



MOIL LIMITED

(A Government of India Enterprise)
Regd. Off.: MOIL Bhawan, 1A Katol Road,
NAGPUR - 440 013

Website: www.moil.nic.in, E-Mail ID: compliance@moil.nic.in, Ph.: 0712- 2806182, Fax: 0712-2591661, CIN: L99999MH1962GOI012398

CS/NSE-BSE/2017-18/208

Date: 24.08.2017

To, The G.M. (Listing) National Stock Exchange of India Ltd. Exchange Plaza, Plot No.C-1, G Block, Bandra Kurla Complex, Bandra (East) Mumbai - 400053	To, Listing Department BSE Limited, Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400001
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Sub: 55th Annual General Meeting (AGM) and Book Closure.

Stock NSE: MOIL
Code: BSE: 533286
ISIN: INE490G01020

Dear Sir,

This is to inform that 55th Annual General Meeting of the Company will be held on Wednesday, 20th September, 2017, at 11.30 A.M. at MOIL Ltd., Golden Jubilee Hall, West Court Premises, in-front-of Z.P. (Ex-Govt.) High School, Katol Road, Nagpur - 440013.

Pursuant to Section 91 of the Companies Act, 2013 read with Regulation 42 of SEBI (LODR) Regulations, 2015, the Register of Members and the Share Transfer Books of the Company will remain closed on 9th September, 2017 to determine the members entitled to receive the final dividend for the Financial Year 2016-17. The final dividend on equity shares, if declared at the above Annual General Meeting, will be paid / dispatched on or before 18th October, 2017 to eligible shareholders, whose names appear on the register of members at end of business hours on 8th September, 2017

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the remote e-voting facility to the members of the Company. The remote e-voting facility will be available at www.evoting.nsdl.com and the members holding shares either in physical form or in electronic form as on cut-off date (i.e., 13.09.2017) shall only be entitled for availing the remote e-voting facility. Please make note of the following dates for e-voting:

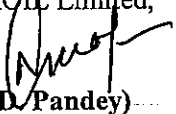
Date and time of commencement of remote e-voting	Sunday, 17 th September, 2017 at 9.00 A.M.
Date and time of end of remote e-voting.	Tuesday, 19 th September, 2017 at 5.00 P.M.

The Annual Report with Notice of AGM can be downloaded at : http://www.moil.nic.in/AR_MOIL_2016-17.pdf

This is for your kind information and record

Thanking you,

Yours faithfully,
For MOIL Limited,


(N.D. Pandey)
Company Secretary





NOTICE OF AGM

NOTICE IS HEREBY GIVEN THAT 55th Annual General Meeting of the Members of MOIL Limited will be held on Wednesday 20th September, 2017, at 11.30 A.M. at MOIL Ltd., Golden Jubilee Hall, West Court Premises, In-front-of Z.P. (Ex-Govt.) High School, Katol Road, Nagpur - 440 013, to transact the following business:

ORDINARY BUSINESS

- (1) To receive, consider and adopt the audited financial statements of the Company including consolidated financial statements for the year ended 31st March, 2017 together with the Reports of the Board of Directors and Auditors thereon.
- (2) To declare Final Dividend of ₹ 6.00 per equity share and to confirm the interim dividend of ₹ 5.00 per equity share, already paid during the year, for the year ended March 31, 2017.
- (3) To consider continuation of the appointment of Shri M.L. Dubey, Nominee Director, Government of Madhya Pradesh (DIN: 07642096), as a Director liable to retire by rotation as per applicable provisions of the Companies Act, 2013, subject to terms and conditions as determined by the Government of India vide Order No. F. No. 4/2/2015-BLA dated 14.02.2017 and further order(s) in this regard, if any.
- (4) To authorise the Board of Directors to fix remuneration of Statutory Auditors of the Company for the financial year 2017-18 in compliance with the orders and directions of appointment by the Comptroller and Auditor-General of India.

