



Notice

Notice is hereby given that the 59th Annual General Meeting (AGM) of NMDC Limited will be held at 1130 hours on Friday the 22nd September, 2017 at The Park, 22, Raj Bhavan Road, Somajiguda, Hyderabad - 500 082, Telangana to transact the following business:

A. ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31st March 2017 and the reports of the Board of Directors' and Auditors' thereon.
2. To confirm the payment of first Interim dividend of Rs.4.15 ps per equity share and to declare final dividend of Re. 1.00 per equity share of Re.1.00 each for the financial year 2016-17.
3. To appoint a Director in place of Shri Devinder Singh Ahluwalia (DIN: 02164448), who retires by rotation and being eligible, offers himself for re-appointment as Director (Finance) of the Company.
4. To appoint a Director in place of Dr. 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 fix remuneration of Statutory Auditors for the financial year 2017-18

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 authorize the Board to fix the remuneration of the Statutory Auditors of the Company for the financial year 2017-18, as may be deemed fit.

SPECIAL BUSINESS:

6. To appoint Shri Saraswati Prasad (DIN: 07729788) as a Director on the Board of the Company 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 order No.1/16/2015-BLA dated 08-02-2017 of Ministry of Steel, Government of India, Shri Saraswati Prasad (DIN: 07729788), Additional Secretary and Financial Advisor (AS&FA), Ministry of Steel appointed as Government Director of the Company, was appointed as an Additional Director of the Company by the Board of Directors in terms of Section 161 of the Companies Act, 2013 (the Act) 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 under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director and Government Nominee Director of the Company, liable to retire by rotation.

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

7. To ratify the remuneration of the Cost Auditors of the Company for the financial year 2017-18 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 Company hereby ratifies the remuneration of Rs. 6.00 lakhs (excluding applicable tax, travelling, out-of-pocket expenses and other incidental expenses) payable to M/s Prasad Bharathula & Associates, Cost and Management Consultants having office at H.No.2-4-911, Road No.6, Samatapuri Colony, Post. Saroornagar, Hyderabad - 500 035 appointed as the Cost Auditors by the Board of Directors of the Company for conducting the audit of the



cost records of the Company and providing Cost Audit Report, and all such reports, annexures, records, documents etc., for the financial year 2017-18, that may be required to be prepared and submitted by the Cost Auditors under applicable statute.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, things, matters 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 : 21st August, 2017

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 to be transacted at the Meeting.
3. Proxy Form and Attendance Slip.
4. A copy of the 59th Annual Report of the Company for the year 2016-17.



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 (48) 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 (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) 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 Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 18th September, 2017 to 22nd September, 2017 (both days inclusive).
5. During the financial year, the Company declared first interim dividend @ Rs.4.15 ps per Equity Share of Re.1.00 each amounting to Rs.1,313 crores. The Board of Directors at its meeting held on 25th May 2017 recommended final dividend of Re. 1.00 per Equity Share subject to the approval of the Shareholders at the AGM. The total dividend including final dividend if approved, aggregates to Rs.5.15 per share.
6. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar and Share Transfer

Agent of the Company M/s Aarathi 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@aarathiconsultants.com, Website: www.aarathiconsultants.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., Karvy Selenium, Tower- B, Plot No. 31 & 32, Financial district, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032, Telangana, Tel: 040-67161500, Fax: 040- 23001153, Email: nmdc.ipo@karvy.com/ einward.ris@karvy.com Website: www.karvycomputershare.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 Aarathi Consultants Private Ltd, the Registrar and Share Transfer Agent of the Company.
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. In terms of Sections 101 and 136 of the Companies Act, 2013 read with relevant Rules made thereunder and Regulation 36(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. As per provisions of Section 20(2) of the Companies Act, 2013 read with Rules made thereunder, a document may be served on any member by sending it to him / her by post or by registered post or by speed post or by courier or by delivering at his /her office or address, or by such electronic or other mode as may be prescribed including facsimile telecommunication or to electronic mail which the member has provided from time to time for sending communications to his / her Depository Participant or the Company's Registrar and Share Transfer Agent. Members are requested to register their e-mail address and changes therein from time to time with his / her Depository Participant or the Company's Registrar and Share Transfer Agent for service of documents, notices, annual reports etc. through registered e-mail. 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 Sections 124 and 125 of the Companies Act, 2013, dividends which had remained unpaid or unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account of a company will have to be transferred to the 'Investor Education and Protection Fund' established by the Central Government. Shareholders who have not claimed their dividend/s so far for various years are requested to make their claim to M/s Aarthi Consultants Pvt. Limited, Hyderabad, Registrar and Share Transfer Agent 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. The unclaimed/unpaid dividends declared up to financial years 2008-09 have been transferred to the Investor Education and Protection Fund. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unclaimed/ unpaid amounts lying with the Company as on September 29, 2016 (date of last Annual General Meeting) on the website of the Company (www.nmdc.co.in) and also on the website of the Ministry of Corporate Affairs, the information in respect of such unclaimed/unpaid dividend.

