

PROCEEDINGS OF THE 55th ANNUAL GENERAL MEETING OF NMDC LIMITED HELD ON WEDNESDAY, THE 25TH SEPTEMBER, 2013 AT 1130 HOURS AT GRAND BALL ROOM, HOTEL TAJ KRISHNA, ROAD NO.1, BANJARA HILLS, HYDERABAD - 500 034.

- i. Company Secretary announced presence of quorum for the 55th Annual General Meeting of the Company as provided under Article 50 of the Articles of Association of the Company.
- ii. Company Secretary also announced receipt of the nomination appointing Shri K.B. Nair, under Secretary, Ministry of Steel, New Delhi as Representative of the President of India.
- iii. Company Secretary informed receipt of 178 valid proxies.
- iv. Shri C.S. Verma, Chairman-cum-Managing Director, NMDC Limited, took the chair and extended warm welcome to the Members, Directors and other Invitees present at the 55th Annual General Meeting of the Company.
- v. Shri Mahesh Shah, Chairman, Audit Committee, Shri R.N. Aga, Chairman, Remuneration Committee, Mrs. Parminder Hira Mathur, Shri D. Rath, Shri S.J. Sibal, Dr. Noor Mohammad, Shri Vinai Kumar Agarwal Independent Directors, Shri N.K. Nanda, Director(Technical), Shri S. Thiagarajan, Director(Finance), Shri S. Bose, Director(Production), Shri S.K. Das, Director(Commercial) & Shri Rabindra Singh, Director(Personnel), NMDC were present.
- vi. Shri P.V. Sri Hari, Partner, M/s Venugopal & Chenoy, Chartered Accountants, Statutory Auditors for the financial year ended 31st March 2013, Shri S.S. Marthi, M/s. Marthi & Co., Company Secretaries, Practicing Company Secretary of the Company and Shri G.Bhaskar Murthy, General Manager, M/s Aarthi Consultants Pvt. Ltd, Share Transfer Agents of the Company were also present.
- vii. Company Secretary informed that as the Notice calling the 55th Annual General Meeting of the Company along with Directors' Report, Balance Sheet and Statement of Profit and Loss and other enclosures for the year 2012-13 were already available with the Members for some time, the same could be taken as read with the permission of the Members.

viii. Chairman delivered his Speech.

viii. Thereafter, the following businesses were taken up:

A. ORDINARY BUSINESS:

1 Adoption of Audited Accounts, Directors' Report and Auditors' Report:

Shri S. Thiagarajan, Director (Finance) introduced the item regarding adoption of Accounts along with other Reports for the year 2012-13. The Members noted the "Nil" Comments of the Comptroller and Auditor General of India under section 619(4) of the Companies Act, 1956, on the accounts of NMDC Limited for the year ended 31st March 2013.

Chairman asked the Members for their observations on Adoption of Audited Accounts, Directors' and Auditors Reports if any.

Thereafter, Members sought some details and clarifications on the Accounts and other related matters, which were replied.

The Members raised queries mainly on the following:

1. NMDC being a Navratna Company should have a full time CMD.
2. NMDC shares are trading below the offer price in the market.

Further, several Members requested the management to consider the above issues favourably and compensate the loss to the shareholders of the company with the approval of the Government of India, in the possible way to retain the investing community confidence and also to protect the interest of retail investors, in the overall interest of the Company.

Thereafter, Chairman informed that the Government is in the process of appointment of full time CMD for the company.

Further, Chairman informed that the market price would be determined by the market dynamics and investing community has to en-cash the opportunity based on the dividend paid during the year was the highest in the history of the company and also on excellent physical and financial performance achieved during the year.

Thereafter, there were no further observations, the following resolution was proposed by Shri K.B. Nair, Representative of the President of India and seconded by Shri N.S.N. Murthy, Member, which was unanimously passed:

“RESOLVED THAT

The Statement of Profit & Loss for the financial year ended 31st March, 2013, the Balance Sheet as on that date and the Directors’ and Auditors’ Reports thereon be and are hereby adopted.”

2. Declaration of Dividend:

Shri S. Thiagarajan, Director (Finance) introduced the item of declaration of final dividend as recommended by the Board of Directors of the Company.

