has varied experience of 31 years in the field of iron ore and copper mining. He has attended various National and International seminars and presented paper in Fragblast - International Seminar in 2012 and also attended Management Development Programmes in IIM, Ahmedabad and IIM, Kolkata. Prior to joining NMDC in 1996, Shri Satpathy worked in Hindustan Copper Limited in Malanjkhand Copper Project in various key positions.

5. SHRI D.S. AHLUWALIA, DIRECTOR (FINANCE), NMDC LIMITED



Shri Ahluwalia is a Bachelor of Commerce (Hons.) from Delhi University and is also a Cost Accountant. Shri Ahluwalia prior to this new assignment was Executive Director (Finance) in Rural Electrification Corporation Limited (REC). At REC, he was associated with the Appraisal, Financing, Monitoring of Power Projects, Resource Mobilization, Treasury Management & ALM functions.

Prior to that, he served at various levels in NHPC for 25 years wherein he has acquired rich & varied experience in Construction and Operation activities at project level as well as the Accounts, Taxation & Commercial aspects at the Corporate level.

II. GOVERNMENT NOMINEE DIRECTORS

1. SMT. BHARATHI S. SIHAG, ADDITIONAL SECRETARY AND FINANCIAL ADVISOR, MINISTRY OF STEEL.



Smt. Bharathi S. Sihag, an Indian Administrative Service (IAS) officer of Himachal Pradesh Cadre, is a Post Graduate and M. Phil in History from Delhi University. She also has an M.S. Degree from Cornell University, Ithaca, New York, USA in Development Studies.

During her rich and varied experience as an IAS officer, she has held various administrative positions in the areas of Revenue Management & District Administration, Industries, Energy, Science & Technology, Environment & Forest, Home, Agriculture, Urban Development, etc. in the State Government and in the Ministries of Rural Development, Commerce & Industry, Information & Broadcasting, etc. in the Central Government. Prior to joining as Additional Secretary & Financial Advisor, Ministry of Steel on 12th March, 2015, she was Additional Secretary & Financial Advisor in the Ministry of Information & Broadcasting, Government of India.

2. SHRI SYEDAIN ABBASI, JOINT SECRETARY, MINISTRY OF STEEL.

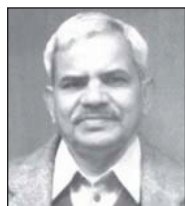


Shri Syedain Abbasi is a senior IAS Officer, Government of India presently serving as the Joint Secretary, Ministry of Steel, Government of India. He has about 23 years of experience in administration & has served in various capacities / positions in the Government.



III. INDEPENDENT DIRECTORS

1. DR. NOOR MOHAMMAD



Dr. Noor Mohammad retired from Indian Administrative Service on 31.07.2011. He is a Post Graduate in Physics, Economics and Development Issues. He has more than 38 years of vast experience in administration and he has held various senior positions in the Government of Uttar Pradesh as well as in the Central Government. He retired as Secretary, National Disaster Management Authority. He held important positions like Member Secretary, NCR Planning Board, Chief Electoral Advisor UNDP, Kabul, International Election Commissioner, Afghanistan, Deputy Election Commissioner, Election Commission of India and Chief Electoral Officer, Uttar Pradesh and Principal Secretary of various departments in U.P.

He worked as government nominee on the Board of Directors of a number of U.P. State Corporations and also Chennai Metro Rail Corporation. In addition, he worked as Chairman Association of Municipalities and Development Authorities, Chairman, U.P. Waqf Development Corporation, Managing Director, U.P. Waqf Development Corporation and Managing Director, U.P. Minorities Financial and Development Corporation where he made manifest contributions.

2. SHRI VINAI KUMAR AGARWAL



Shri Vinai Kumar Agarwal was the Managing Director of RITES Ltd. from April 2004 till his retirement in October 2010. He holds a Bachelor of Science Degree and Bachelors Degree in Engineering (Civil) from I.I.T. (Roorkee). Prior to his appointment as Managing Director, he was Divisional Railway Manager, Indian Railways. He also served as Executive Director and National Project Director for U.N. Funded Projects, Ministry of Railways. in various capacities in the commercial / project management / marketing / contracts disciplines. He has approximately 38 years of experience in the fields Project Management & Execution, Quality Control, Design & Engineering. While working as Managing Director, RITES Ltd. he was awarded the prestigious "Stevie International Business Awards, 2008" for 'Best Executive in Asia (Subcontinent), Australia and New Zealand'.

3. SHRI MAHESH SHAH



Shri Mahesh Shah, Former President of Institute of Company Secretaries of India and Institute of Cost Accountants of India. He is Fellow Member of Institute of Chartered Accountant of India, Institute of Company Secretaries of India and Institute of Cost Accountants of India. He has more than 35 years experience in the areas of Law, Accounts, Taxation, Costing and Financial Management.



NMDC Limited

Registered Office : Khanij Bhavan, 10-3-311/A, Castle Hills, Masab Tank, Hyderabad - 500 028.
(CIN : L13100AP1958GOI001674)

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		
Email ID		
Folio No./Client ID		
DP ID		No. of Shares
I/We, being a member/members of above named Company, hereby appoint:		
1. Name		
Address		
Email ID	Signature	
Or failing him/her		
2. Name		
Address		
Email ID	Signature	
Or failing him/her		
3. Name		
Address		
Email ID	Signature	