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 Aarthi Consultants Private Ltd or the Company to enable them to incorporate the same on 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 to 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 Aarhi 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 Aarhi 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 Members at the General Meeting may authorize the Board to fix the appropriate remuneration of Auditors for the year 2017-18 after taking into consideration the increase in volume of work and pertaining inflation, etc.

21. Members are requested:

- (i) To bring their copy of Annual Report and Attendance Slip duly completed and signed to 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. In case their shares are held in dematerialized form, information should be submitted directly to their respective Depository Participants and not to the Company/ Share Transfer Agent, without any delay.
- (v) To note that no gift/coupons will be distributed at the meeting.

22. 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' notice in writing of the intention to inspect is given to the Company.

23. 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 at the AGM and will be made accessible to any person attending the meeting.

24. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available at the AGM and will remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.

25. 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.

26. NMDC, being a Government Company, all the appointments to the Board and terms and conditions thereto are fixed by the Government of India.

27. The details of remuneration / sitting fees paid to Board Members have been given in Corporate Governance Report.

28. None of the Directors have any relationship with other Directors, Manager(s) and other Key Managerial Personnel of the Company.

29. Voting through electronic means

i. 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 from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has made arrangements for providing e-voting facility to the shareholders of the Company to exercise their right to vote on resolutions proposed to be passed 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), an authorised Agency of Ministry of Corporate Affairs (MCA), Government of India.

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 for this AGM by remote e-voting may also attend the AGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period begins on 19th September, 2017 (10.00 a.m. IST) and ends on 21st September, 2017 (5.00 p.m. IST). The voting rights shall be proportionate to the shares held on 16th September, 2017. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th September, 2017, 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 instructions for shareholders for remote e-voting are as under:

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

a. Open e-mail and the attached PDF file viz; "remote e-Voting.pdf" giving your Client ID or Folio No. as password. The said PDF file contains your user ID and password for remote e-voting. Please note that the password is an initial password.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf"

b. Open internet browser by typing the URL <https://www.evoting.nsdl.com/>

c. Click on "Shareholder - Login".

d. Put User ID and password as initial password noted in step (a) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.

e. If you are logging in for the first time, please enter the user ID and password provided in the attached PDF file as initial password.

f. The Password Change Menu appears. Change the password 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.

g. Home page of "remote e-Voting" opens. Click on e-Voting: Active Voting Cycles.

h. Select "EVEN" (E-Voting Event Number) of NMDC Limited which is 107110. Now you are ready for "e-Voting" as "Cast Vote" page opens.

i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.

j. Upon confirmation, the message "Vote cast successfully" will be displayed.

k. Once you have voted on the resolution, you will not be allowed to modify your vote.

l. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also 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 with a copy marked to evoting@nsdl.co.in

B. In case a Shareholder receives physical copy of the Notice of AGM [for Shareholders whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

i. EVEN, User Id and Initial password will be provided at the bottom of the ballot form.

ii. Please follow all steps from Sl. No. (b) to Sl. No. (l) of "A" above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders 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 for casting your vote.

NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

- 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.** Voting rights of members shall be reckoned on the paid-up value of equity shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e., 16th September, 2017.

- 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?" or "Physical User Reset 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.** Shri D Hanumanta Raju, Practicing Company Secretary (Membership No. FCS: 4044), has been appointed as the Scrutinizer 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/her in writing, who shall countersign the same and declare the result of the voting forthwith.

- XVI.** The results declared along with Scrutinizer's Report shall be placed on the Company's website www.nmdc.co.in and on the website of NSDL: <https://www.evoting.nsdl.com> immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be communicated to the BSE Limited (BSE), National Stock Exchange of India Limited (NSE), and other stock exchanges, where the shares of the Company are listed.