SPECIAL BUSINESS

- (5) To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT appointment of M/s Pathak Paliwal & Co, a practicing Cost Accountants, as a Cost Auditors of the Company for the financial year 2017-18 at a remuneration of ₹ 1,50,000 (₹ One Lac Fifty Thousand only) plus Tax as applicable and out of pocket expenses, for audit of the cost accounting records of the company, subject to and as per the provisions of applicable Acts, rules, regulations, notifications, circulars, etc., be and is hereby ratified.
RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."
- (6) To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to terms and conditions as determined by the Government of India vide Order No. F. No. 1(10)/2015-BLA (Vol-II) dated 31.01.2017 and pursuant to the provisions of Companies Act, 2013 read with Listing Regulations and other applicable laws, the consent of the members be and is hereby accorded for continuation of Smt. Sunanda Prasad (DIN: 06748166), as a Non-Official Part-Time Director of the Company, for a period of three years w.e.f. 31.01.2017 until otherwise decided by the Government of India through further order(s).
- (7) To consider and if thought fit, to pass, with or without modification(s), the following resolution(s) as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the Authorized Share Capital of MOIL Limited be and is hereby increased to 300,00,00,000 (Three Hundred Crore only) divided into 30,00,00,000 (Thirty Crore only) equity shares of ₹ 10 (Ten only) each from existing 250,00,00,000 (Two Hundred and Fifty Crore only) divided into 25,00,00,000 (Twenty five Crore only) equity shares of ₹ 10/- (Ten only) each by creation of additional 5,00,00,000 (Five Crore only) equity shares of ₹ 10/- (Ten only) each.
RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee duly constituted by the Board or any authority as may be authorised by the Board) be and is hereby authorized to do and execute all such acts, deeds and things as may be necessary for giving effect to the above resolution."
- (8) To consider and if thought fit, to pass, with or without modification(s), the following resolution(s) as a **Special Resolution**:
"RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following:



V. The Authorized Share Capital of the Company is ₹ 300,00,00,000 (Three hundred Crore only) divided into 30,00,00,000 (Thirty Crore only) equity shares of ₹10 (Ten only) each.”

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee duly constituted by the Board or any authority as may be authorised by the Board) be and is hereby authorized to do and execute all such acts, deeds and things as may be necessary for giving effect to the above resolution.”

(9) To consider and if thought fit, to pass, with or without modification(s), the following resolution(s) as an **Ordinary Resolution**:-

“RESOLVED THAT pursuant to Section 63 and other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital & Debentures) Rules, 2014 and Article 196 of the existing Articles of Association of the Company and in accordance with the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“the Regulations”) and subject to such consents and approvals as may be required from the appropriate authorities and subject to such terms and modifications as may be specified while according such approvals, consent of the Company be and is hereby accorded to capitalize a sum not exceeding ₹ 133,18,78,040/- (One Hundred Thirty Three Crore Eighteen Lakh Seventy Eight Thousand Forty Only) out of the sum standing to the credit of ‘Reserves and Surplus Account’ of the Company, as per the audited financial statements of the Company for the financial year ended March 31, 2017 and that the said amount be transferred to the Share Capital Account and be applied for issue and allotment of equity shares not exceeding 13,31,87,804/- (Thirteen Crore Thirty One Lakh Eighty Seven Thousand Eight Hundred Four) equity shares of ₹10 each as bonus shares credited as fully paid up, to the eligible Members of the Company, holding equity shares of ₹10 each, whose names appear in the Register of Members / Beneficial Owners’ position of the Company on such date (“Record Date”) as may be fixed by the Company, in the proportion of One new equity share of ₹10 each for every equity share of ₹10 each held as on the Record Date and that the new bonus shares so issued and allotted shall be treated for all purposes as an increase in the nominal amount of the equity share capital of the Company held by each of such members and not as income.

RESOLVED FURTHER THAT the new equity shares of ₹ 10 each to be issued and allotted as bonus shares shall be subject to the provisions of the Memorandum & Articles of Association of the Company and shall rank *pari-passu* in all respects and carry the same rights as the existing fully paid equity shares of the Company except that these Bonus Shares shall not be eligible for Final Dividend for the financial year ended March 31, 2017 and shall be entitled to participate in full in any dividend/s to be declared thereafter.

