No.CS/54-AGM/2012 Dated: 16.08.2012

# **Notice**

Notice is hereby given that the 54th Annual General Meeting of NMDC Limited (AGM) will be held at 1500 hours on Thursday, the 20.09.2012 at Sri Sathya Sai Nigamagamam, 8-3-987/2, Sri Nagar Colony, Hyderabad - 500 073 to transact the following business:

#### A. ORDINARY BUSINESS:

# Adoption of Audited Accounts, Directors' and Auditors' Reports

To receive, consider and adopt the Statement of Profit & Loss for the financial year ended 31st March, 2012, the Balance Sheet as at that date and the Directors' and Statutory Auditors' Reports thereon.

#### 2. Declaration of Dividend

To declare the Final Dividend as recommended by the Board.

#### 3. Re-appointment of Directors

- To appoint Shri N.K. Nanda, as Director (Technical) who retires by rotation and is eligible for re-appointment.
- ii) To appoint Shri S. Thiagarajan, as Director (Finance), who retires by rotation and is eligible for re-appointment.
- iii) To appoint Shri S. Bose, as Director (Production), who retires by rotation and is eligible for re-appointment.
- iv) To appoint Lt. Gen. (Retd.) Arvind Mahajan, as Director, who retires by rotation and is eligible for re-appointment.
- To appoint Shri R.N. Aga, as Director, who retires by rotation and is eligible for re-appointment.
- vi) To appoint Smt. Parminder Hira Mathur, as Director, who retires by rotation and is eligible for re-appointment.

vii) To appoint Shri D. Rath, as Director, who retires by rotation and is eligible for re-appointment.

# 4. Remuneration of Statutory Auditors

In terms of the amended Section 224 of the Companies Act, 1956 vide Clause (aa) of Sub-section 8, 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 fix the remuneration of the Statutory Auditors of the Company for the year 2012-13, as may be deemed fit.

#### B. SPECIAL BUSINESS:

**5.** To consider and if thought fit to pass with or without modification the following resolution as an ordinary resolution:

## **RESOLVED THAT**

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

6. To consider and if thought fit to pass with or without modification the following resolution as an ordinary resolution:

## **RESOLVED THAT**

"Shri S.K. Das be and is hereby appointed as Director (Commercial) of the Company on the existing terms of his appointment, who is liable to retire by rotation."

7. To consider and if thought fit to pass with or without modification the following resolution as an ordinary resolution:

#### **RESOLVED THAT**

"Shri Rabindra Singh be and is hereby appointed as Director (Personnel) of the Company on the existing terms of his appointment, who is liable to retire by rotation."

8. To consider and if thought fit to pass with or without modification the following resolution as an ordinary resolution:

#### **RESOLVED THAT**

"Shri S.J. Sibal be and is hereby appointed as Director of the Company on the existing terms of his appointment, who is liable to retire by rotation."

**9.** To consider and if thought fit to pass with or without modification the following resolution as an ordinary resolution:

#### **RESOLVED THAT**

"Shri E.K. Bharat Bhushan be and is hereby appointed as Director of the Company on the existing terms of his appointment, who is liable to retire by rotation."

**10.** To consider and if thought fit to pass with or without modification the following resolution as an ordinary resolution:

#### **RESOLVED THAT**

"Shri J.P. Shukla be and is hereby appointed as Director of the Company on the existing terms of his appointment, who is liable to retire by rotation."

11. To consider and if thought fit to pass with or without modification the following resolution as a special resolution:

#### **RESOLVED THAT**

Pursuant to Section 31 and other applicable provisions of the Companies Act, 1956 (including statutory modification or re-enactment thereof for the time being in force), approval be and is hereby accorded to amend the existing Articles of Association of NMDC to provide for buyback of shares and securities.