Information pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on re-appointment of Directors

(a) Brief Resume of the Directors

Name	Shri Devinder Singh Ahluwalia	Dr. Narendra K Nanda
Date of Birth & Age	02.04.1958 & 59 years	28.07.1960 & 57 years
Date of Appointment	01.01.2015	01.12.2008
Qualifications	i) Bachelor of Commerce (Hons.) ii) Cost Accountant	i) B.Tech. (Mining) from ISM, Dhanbad ii) M.Tech. (By Research) in Mining Engg. From ISM, Dhanbad (iii) Awarded Ph.D in Mineral Processing in the month of July, 2016
(b) Nature of expertise in specific functional areas	<p>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.</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.
(c) Disclosure of relationships between Directors inter-se	There exists no relationship between Directors inter-se.	There exists no relationship between Directors inter-se.
(d) Directorship held in other listed entities companies and the membership of Committees of the Board	MOIL Limited [Additional Charge as Director (Finance)]	NIL
(e) No. of Equity Shares held in NMDC Limited	NIL	NIL



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

SPECIAL BUSINESS

Item No. 6: Appointment of Shri Saraswati Prasad (DIN: 07729788) as Director of the Company

Pursuant to the order issued by the Ministry of Steel, Government of India vide order no 1/16/2015-BLA dated 08.02.2017, Shri Saraswati Prasad (DIN: 07729788), Additional Secretary and Financial Advisor (AS&FA), Ministry of Steel appointed as Government Director of the Company, was appointed as an Additional Director of the Company by the Board of Directors with effect from 08.02.2017 subject to his re-appointment by the shareholders in the Annual General Meeting as Director of the Company. 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 Saraswati Prasad as a candidate for the office of Director of the Company.

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

(a) Brief Resume of the Director	
Name	Shri Saraswati Prasad
Date of Birth & Age	24.12.1960 & 56 years
Date of Appointment	08.02.2017
Qualifications	Post Graduate in Physics
(b) Nature of expertise in specific functional areas	Shri Saraswati Prasad is an IAS Officer of the Assam Meghalaya cadre belonging to 1985 batch. He has wide ranging expertise working for Central as well as State Government. He had worked in various sectors like Urban Development, Management of Environment & Forest and Industrial Development besides working as District Magistrate in two districts of Assam. He has worked earlier in the Ministry of Agriculture and Ministry of Heavy Industries in the Government of India. Before joining the Ministry of Steel as Additional Secretary & Financial Advisor with the additional charge of Ministry of Micro, Small and Medium Enterprises, he worked in the Ministry of Drinking Water & Sanitation for about four years at the level of Joint Secretary and Additional Secretary, looking after the Swachh Bharat Mission (Gramin). Shri Saraswati Prasad is also Director on the Boards of Rashtriya Ispat Nigam Limited, MECON Limited, KIOCL Limited, Steel Authority of India Limited.
(c) Disclosure of relationships between Directors inter-se	There exists no relationship between Directors inter-se.
(d) Directorship held in other listed entities companies and the membership of Committees of the Board	1. KIOCL Limited 2. Steel Authority of India Limited
(e) No. of Equity Shares held in NMDC Limited	NIL

Shri Saraswati Prasad is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

Save and except Shri Saraswati Prasad 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.6 of the Notice.



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

Item No. 7: Ratification of the Remuneration of Cost Auditors of the Company for the financial year 2017-18

The Board at its meeting held on 25.05.2017, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Prasad Bharathula & Associates, Cost and Management Consultants as the Cost Auditors to conduct the audit of the cost records of the Company across various segments, for the financial year ending 31st March 2018 at a remuneration of Rs. 6.00 lakhs (excluding applicable tax, travelling, out-of-pocket expenses and other incidental expenses).

M/s Prasad Bharathula & Associates have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors 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 at Item No. 7 to the Notice for ratification of the Remuneration payable to Cost Auditors of the Company for the financial year ending 31st March 2018.

The Board commends the Ordinary Resolution set out at item no. 7 of the notice for approval by the members.

None of the Directors and/or Key Management Personnel of the Company and/or their relatives are, in any way, concerned or interested financially or otherwise in the Resolution set out at Item No. 7 of the Notice.