RESOLVED FURTHER THAT the letter of allotment shall not be issued in respect of the Bonus shares and the share certificate(s) for bonus shares be issued / dispatched to the shareholders who hold the existing shares in physical form or opt to receive as such, and the respective beneficiary accounts be credited with the bonus shares, for such shareholders who hold the existing shares or opt to receive the bonus shares, in dematerialized form, within the prescribed period.”

RESOLVED FURTHER THAT the allotment of the proposed bonus shares to the extent that they relate to non-resident members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and other applicable rules/regulations/guidelines issued/amended by RBI or any other authority, from time to time, in this regard.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee duly constituted by the Board or any authority as may be approved by the Board) be and is hereby authorized to do and execute all such acts, deeds and things as may be necessary for giving effect to the above resolution.”

Place: Nagpur
Date: 23.08.2017

By order of the Board of Directors

Neeraj D. Pandey
(Company Secretary)

Regd. Office:
MOIL LIMITED,
MOIL Bhawan,
1A Katol Road,
Nagpur - 440 013



NOTES:

1. The company has opted to send the notice along with statement containing salient features of financial statement, i.e., abridged form of Annual Report, in the AOC-3 Form as given under the first proviso of sub-section (1) of section 136 of the Companies Act, 2013. In case you want full Annual Report for the given financial year, please inform to Bigshare Services Pvt. Ltd. (Registrar and Transfer agents) or to the company. It may be noted here that financial statements of the Company including consolidated financial statements for the year ended 31st March, 2017 have been prepared in accordance with Ind-AS, however, the AOC-3 has not been revised by Ministry of Corporate Affairs. Hence, MOIL has prepared abridged form of Annual Report in the existing AOC-3 Form. However, there is no change in assets, liabilities, incomes, profit, etc. on this account. The full Annual Report as per Ind-As is available on company's website www.moil.nic.in
2. The relevant Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, in respect of Item Nos.5, 6, 7, 8 & 9 are annexed herewith
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED, STAMPED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING. 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. A member holding more than ten percent 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 member.
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. An authorised representative of the President of India or of the Governor of the State, holding shares in a company, may appoint a Proxy under his signature to attend and vote on their behalf at the Meeting and such authorised representative may appoint a Proxy under his signature.
6. Brief Resume of the Directors appointed since last Annual General Meeting and also of those whose appointment/re-appointment is proposed, as mandated under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), is annexed hereto and forms part of the notice.
7. Pursuant to regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, "Book Closure" for the purpose of payment of final dividend for the financial year ended 31st March, 2017, if declared at ensuing Annual General Meeting shall be Saturday 9th September, 2017 ("the Book Closure date"). The final dividend on equity shares will be paid within 30 days after declaration to the members or their mandates whose names appear in the Company's Register of Members or in the statement of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Securities Limited (CDSL) at the close of business hours on Friday, September 8, 2017. Bonus Shares shall not be eligible for Final Dividend for the financial year ended March 31, 2017. The Bonus Shares will be allotted to the eligible Members of the Company whose names appear in the Register of Members/ Beneficial Owners' position on such date ("Record Date") as may be fixed by the Company.
8. Requisitions, if any, for inspection of Proxies shall be received in writing from a member entitled to vote on any resolution at least 3 days before the commencement of the meeting shall be made available for inspection during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
10. 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.
11. Members are requested to:-
 - Note that copies of Annual Report will not be distributed at the Annual General Meeting.
 - Bring their copies of Annual Report, Notice and Attendance Slip duly completed and signed, at the meeting.
 - Deliver duly completed and signed Attendance Slip at the entrance of the meeting venue as entry to the hall will be strictly on the basis of the entry slip available at the counter at the venue to be exchanged with the attendance slip.
 - Quote the Folio/Client ID & DP ID Nos. in all correspondence.
 - Members, who hold shares in dematerialized form are requested to bring their Client ID and DP ID Nos. for easier identification of attendance at the meeting