Chairman asked the Members for their observations on declaration of final dividend as recommended by the Board before seeking approval of the Members of the Company. There were no observations from the Members. Thereafter, the following resolution was proposed by Shri K.B. Nair, Representative of the President of India, and seconded by Shri K. Mohan Rao, Member, which was unanimously passed:

“RESOLVED THAT

a total dividend of Rs.2,775 crores, which includes the final dividend of Rs. 1586 crores @ Rs. 4/- per share of Re.1/- each on the equity share capital of 3,96,47,16,000 equity shares, for the year 2012-13, as recommended by the Board of Directors, out of the current year’s profits for the year 2012-13 be and is hereby declared.”

3. Re-appointment of Directors:

- 3.(i) Thereafter, Company Secretary introduced the item regarding Re-appointment of Shri C.S. Verma, as Chairman-cum-Managing Director of the Company.

Shri Mahesh Shah, Chairman of the Audit Committee chaired the meeting as item is related to appointment of Chairman, Shri C.S. Verma as Chairman-cum-Managing Director of the Company.

Chairman asked the members for their observations, if any. There were no further observations and the following resolution proposed by Shri K.B. Nair, Representative of the President of India and seconded by Shri P. Jaya Prakash, Member, which was unanimously passed.

“RESOLVED THAT

Shri C.S. Verma be and is hereby appointed as Chairman-cum-Managing Director of the Company on the existing terms of his appointment, who is liable to retire by rotation.”

Shri C.S. Verma, being an interested Director did not participate in the proceedings.

Thereafter, Shri C.S. Verma chaired the meeting for remaining items in the agenda.

- 3.(ii) Thereafter, Company Secretary introduced the next item regarding reappointment of Shri N.K. Nanda, Director (Technical) who retires by rotation.

Chairman asked the members for their observations, if any. There were no observations. Thereafter, the following resolution proposed by Shri K.B. Nair, Representative of the President of India and seconded by Shri D. Achyuta Ramayya, Member, which was unanimously passed.

“RESOLVED THAT

Shri N.K. Nanda be and is hereby re-appointed as Director (Technical) of the NMDC Ltd. on the existing terms and conditions of his appointment and is liable to retire by rotation.”

Shri N.K. Nanda being an interested Director did not participate in the proceedings.

- 3.(iii) Thereafter, Company Secretary introduced the next item regarding reappointment of Shri S. Thiagarajan, Director (Finance) who retires by rotation.

Chairman asked the members for their observations, if any. There were no observations. Thereafter, the following resolution proposed by Shri P. Sreenivasulu, Member and seconded by Shri Pottam Ramesh, Member, which was unanimously passed.

“RESOLVED THAT

Shri S. Thiagarajan, be and is hereby re-appointed as Director (Finance) on the Board of NMDC Ltd. on the existing terms and conditions of his appointment and is liable to retire by rotation.”

Shri S. Thiagarajan being an interested Director did not participate in the proceedings.

3. (iv) Thereafter, Company Secretary introduced the next item regarding reappointment of Shri S. Bose, Director (Production) who retires by rotation.

Chairman asked the members for their observations, if any. There were no observations. Thereafter, the following resolution proposed by Shri C. Sita Ramaiah, Member and seconded by Shri D. Hari Babu, Member, which was unanimously passed.

“RESOLVED THAT

Shri S. Bose, be and is hereby re-appointed as Director (Production) on the Board of NMDC Ltd. on the existing terms and conditions of his appointment and is liable to retire by rotation.”

Shri S. Bose being an interested Director did not participate in the proceedings.

- 3.(v) Thereafter, Company Secretary introduced the next item regarding reappointment of Shri S.K. Das, Director (Commercial), who retires by rotation.

Chairman asked the members for their observations, if any. There were no observations. Thereafter, the following resolution proposed by Shri P.V. Prasad, Member and seconded by Shri B.R.K. Shetty, Member, which was unanimously passed.

“RESOLVED THAT

Shri S.K. Das be and is hereby re-appointed as Director (Commercial) on the Board of NMDC Limited on the existing terms and conditions of his appointment and is liable to retire by rotation.”