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

(A.S. Pardha Saradhi)
Company Secretary

Place : Hyderabad
Date : 21st August, 2017



NMDC Limited

Registered Office : Khanij Bhavan, 10-3-311/A, Castle Hills, Masab Tank, Hyderabad - 500 028
Telangana, India
(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

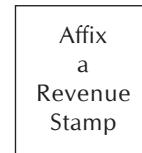
as my/our proxy to attend and vote (on a poll) for me /us and on my/our behalf at the 59th Annual General Meeting of the Company, to be held on Friday the 22nd September, 2017 at 1130 hrs. at The Park, 22, Raj Bhavan Road, Somajiguda, Hyderabad - 500 082, Telangana and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	For*	Against*
	Ordinary Business		
1.	To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31st March 2017 and the reports of the Board of Directors' and Auditors' thereon.		
2.	To confirm the payment of first Interim dividend of Rs.4.15 ps per Equity Share and to declare final dividend of Re. 1.00 per Equity Share of Re.1.00 each for the financial year 2016-17.		
3.	To appoint a Director in place of Shri Devinder Singh Ahluwalia (DIN: 02164448), who retires by rotation and being eligible, offers himself for re-appointment as Director (Finance) of the Company.		
4.	To appoint a Director in place of Dr. 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 fix remuneration of Statutory Auditors for the financial year 2017-18 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 authorize the Board to fix the remuneration of the Statutory Auditors of the Company for the financial year 2017-18, as may be deemed fit.		
	Special Business		
6.	To appoint Shri Saraswati Prasad (DIN: 07729788) as a Director on the Board of the Company 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 order No. 1/16/2015-BLA dated 08-02-2017 of Ministry of Steel, Government of India, Shri Saraswati Prasad (DIN: 07729788), Additional Secretary and Financial Advisor (AS&FA), Ministry of Steel appointed as Government Director of the Company, was appointed as an Additional Director of the Company by the Board of Directors in terms of Section 161 of the Companies Act, 2013 (the Act) 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 under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director and Government Nominee Director of the Company, liable to retire by rotation. RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, things, matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution."		
7.	To ratify the remuneration of the Cost Auditors of the Company for the financial year 2017-18 and in this regard to consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:		

Resolution No.	Resolutions	For*	Against*
	<p>"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 Company hereby ratifies the remuneration of Rs. 6.00 lakhs (excluding applicable tax, travelling, out-of-pocket expenses and other incidental expenses) payable to M/s Prasad Bharathula & Associates, Cost and Management Consultants having office at H.No.2-4-911, Road No.6, Samatapuri Colony, Post. Saroornagar, Hyderabad - 500 035 appointed as the Cost Auditors by the Board of Directors of the Company for conducting the audit of the cost records of the Company and providing Cost Audit Report, and all such reports, annexures, records, documents etc., for the financial year 2017-18, that may be required to be prepared and submitted by the Cost Auditors under applicable statute.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, things, matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution."</p>		

Signed thisday of 2017

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
Telangana, India
(CIN : L13100AP1958GOI001674)

ATTENDANCE SLIP 59th ANNUAL GENERAL MEETING

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

No. of Shares held _____

Names(s) in Full

Name & Address as registered with the Company

1. _____

2. _____

3. _____

I hereby record my presence at the meeting of the 59th Annual General Meeting of Shareholders of NMDC Limited at The Park, 22, Raj Bhavan Road, Somajiguda, Hyderabad - 500 082, Telangana on Friday, the 22nd of September, 2017 at 1130 hours.