- Note that due to strict security reasons, mobile phones, brief cases, eatables and other belongings may not be allowed inside the Meeting Hall.
 - Note that no gifts/coupons will be distributed at the Annual General Meeting.
12. Members are requested to notify immediately any change of address:
 - To their Depository Participant(DP) in respect of shares held in dematerialized form, and
 - To the Company at its Registered Office or to its RTA, M/s. Bigshare Services Pvt. Ltd. in respect of their physical shares, if any, quoting their folio number.
 13. Facility of payment of dividend through ECS / NECS is available. Those shareholders who are holding shares in electronic mode should register their ECS mandate with their respective depository participants directly and shareholders who are holding equity shares in physical mode, they are requested to deposit ECS mandate with the Company or RTA.
 14. The Notice of the AGM along with the Annual Report for 2016-17 are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the said documents. For Members who have not registered their e-mail addresses, physical copies of the notice and abridged financial statements are being sent. All these above mentioned documents will also be available on the Company's website www.moil.nic.in for download by the shareholders. We request shareholders to update their mail address with their depository participant to ensure that the annual reports and other documents reach them on their preferred mail address. Shareholders holding shares in physical form may intimate their e-mail address along with name, address and folio no. for registration at investor@bigshareonline.com
 15. As mandated by the Securities and Exchange of India (SEBI), every participant in the securities market has to submit Permanent Account Number (PAN). 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/RTA of the company.
 16. Pursuant to the provisions of Section 124(5) of the Companies Act, 2013 **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 and 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. Bigshare Services Pvt. Ltd., Mumbai, 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 MOIL.
 17. Members seeking further information on the Accounts or any other matter contained in the Notice are requested to write to the Company at least 7 days before the meeting so that relevant information can be kept ready at the meeting.
 18. Pursuant to Section 139(5) of Companies Act, 2013, the Auditors of a Government Company are to be appointed or re-appointed by the Comptroller and Auditor General of India and in terms of Section 142(1) of the Companies Act, 2013, their remuneration has to be fixed by the Company in General Meeting or in such manner as the Company in General Meeting may determine. The Members of the Company in the 54th Annual General Meeting held on August 30th, 2016 had authorised the Board of Directors to fix the remuneration of Statutory Auditors for the year 2016-17. Accordingly, the Board of Directors had fixed audit fee of ₹ 4,50,000 plus applicable tax and out of pocket expenses, for audit works of Standalone and Consolidated accounts. In line with the previous practice, the Members may authorise the Board to fix remuneration of Statutory Auditors as may be deemed fit by the Board. CAG vide their letter dated 15.07.2017 has appointed existing statutory auditors (M/s J.S. Uberoi and Co., Chartered Accountants) for 2017-18 also.
 19. The Government of India vide Order No. F. No. 4/2/2015-BLA dated 14.02.2017 has appointed Shri M.L. Dubey as Nominee Director, Government of Madhya Pradesh (DIN: 07642096) of MOIL. Pursuant to provisions of the Companies Act, 2013, Directors of the company (other than Independent Directors) are liable to retire by rotation. Hence, subject to terms and condition as determined by the Government of India in the above mentioned orders and further order(s) in this regard, if any, the consent of the members is hereby sought, as per applicable provisions of the Companies Act, for continuation of Shri M.L. Dubey as Director, though being longest in office a Director liable to retire by rotation, under the applicable provisions of the Companies Act, 2013, as the resolutions for appointment of Smt. Urvilla Khatri and Shri T.K. Pattnaik were taken up in the last AGM.
 20. The Board has recommended final dividend @ ₹ 6.00 per equity shares for the year 2016-17. Please note that **Bonus Shares shall not be eligible for Final Dividend for the financial year ended March 31, 2017.**
 21. 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.



22. 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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, 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/polling 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 /polling 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 September 17, 2017 (9.00 am) and ends on September 19, 2017 (5.00 p.m.). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13.09.2017, 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 Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)] :
 - (a) 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.
 - (b) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - (c) Click on Shareholder - [Login](#)
 - (d) Put your user ID and password. Click Login.
 - (e) 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.
 - (f) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (g) Select “EVEN” of “MOIL Limited”.
 - (h) Now you are ready for remote 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 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 rajkotivacs@gmail.com 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] :
 - (a) Member may obtain a User ID and password for casting his /her vote by remote e-voting by sending a request at evoting@nsdl.co.in or by contacting NSDL at the toll free no.: 1800-222-990” providing the details such as Demat account no or Folio no, PAN no, etc.
 - (b) Please note that In case Shareholders are holding shares in demat mode, User ID is the combination of (DPID+ClientID) and in case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