#### **RESOLVED FURTHER THAT**

A new clause shall be added in the existing Articles of Association to provide for buyback of shares as under:

New Clause No.6A

## **Buyback of Shares and Securities**

Notwithstanding anything contained in the Articles, the Board of Directors may buyback such number of the Company's own shares or securities as it may think necessary, subject to such approvals, provision of Section 77A and other applicable provisions of the Act [including any statutory modification or re-enactment thereof] and SEBI regulations, as may be permitted by law.

#### **RESOLVED FURTHER THAT**

Existing Article No.6 of the Articles of Association of the Company be deleted.

By Order of the Board

(Kumar Raghavan) Company Secretary & Executive Director (L&CC)

Place: Hyderabad Date: 16.08.2012

#### Copy to:

- 1. All Members
- 2. Statutory Auditors

#### **Encls:**

- 1. Notes to Notice.
- 2. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Special Business.
- 3. Proxy Form and Attendance Slip.
- 4. ECS Form
- 5. A copy of the 54th Annual Report of the Company for the year 2011-12.

# Notes to the Notice

- None of the Directors of the Company are interested in the business except to the extent of their appointment / re-appointment and shareholding which is below 2% of the paid - up capital of the Company.
- A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a Member of the Company. A blank Proxy Form also enclosed.
- Should any Member choose to exercise his /
  her right to appoint a proxy, the proxy form duly
  completed should be deposited at the
  Registered Office of the Company not less
  than forty eight (48) hours before the time of
  holding of the Meeting.
- 4. Government of India has divested 8.38% of paid up capital of the Company out of the shares held by the President of India in the month of March, 2010, as a result of divestment the public holding increased from 1.62% to 10%.
- 5. During the year the Company had paid two interim dividends @ Re.1/- each, on the paid-up equity share of Re.1/- each of the Company in November 2011 and February 2012 totaling to Rs.792.94 crore on the nominal value of the paid-up equity shares of the Company to the Members.
- 6. Final Dividend @ Rs. 2.50 per share as recommended by Board, if declared by the members at the meeting, will be paid / dividend warrants despatched with effect from 15.10.2012 by the Company to those Members, whose names appear in the Register of Members of the Company as on 15.09.2012, being the book closure commencing date and also to the Beneficial Owners of shares held in electronic form on the said date as per the details furnished by the Depositories for this purpose.
- 7. The Register of Members and Share Transfer Books of the Company will remain closed from 15.09.2012 to 20.09.2012 (both days inclusive).

- Members are requested to bring their copy of this Report to the meeting.
- An Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956 is enclosed.
- 10. (i) The Company has appointed Aarthi Consultants Private Limited as Share Transfer Agents (STA) of NMDC Ltd. The address and contact numbers are given below:

Mr. G. Bhaskara Murthy
General Manager,
M/s Aarthi Consultants Pvt Ltd.,
D.No. 1-2-285, Domalguda
Hyderabad - 500 029.
Phone Nos. 040-27638111/27634445,
Fax No. 040-27632184
Email : ims@nmdc.co.in,

info@aarthiconsultants.com
Web site: www.aarthiconsultants.com

Members are requested to correspond at above address with STA on all matters relating to share transfers/ dividend etc., and also for any

clarifications thereon.

- (ii) It is to inform that shares of your Company have been dematerialized in Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL). The ISIN number allotted is "ISIN-INE584A01023". Members are advised to get in touch with the Depository participant (DP)/STA for any clarification on dematerialization of shares held.
- (iii) Members are requested to correspond with M/s Karvy Computershare Pvt. Ltd., Registrar to the Offer for Sale made by Government of India on all matters relating to divestment of 8.38% shares held by the President of India in the Company aggregating 33,22,43,200 equity shares of Re.1/- each in the month of March, 2010, at the following address:

# NMDC LIMITED

Mr. M. Murali Krishna Karvy Computershare Pvt. Ltd., Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad - 500 081,