Please tick in the Box

Equity Shareholder

Proxy

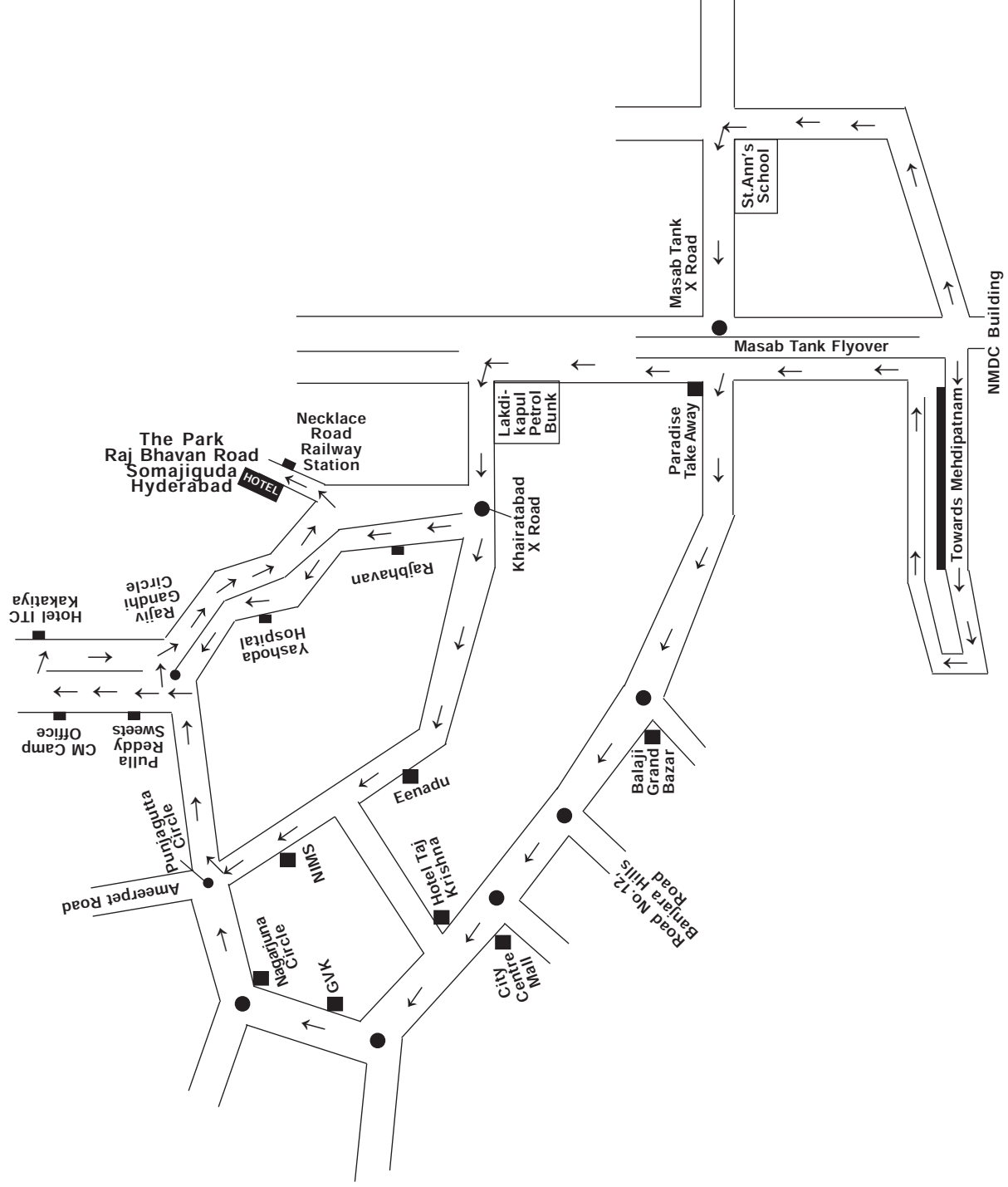
Equity Shareholder's Signature

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 venue of the meeting.

Route Map for the Venue of the 59th AGM to be held on 22nd September 2017 at 1130 hrs.





NMDC Limited

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

Email ID : ims@nmdc.co.in. Website : www.nmdc.co.in

(CIN : L13100AP1958GOI001674)

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

(Note : Please read the instructions carefully before exercising options)

BALLOT FORM

- Name & Registered Address of the Sole/
First named Member/Beneficial Owner :
- Name(s) of the Joint-Holder(s) (if any) :
- Registered Folio No./Client ID/DP ID No.* :
(*Applicable to Members holding Shares in Dematerialized form)
- Number of Share(s) held :
- I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Ballot form for the business stated in the Notice of the Company dated 21st August, 2017, convening 59th Annual General Meeting of the Company to be held on Friday, the 22nd September, 2017 at 1130 hrs. by sending my/our assent to the said Resolutions by placing the tick (✓) mark at the appropriate box below. (Tick in both boxes will render the ballot form invalid).

Item No.	Description	Type of Resolution	No. of Shares held	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1	To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31st March 2017 and the reports of the Board of Directors' and Auditors' thereon.	Ordinary			
2	To confirm the payment of first Interim dividend of Rs 4.15 ps per equity share and to declare final dividend of Re.1.00 per equity share of Re.1.00 each for the financial year 2016-17.	Ordinary			
3	To appoint a Director in place of Shri Devinder Singh Ahluwalia (DIN: 02164448), who retires by rotation and being eligible, offers himself for re-appointment as Director (Finance) of the Company.	Ordinary			
4	To appoint a Director in place of Dr. Narendra K Nanda, (DIN: 02455894), who retires by rotation and being eligible, offers himself for re-appointment as Director (Technical) of the Company.	Ordinary			
5	To authorize the Board to fix the remuneration of the Statutory Auditors of the Company for the financial year 2017-18.	Ordinary			
6	To appoint Shri Saraswati Prasad (DIN: 07729788) as a Director on the Board of the Company.	Ordinary			
7	To ratify the remuneration of the Cost Auditors of the Company for the financial year 2017-18.	Ordinary			