- (c) 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.
- (d) 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

Please follow all steps from Sr. No. (b) to Sr. No. (l) mention above in(v)(A), 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 13-9-2017.
- (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 cut-off date, i.e., 13-09-2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

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 call on toll free no.: 1800-222-990 or contact Mr. Amit Vishal, Senior Manager, National Securities Depository Ltd., Trade World ‘A’ wing , 4th Floor, Kamala Mills Compound Senapati Bapat Marg, Lower Parel, Mumbai-400013, at the designated IDs: evoting@nsdl.co.in or AmitV@nsdl.co.in or at telephone nos. +91 882499 4600/+91 22 2499 4360 who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the email ID: compliance@moil.nic.in or contact at telephone no. 0712-2806182.

- (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/polling paper.
- (xiii) Mr. Amit K. Rajkotiya, Practicing Company Secretary, Nagpur (Membership No. F5561 & Certificate of Practice No. 5162) 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 “remote e-voting” or “Ballot Paper” or “Poling Paper”, as the case may be, 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 alongwith the report of the Scrutinizer shall be placed on the website of the Company www.moil.nic.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.



23. The facility for voting through ballot/polling paper shall be made available at the AGM and the members attending the AGM who have not cast their vote by remote e-voting shall only be able to exercise their right at the AGM through ballot/polling paper.
24. At the AGM, at the end of discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of Scrutinizer, order voting through ballot/polling paper for all those members who are present at the AGM but have not cast their votes electronically using the remote e-voting facility.
25. Immediately after the conclusion of voting at the AGM, the Scrutinizer shall first count the votes cast at the AGM 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. The Scrutinizer shall prepare a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than three days after the conclusion of the AGM. This report shall be made to the Chairman or any other person authorized by the Chairman, who shall declare the result of the voting forthwith.
26. The voting results declared along with the Scrutinizer's Report shall be placed on the Company's website www.moil.nic.in and on the website of NSDL immediately after the declaration of the result by the Chairman or a person authorized by the Chairman. The results shall also be immediately forwarded to the National Stock Exchange of India Ltd. (NSE) and BSE Ltd. (BSE)
27. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
28. The Address of Registrar and Transfer agents of the company is as follows:

Bigshare Services Pvt. Ltd.

Bharat Tin Works Building, 1st Floor
Opp. Vasant Oasis, Makwana Road
Marol, Andheri East
Mumbai 400059 - Maharashtra
Tel: 022 62638200
Fax: 022 62638299
E-mail: investor@bigshareonline.com
CIN: U99999MH1994PTC076534



ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF COMPANIES ACT, 2013

Item No.5 : Remuneration of Cost Auditors

As per the provisions of Section 148 of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014, the Board of Directors on the recommendation of the Audit Committee, have approved the appointment of M/s. Pathak Paliwal & Co, Cost Accountants, Nagpur, (ICWA Registration No. 000105) as Cost Auditors at a remuneration of ₹ 1,50,000/- (₹ One Lac Fifty Thousand only) plus applicable tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit for the financial year 2017-18.

A Certificate issued by the above firm regarding their eligibility for appointment as Cost Auditors will be available for inspection at the registered office of the Company during 11.00 A.M to 1.00 P.M on working days and shall also be available at the meeting.

Rule 14(a) (ii) of the Companies (Audit and Auditors) Rules, 2014 requires the remuneration of the Cost Auditor shall be considered and approved by the Board of Directors and ratified subsequently by the shareholders.

Accordingly, consent of the shareholders is sought for passing an Ordinary Resolution as set out for this item in the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2018.

None of the Directors and Key Managerial Personnel of the Company, their relatives, is in any way, concerned or interested, financially or otherwise, in the resolution set out for this item in the Notice.

The Board of Directors recommends the resolution set out for this item in the Notice for approval by the shareholders.

Item No.6 : Appointment of Director

In accordance with provisions Section 149, 152 of the Companies Act, 2013 (the Act), Listing Regulations and other applicable Rules, Independent Directors can be appointed on the Board of the company.