As my/our proxy to attend and vote (on a poll) for me /us and on my/our behalf at the 57th Annual General Meeting of the Company, to be held on 29th day, September, 2015 at 11.30 hrs. at Hyder Mahal, ITC Kakatiya, 6-3-1187, Begumpet, Hyderabad - 500 016, Telangana and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	For*	Against*
	Ordinary Business		
1.	Adoption of Audited Accounts, Directors' and Auditors' Reports To receive, consider and adopt the Statement of Profit & Loss for the financial year ended 31st March 2015, the Balance Sheet, the Cash Flow Statement including consolidated Financial Statements as at that date and the Directors' and Auditors' Reports thereon.		
2.	To declare final dividend confirm the payment of interim dividends on equity shares for the year 2014-15.		
3.	To appoint a Director in place of Shri Narendra Kothari (DIN: 06393713), who retires by rotation and being eligible, offers himself for re-appointment as Chairman-cum-Managing Director of the Company		
4.	To appoint a Director in place of Shri Narendra K. Nanda (DIN: 02455894), who retires by rotation and being eligible, offers himself for re-appointment as Director (Technical) of the Company.		
5.	To appoint a Director in place of Shri Syedain Abbasi (DIN: 01790604), who retires by rotation and being eligible, offers himself for re-appointment.		
6.	Remuneration of Statutory Auditors In terms of the Section 142 of the Companies Act, 2013, the remuneration of Auditors of Government Companies, appointed by Comptroller and Auditor General of India, shall be fixed by the Company in General Meeting or in such manner as the Company in General Meeting may determine. Hence, it is proposed that the members may authorise the Board of Directors of the Company to fix the remuneration of the Statutory Auditors of the Company for the year 2015-16, as may be deemed fit.		
	Special Business		
7.	To consider and if thought fit to pass with or without modification(s) the following resolution as an ordinary resolution: "RESOLVED THAT Dr. T.R.K. Rao, (DIN: 01312449) who was appointed as an Additional Director of the Company by the Board of Directors under Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director (Commercial) of the Company, liable to retire by rotation."		
8.	To consider and if thought fit to pass with or without modification(s) the following resolution as an ordinary resolution: "RESOLVED THAT Shri P.K.Satpathy, (DIN: 07036432) who was appointed as an Additional Director of the Company by the Board of Directors under Section 161 of the Companies Act, 2013 and the Articles		

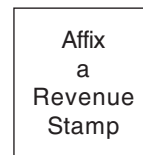
Resolution No.	Resolutions	For*	Against*
	<p>of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director (Production) of the Company, liable to retire by rotation."</p>		
9.	<p>To consider and if thought fit to pass with or without modification(s) the following resolution as an ordinary resolution:</p> <p>"RESOLVED THAT Shri D.S. Ahluwalia, (DIN: 02164448) who was appointed as an Additional Director of the Company by the Board of Directors under Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director (Finance) of the Company, liable to retire by rotation."</p>		
10.	<p>To consider and if thought fit to pass with or without modification(s) the following resolution as an ordinary resolution:</p> <p>"RESOLVED THAT</p> <p>Smt. Bharathi S. Sihag (DIN: 02154196) who was appointed as an Additional Director of the Company by the Board of Directors under Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, who is liable to retire by rotation."</p>		
11.	<p>To ratify the remuneration of the Cost Auditors of the Company for the financial year 2014-15 and in this regard to consider and if thought fit to pass with or without modification(s) the following resolution as an ordinary resolution:</p> <p>"RESOLVED THAT</p> <p>Pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs.500000 plus service tax as applicable and reimbursement of daily allowance, travelling expenses and out-of-pocket expenses to be paid to the Cost Auditors viz. M/s Prasad & Bharathula Associates, Cost and Management Consultants, H.No.2-4-911, Road No.6, Samatapuri Colony, Post. Saroornagar, HYDERABAD - 500 035 for the financial year 2014-15, as approved by the Board of Directors, be and is hereby ratified.</p>		

Resolution No.	Resolutions	For*	Against*
	<p>RESOLVED FURTHER THAT</p> <p>The Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."</p>		
12.	<p>To approve the remuneration of the Cost Auditors of the Company for the financial year 2015-16 and in this regard to consider and if thought fit to pass with or without modification(s) the following resolution as an ordinary resolution:</p> <p>"RESOLVED THAT</p> <p>Pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force),the cost auditors, be appointed by Board of Directors of the Company to conduct the audit of the Cost records of the Company for the financial year ending 31.03.2016 on the recommendations of the audit committee of the company and that the Board be and is hereby authorized to fix the remuneration for the conduct of the Cost Auditor.</p> <p>RESOLVED FURTHER THAT</p> <p>The Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."</p>		

Signed this day of2015

Signature of Member.....

Signature of Proxy-----



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. A person can act as a proxy on behalf of Members, not exceeding fifty, and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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 shareholder.
3. It is optional to put an 'X' in the appropriate column against the resolution indicated in the box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she deems appropriate.



NMDC Limited

Registered Office : Khanij Bhavan, 10-3-311/A, Castle Hills, Masab Tank, Hyderabad - 500 028.
(CIN : L13100AP1958GOI001674)

ATTENDANCE SLIP 57th ANNUAL GENERAL MEETING

L.F./Demat A/c No. _____

No. of Shares held _____

Names(s) in Full

Name & Address as Regd. with the Company

1. _____

2. _____

3. _____

I hereby record my presence at the meeting of the 57th Annual General Meeting of Shareholders of NMDC Ltd at Hyder Mahal, ITC Kakatiya, 6-3-1187, Begumpet, Hyderabad, on Tuesday the 29th day of September, 2015 at 11.30 hours.

Please tick in the Box

Equity Shareholder

Proxy

Equity Shareholder's Signature

Proxy's Signature

Notes:

1. Equity Shareholders / Proxies are requested to bring this slip with them. Duplicate slips will not be issued at the entrance of the venue of the meeting.
2. Equity Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting place.

Route Map for the Venue of the 57th AGM to be held on 29th September 2015 at 1130 hrs.