Place : Telephone No./Mobile No. :
Date : E-mail ID :

(Signature of the Member/Beneficial Owner/
Power of Attorney holder/Authorised representative)

Last Date for Receipt of Ballot Form : 21st September, 2017

E-VOTING

Users who wish to opt for e-voting may use the following login credentials.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

Instructions for Electronic Voting (Remote E-Voting)

For shareholders who wish to cast their votes electronically instead of dispatching Ballot Form, the procedure and instructions are as follows:

- 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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has made arrangements for providing e-voting facility to the shareholders of the Company 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), an authorised Agency of Ministry of Corporate Affairs (MCA), Government of India.
- 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 19th September, 2017 (10.00 a.m. IST) and ends on 21st September, 2017 (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 16th September, 2017, 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 Shareholder receives an email from NSDL [for Shareholders 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.
NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf"
 - (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 thr300@gmail.com, to with a copy marked to evoting@nsdl.co.in
 - B. **In case a Shareholder receives physical copy of the Notice of AGM [for Shareholders whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:**
 - (i) Initial password is provided in the ballot form.
 - (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.
NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.
In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID + ClientID).
In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No + Folio No).
- 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 16th September, 2017.
- 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 Aarthy 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?" or "Physical User Reset 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. Shri 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 Chairperson or a person authorized by him/her in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited, Mumbai and BSE Limited, Mumbai and the other Stock Exchanges where the shares of the Company are listed.

INSTRUCTIONS

1. The voting rights for the shares are one vote per equity share, registered in the name of the shareholders/beneficial owners. A member need not use all his/her votes or cast his/her votes in the same way.
2. Voting by Ballot, in physical form or e-Voting, can be exercised only by the shareholder or his/her duly constituted attorney or, in case of bodies corporate the duly authorized person. Voting rights in a Ballot cannot be exercised by a Proxy.
3. The result of the voting on the resolutions will be declared at the Registered Office of the Company on or before 23rd September, 2017.
4. Shareholders can opt for only one mode of voting i.e. either by Physical Ballot or e-Voting. In case the member has exercised the vote in physical as well as electronic mode, the valid vote by physical mode only will be considered.
5. The Scrutinizer's decision on the validity of a Ballot shall be final.
6. Any query in relation to the resolutions proposed to be passed by Ballot may be sent to the scrutinizer at: thr300@gmail.com or write to the Company Secretary at the Registered Office of the Company.

Instructions for Voting by Physical Ballot Form:

7. A Shareholder desirous of exercising vote by physical Ballot should complete the Ballot Form in all respects and send it after signature to the Scrutinizer. Members are requested to convey their assent or dissent in this ballot form only. The assent or dissent received any other form or manner shall be considered as invalid.
8. The envelope should bear the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
9. The Ballot Form should be signed by the Shareholder. In case shares are jointly held, the Ballot Form should be completed and signed (as per specimen signature registered/ recorded with the Registrar/Depository) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA. Unsigned Ballot Form will be rejected.
10. In case of shares held by companies, trusts, societies, etc., the duly completed Ballot Form should be accompanied by a certified copy of the Board Resolution/Authority and preferably with attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to the person voting on the Ballot Form.
11. The consent must be accorded by recording the assent in the column FOR and dissent in the column AGAINST by placing a tick mark (✓) in the appropriate column. The number of shares in respect of which votes are cast should be maintained in the column, in the absence of which, all the votes shall be deemed to have been cast as per the tick mark placed by the shareholder in the respective column.
12. Shareholders are requested not to send any paper (other than the resolution/authority as mentioned under instructions no.9 & 10 above) along with the Ballot Form.
13. There will be only one Ballot Form for every Folio/Client ID irrespective of the number of Joint Shareholder(s). On receipt of the duplicate Ballot Form, the original will be rejected.
14. A member may request for a duplicate Ballot Form, if so required, and the same, duly completed, should reach the Scrutinizer not later than the last date for voting.
15. Incomplete improperly or incorrectly tick marked Ballot Forms will be rejected.
16. Duly completed Ballot Form should reach the Scrutinizer not later than 5.00 p.m. on 21st September, 2017. Ballot Forms received after that date will be strictly treated as if reply from such member has not been received.
17. Members from whom no Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purpose of passing of the resolution.