In MOIL, being a Government Company, the Directors are appointed by the President of India in terms of provisions Article 138 of its Article of Association. Accordingly, Government of India vide Order No. F.No. 1(10)/2015-BLA(Vol-II) dated 31.01.2017 has appointed Smt. Sunanda Prasad, for a period of three years from the date of the letter or until further order of the Government of India, whichever is earlier. Accordingly, Smt. Sunanda Prasad has been appointed as an Independent Director w.e.f. 31/01/2017.

The above Independent Director has submitted declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and eligible for continuation as Independent Director. In terms of the provisions of Section 150 of the Act, appointment of Independent Director is required to be approved by the company in the general meeting.

Brief resume of the Independent Director of the Company, nature of expertise in functional areas and names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under the Listing Regulations with the Stock Exchanges, are provided in Annexure to the Notice.

Smt. Sunanda Prasad is interested in the resolution set out for this item in the Notice with regard to her appointment.

The relatives of the Independent Director of the Company may be deemed to be interested in the resolutions set out respectively for this item in the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the Directors and Key Managerial Personnel of the Company, their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out for this item in the Notice.

The Board of Directors recommends the resolution set out for this item in the Notice for approval by the shareholders.

Item No.7, 8 & 9 : Increase in authorised share capital of the company, Amendment in Memorandum of Association & Issue of Bonus Shares

Department of Investment & Public Asset Management (DIPAM), Ministry of Finance, Government of India vide Office Memorandum F. No. 5/2/2016-Policy dated May 27, 2016 has issued consolidated guidelines on capital restructuring of CPSEs. The guidelines *inter-alia* prescribe that every CPSE shall issue bonus shares, if their defined reserves and surplus (comprising of free reserves, securities premium account and General Reserve account) is equal to or more than ten times of its paid-up equity share capital. As on March 31, 2017, the Paid-up capital of the Company was ₹ 133.19 Crore and Defined Reserves and Surplus was ₹ 2672.16 Crore. Accordingly, as per above guidelines, MOIL is required to consider issue of Bonus shares considering that the defined Reserves and Surplus of the Company is more than 10 times of its paid-up equity share capital.



Moreover, the equity shares of your Company are listed and actively traded on the National Stock Exchange of India Limited and BSE Limited. In recent periods, the operations of the Company have grown significantly, which has generated considerable interest in the Company's Equity Shares in the market. Total Reserves and Surplus of the Company as per the Audited Financial Statements as at 31st March, 2017 are ₹ 2672.16 Crores. Considering *inter-alia* the extant guidelines, the position of Reserves and Surplus of the Company and in order to improve further liquidity of the Company's shares in the stock market and to make it affordable to the small investors, the Board of Directors of the Company at their meeting held on 10th August 2017 considered it desirable to recommend issue of Bonus Shares in the ratio of 1:1 (one bonus share for every share held) as set out in Resolution no. 9 of the Notice of this meeting.

Such Fully Paid-up Bonus Shares shall be distributed to the Members of Company, whose names shall appear on its Register of Members or in the respective beneficiary account with their respective Depository Participants, on the Record Date, in the manner to be determined by the Board of Directors of your Company, for the purpose of issue of Bonus Shares.

The Bonus Shares so allotted shall rank *pari passu* in all respects including dividend with the existing equity shares of the Company. The proposed issue of Bonus Shares will be made in accordance with the provisions of Companies Act, 2013 and guidelines issued by the Securities Exchange Board of India from time to time and subject to such approvals, as may be required, from the statutory authorities. Further, it is necessary to authorise the Board of Directors/Committee of the Board to complete all the regulatory formalities prescribed by SEBI, Stock Exchanges on which the shares of the Company are listed and / or any other regulatory or statutory authority in connection with the issue of Bonus Shares.

Besides the above, the present Authorised Share Capital of the Company is ₹ 250,00,00,000 (Two Hundred and Fifty Crore only) divided into 25,00,00,000 (Twenty five Crore only) equity shares of ₹ 10 (Ten only) each. The Subscribed, Issued and paid up capital of the Company is ₹ 133,18,78,040 (One Hundred Thirty Three Crore Eighteen Lakh Seventy Eight Thousand Forty only) of ₹ 10 (ten only) each.