Shri S.K. Das, being an interested Director did not participate in the proceedings.

- 3.(vi) Thereafter, Company Secretary introduced the next item regarding reappointment of Shri Rabindra Singh, Director (Personnel), who retires by rotation.

Chairman asked the members for their observations, if any. There were no observations. Thereafter, the following resolution proposed by Shri G.V.S. Narsimha Rao, Member and seconded by Shri Boda Jagadish, Member, which was unanimously passed.

“RESOLVED THAT

Shri Rabindra Singh be and is hereby re-appointed as Director (Personnel) on the Board of NMDC Limited on the existing terms and conditions of his appointment and is liable to retire by rotation.”

Shri Rabindra Singh, being an interested Director did not participate in the proceedings.

- 3.(vii) Thereafter, Company Secretary introduced the next item regarding reappointment of Shri R.N. Aga as Director, who retires by rotation.

Chairman asked the members for their observations, if any. There were no observations. Thereafter, the following resolution proposed by Shri Ponnury Venkata Ratnam, Member and seconded by Shri Sudhakara Sarma M, Member, which was unanimously passed.

“RESOLVED THAT

Shri R.N. Aga, be and is hereby re-appointed as Director on the Board of NMDC Ltd. on the existing terms and conditions of his appointment and is liable to retire by rotation.”

Shri R.N. Aga being an interested Director did not participate in the proceedings.

- 3.(viii) Thereafter, Company Secretary introduced the next item regarding reappointment of Smt. Parminder Hira Mathur as Director, who retires by rotation.

Chairman asked the members for their observations, if any. There were no observations. Thereafter, the following resolution proposed by Smt. C. Ruckmini, Member and seconded by Smt. Lalitha Bai, Member, which was unanimously passed.

“RESOLVED THAT

Smt. Parminder Hira Mathur, be and is hereby re-appointed as Director on the Board of NMDC Ltd. on the existing terms and conditions of her appointment and is liable to retire by rotation.”

Smt. Parminder Hira Mathur being an interested Director did not participate in the proceedings.

- 3.(ix) Thereafter, Company Secretary introduced the next item regarding reappointment of Shri D. Rath as Director, who retires by rotation.

Chairman asked the members for their observations, if any. There were no observations. Thereafter, the following resolution proposed by Shri A. Mohan Rao, Member and seconded by Shri S. Vasudeva Rao, Member, which was unanimously passed.

“RESOLVED THAT

Shri D. Rath, be and is hereby re-appointed as Director on the Board of NMDC Ltd. on the existing terms and conditions of his appointment and is liable to retire by rotation.”

Shri D. Rath being an interested Director did not participate in the proceedings.

- 3.(x) Thereafter, Company Secretary introduced the next item regarding reappointment of Shri S.J. Sibal as Director, who retires by rotation.

Chairman asked the members for their observations, if any. There were no observations. Thereafter, the following resolution proposed by Shri Ashok, Member and seconded by Shri N.S. Patwal, Member, which was unanimously passed.

“RESOLVED THAT

Shri S.J. Sibal, be and is hereby re-appointed as Director on the Board of NMDC Ltd. on the existing terms and conditions of his appointment and is liable to retire by rotation.”

Shri S.J. Sibal being an interested Director did not participate in the proceedings.

4. Remuneration of Statutory Auditors

Company Secretary introduced the last item under ordinary business regarding remuneration of Statutory Auditors of the Company to be appointed by the Comptroller and Auditor General of India for auditing the Accounts of the Company for the year 2013-14.

In terms of the amended provisions of Section 224(8)(aa) of the Companies Act, 1956, the remuneration shall be fixed by the Company in General Meeting or in such manner as the Company in General Meeting may determine.

As in the past, Company Secretary proposed the item to authorize the Audit Committee of Directors and the Board of Directors to fix the remuneration of the Statutory Auditors.