As the Board has decided to capitalize its free reserves by way of issue of bonus shares in the ratios of 1:1 (one bonus share for every share held), the existing authorised share capital is not sufficient to accommodate the issue of bonus shares. Hence, it is necessary to increase the present Authorised Share Capital of the Company. Accordingly it is proposed to increase the Authorised Share Capital to ₹ 300,00,00,000 (Three Hundred Crore only) divided into 30,00,00,000 (Thirty Crore only) equity shares of ₹ 10 (Ten only) each by way of creation of additional 5,00,00,000 (Five Crore only) Equity Shares of ₹ 10 (Ten only) each in the manner as set out in Resolution no. 7 of the Notice of this meeting.

The proposed increase in the Authorised Share Capital shall require alteration of existing Clause-V of the Memorandum of Association as proposed in the manner as set out in Resolution no. 8 of the Notice of this meeting.

A copy of the Memorandum of Association and Articles of Association reflecting the proposed amendment together with the existing Memorandum and Articles of Association shall be open by the Members at the AGM.

Accordingly, the Board of Directors of the Company, in its Meetings held on August 10, 2017, have approved the following proposals and recommended the passing of the proposed Resolutions as contained at Sl. No. 7, 8 & 9 of this Notice, by the Members of the Company:-

Resolution Nos.	Particulars	Nature of Resolution
7	Increase in authorised share capital of the company from ₹ 250 Crores to ₹ 300 Crores divided into equity shares of ₹ 10 each.	Ordinary
8	Amendment in Memorandum of Association for increase in the authorised share capital of the company	Special
9	Issue of Bonus Shares in the ratio 1:1 by capitalization of reserves sum of ₹ 133,18,78,040 (One Hundred Thirty Three Crore Eighteen Lakh Seventy Eight Thousand Forty).	Ordinary

The Memorandum & Articles of Association and all related documents shall be available for inspection by the Members at the Registered Office of the Company on all working days during business hours and the same will also be available at the venue of the AGM.

In view of the above, you are requested to grant your consent to the Ordinary Resolution as set out at Item No. 7 and 9, and Special Resolutions as set out at Item No. 8 of this Notice.

The Directors or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise in passing of the said Resolutions, except to the extent of their shareholding in the Company.

Brief Resume of Directors appointed since last Annual General Meeting (AGM) / proposed to be re-appointed at 55th AGM

Name	Shri M.L. Dubey	Smt. Sunanda Prasad
Date of Birth / Age	05/02/1960 (57 Years)	26/02/1951 (66 Years)
Date of first appointment on the Board	14.02.2017	31.01.2017
Qualification	M.Sc.	B.A. (Honours), M.A. (Human Geography).
Experience / Expertise in specific functional area	Shri Manohar Lal Dubey is an IAS officer of 2000 batch of M.P. Cadre. He was Collector Seoni (M.P.). He has worked as Executive Director in the Environment Department of Govt. of Madhya Pradesh. He has also worked as Deputy Secretary to Chief Minister of Madhya Pradesh. Presently, he is Secretary of Mineral Resource Department in Government of Madhya Pradesh. He is having vast experience of administration and management. He is Managing Director of The Madhya Pradesh State Mining Corporation Limited. In addition, he also holds directorship in various companies.	Smt. Sunanda Prasad is a retired IAS Officer of 1974 Batch of Uttar Pradesh Cadre. She holds various positions such as Chairperson of Board of Revenue, Lucknow, Principal Secretary of various departments of Government of Uttar Pradesh, Managing Director, Financial Corporation, Kanpur, Commissioner and Administrator Ramganga Area Development Project, Kanpur, Chairperson U.P. Small Industries Corporation, Kanpur and various other positions
Terms and conditions of appointment / re-appointment @	He has been appointed as a Nominee Director of Govt. of Madhya Pradesh for a period from 14.02.2017 to 06.03.2018; vide order dated 14 th February, 2017 of Govt. of India.	She has been appointed as an Independent Director for the period from 31.01.2017 to 30.01.2020, as per order dated 31 st January, 2017 of Govt. of India.
Relationship with other Directors, Manager and other Key Managerial Personnel of the company,	NO	NO
Number of Meetings of the Board attended during (During 2016-17)	-	5 out of 6
Directorship held in other Companies (As on 31.3.2017)	<ol style="list-style-type: none"> 1. Madhya Pradesh Jaypee Minerals Limited 2. The Madhya Pradesh State Mining Corporation Limited 3. MP Monnet Mining Company Limited 4. MP Jaypee Coal Fields Limited 5. Kerwa Coal Limited 6. M.P. Sainik Coal Mining Private Limited 7. MP Jaypee Coal Limited 8. Katni Bauxite Private Limited 9. Fortune Stones Limited 10. Kisan Mineral Private Limited 11. Madhya Pradesh Road Development Corporation Limited 12. MP AMRL (Bicharpur) Coal Company Ltd 13. MP AMRL (Marki Barka) Coal Company Ltd 14. MP AMRL (Morga) Coal Company Ltd 15. MP AMRL (Semaria) Coal Company Ltd 	<ol style="list-style-type: none"> 1. Grasim Bhiwani Textiles Ltd. 2. Chartered Hotels Pvt. Ltd.
Membership / Chairmanship of Committees across other Companies*	<ol style="list-style-type: none"> 1. Madhya Pradesh Jaypee Minerals Limited 2. M.P. Sainik Coal Mining Private Limited 3. MP Jaypee Coal Limited 	NIL
No. of Shares held	NIL	NIL