Chairman asked the Members for their observations, if any. There were no observations and the following resolution, proposed by Shri, P. Ramesh, Member, and seconded by Shri C.S. Ramaiah, Member, was unanimously passed:

“RESOLVED THAT

the Audit Committee of Directors and the Board of Directors of the Company be and are hereby authorized to fix the remuneration of the Statutory Auditors as per the terms and conditions of their appointment to be made by the Comptroller and Auditor General of India for auditing the Accounts of the Company for the Financial Year 2013-14 or as may be deemed fit by the Audit Committee and the Board.”

B. SPECIAL BUSINESS

Appointment of Directors:

The Company Secretary informed about the special business items regarding appointment of Directors. As has been indicated in the explanatory statement to the Notice, the President of India had appointed five (5) Directors on the Board from the date of last AGM. As per the provisions of the Companies Act, 1956, the Directors were appointed as Additional Directors. They are (1) Shri Vinod Kumar Thakral & (2) Shri Syedain Abbasi as Government Nominee Directors and (3) Dr. Noor Mohammad, (4) Shri Vinai Kumar Agarwal & (5) Shri Mahesh Shah as Non-official part-time Directors of the Company and their brief profile were given in the Notice.

5. Thereafter, Company Secretary introduced the first item regarding appointment of Shri Vinod Kumar Thakral, Additional Secretary & Financial Advisor, Ministry of Steel, Government of India as Director (Government Nominee) of the Company.

Chairman asked the members for their observations, if any. Thereafter there were no further observations and the following resolution proposed by Shri K.B. Nair, Representative of the President of India and seconded by Shri P. Jaya Prakash, Member which was unanimously passed.

“RESOLVED THAT

Shri Vinod Kumar Thakral be and is hereby appointed as Director of the company on the existing terms of his appointment, who is liable to retire by rotation.”

6. Thereafter, Company Secretary introduced the next item regarding appointment of Shri Syedain Abbasi, Joint Secretary, Ministry of Steel, Government of India as Director (Government Nominee) of the Company.

Chairman asked the members for their observations, if any. There were no observations. Thereafter, the following resolution proposed by Shri Prodip Kumar Roy, Member and seconded by Shri Akram Javed, Member which was unanimously passed.

“RESOLVED THAT

Shri Syedain Abbasi be and is hereby appointed as Director of the company on the existing terms of his appointment, who is liable to retire by rotation.”

7. Thereafter, Company Secretary introduced the next item regarding appointment of Dr. Noor Mohammad as Director of the Company.

Chairman asked the members for their observations, if any. There were no observations. Thereafter, the following resolution proposed by Shri J. Sriram Naik, Member and seconded by Shri Chilakamarri Rambabu, Member which was unanimously passed.

“RESOLVED THAT

Dr. Noor Mohammad be and is hereby appointed as Director of the company on the existing terms of his appointment, who is liable to retire by rotation.”

Dr. Noor Mohammad, being an interested Director did not participate in the proceedings.

8. Thereafter, Company Secretary introduced the next item regarding appointment of Shri Vinai Kumar Agarwal as Director of the Company.

Chairman asked the members for their observations, if any. There were no observations. Thereafter, the following resolution proposed by Shri G. Bhaskara Murthy, Member and seconded by Shri Venkatraman Nelli, Member was unanimously passed.

“RESOLVED THAT

Shri Vinai Kumar Agarwal be and is hereby appointed as Director of the Company on the existing terms of his appointment, who is liable to retire by rotation”.

Shri Shri Vinai Kumar Agarwal, being an interested Director did not participate in the proceedings.

9. Thereafter, Company Secretary introduced the last item under special business regarding appointment of Shri Mahesh Shah as Director of the Company.

Chairman asked the members for their observations, if any. There were no observations. Thereafter, the following resolution proposed by Shri D.S.N. Murthy, Member and seconded by Shri L. Sudhakar, Member was unanimously passed.

“RESOLVED THAT

Shri Mahesh Shah be and is hereby appointed as Director of the Company on the existing terms of his appointment, who is liable to retire by rotation.”

Shri Mahesh Shah, being an interested Director did not participate in the proceedings.

Thereafter, Chairman informed the meeting that the meeting was closed.

Company Secretary read out the vote of thanks.

Thereafter, the Meeting ended with a vote of thanks to the Chair.

COMPANY SECRETARY

CHAIRMAN