@ MOIL, being a Govt. Company, all the appointments are made and terms & conditions thereto are fixed by the Govt. of India.

*Membership/Chairmanship of Audit Committee and Stakeholders' Relationship Committee of other Companies has been considered. The details regarding remuneration have been given in Corporate Governance Report.



MOIL LIMITED

(A Government of India Enterprise)

Regd. Off.: MOIL Bhawan, 1A Katol Road, NAGPUR – 440 013

Website: www.moil.nic.in, E-Mail ID: compliance@moil.nic.in, Ph.: 0712- 2806182, Fax: 0712-2591661, CIN: L99999MH1962GOI012398

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 :

E-mail Id :

Folio No / Client Id / DP ID :

No. of Shares :

I/We, being the member of the above named company, hereby appoint

Name :

Address :

E-mail Id :

Signature :

or failing him/her

Name :

Address :

E-mail Id :

Signature :

or failing him/her

Name :

Address :

E-mail Id :

Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 55th Annual General Meeting of the Company to be held on Wednesday, September 20, 2017 at 11.30 a.m. at MOIL Ltd., Golden Jubilee Hall, West Court Premises, In-front-of Z.P. (Ex-Govt.) High School, Katol Road, Nagpur - 440 013 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	For	Against
Ordinary Business			
1	Adoption of Audited Financial Statements (including consolidated financial statements) for the financial year ended March 31, 2017 and reports of the Board and the Auditors thereon.		
2	Declaration of final dividend for the financial year 2016-17.		
3	Consideration of continuation of appointment of Shri M.L. Dubey as a Director liable to retire by rotation		
4	Fixation of remuneration of the Statutory Auditors of the Company for the year 2017-18		
Special Business			
5	Ratification of remuneration of the Cost Auditors of the Company for the year 2017-18		
6	Approval of continuation of the appointment of Smt. Sunanda Prasad as Independent Director		
7	Increase in authorised share capital of the company		
8	Amendment in Memorandum of Association for increase in authorised share capital		
9	Issue of Bonus Shares		

Signed thisday of....., 2017

.....
Signature of Proxy holder(s)

.....
Signature of shareholder

Note: 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.



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ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Member/Proxy _____
(First) (Middle) (Surname)

I hereby record my presence at the 55th Annual General Meeting of the Company to be held on Wednesday, September 20, 2017 at 11.30 am at MOIL Ltd., Golden Jubilee Hall, West Court Premises, In-front-of Z.P. (Ex-Govt.) High School, Katol Road, Nagpur - 440 013.

Folio / Client ID	
DP ID Nos.	
No. of Shares held	

(Signature of Member/Proxy)

Note: This attendance slip is valid only in case shares are held on the date of meeting.

ROUTE MAP OF 55TH AGM VENUE