Tel: 040-23420815, Fax: 040-23431551,

Email: nmdc.ipo@karvy.com / einward.ris@karvy.com. website: www.karvy.com

- 11. Members are requested to notify immediately, any change in their address, with complete postal address, with PIN, telephone numbers and email address etc. at the following address:
  - (i) The Company Secretary & Executive Director (L&CC) Khanij Bhavan, 10-3-311/A Castle Hills, Masab Tank Hyderabad 500 028. Phone No.040-2353 8757 Fax No.040-2353 8759 E-mail: ims@nmdc.co.in Web site: www.nmdc.co.in
  - (ii) The General Manager M/s Aarthi Consultants Pvt Ltd D.No. 1-2-285, Domalguda Hyderabad - 500 029. Phone Nos. 040-27638111/27634445 Fax No. 040-27632184 Email: info@aarthiconsultants.com
- 12. The Securities and Exchange Board of India (SEBI) and Ministry of Corporate Affairs (MCA) have made it mandatory for all the Listed Companies to offer Electronic Clearing Service (ECS) facilities for payment of dividend, wherever applicable. This facility offers various benefits like timely credit of

dividend to the shareholders account, elimination of loss of instrument in transit or fraudulent encashment etc.

#### In view of the above:

- (i) Shareholders holding shares in Physical Form and desirous of availing the facility are requested to complete ECS form attached to this Annual Report and forward the same to the Company's Share Transfer Agent (STA) for effecting ECS payment.
- (ii) Shareholders holding shares in Dematerialized Form are requested to provide the Bank details to their Depository Participants for incorporation in their records. The Depository in turn would forward the required information to the Company's STA for effecting ECS payment.
- 13. Members are requested to register their e-mail address and changes therein from time to time with the Company / share transfer agent (STA) of the Company for service of documents, notices, annual reports etc. through e-mail as per the Green Initiative undertaken by Ministry of Corporate Affairs, Government of India vide Circular No.17/2011 which is available at www.mca.gov.in.
- 14. In terms of the "Investor Education and Protection Fund (uploading of information regarding unpaid and unclaimed amounts lying with the companies) Rules, 2012" the Company has furnished and uploaded the information on the unclaimed and unpaid amounts on the websites of the Company and Ministry of Corporate Affairs.

**Brief Resume of the Directors** 

ars 30.12.1954 & 57 years 2  09.07.2009  Nil  Nil  Ii) Bachelor of Science  gi.  Iii) Chartered Accountant  statutorily responsible for timely variable statements of the Company to the statutory authorities on the Confinencial concurrence to proposals on the special requirements of a PSU work the special requirements of a PSU work the special requirements of a PSU optimum deployment of company to a strategic or company to the statutory authorities or the special requirements of a PSU work funivestment opportunities / CAPEX avenue and avaious in various in vestment opportunities / CAPEX avenue and capital items for avenues such as product pricing, evacuation, M&A etc.  I) J&K Mineral Development (I) Member, Share Transfer (I) Mem Committee, NMDC Committee, NMDC (II) Member Shareholders' / Investors' II) Member Grievance Committee, NMDC (II) Member Shareholders' / Investors' II) Member Grievance Committee, NMDC (II) Grievance Committee, NMDC (II) Grievance Committee, III) Grievance Committee, IIII Grievance Commi				
28.07.1960 & 52 years  O1.12.2008  O1.12.2	Name	Shri N.K. NANDA	Shri S. THIAGARAJAN	Shri SUBIMAL BOSE
Bachelor of Science   1   B. Tech. (Mining) from ISM,   1   Bachelor of Science   1   B. Tech. (Hons.) (Mining) Ye Dhanbad in Mining Engg.   1   Chartered Accountant   1   B. Tech. (Hons.) (Mining) Ye Dhanbad in Mining Engg.   2   Campalay to preparation the field of blasting and project monitoring.   2   Campalay to pencast in the field of mineral and project monitoring.   3   Chartered Accountant   3   Chartered Accountant   3   Chartered Accountant   3   Campalay Chartered Accountant   3	of Birth &	28.07.1960 & 52 years	30.12.1954 & 57 years	20.10.1954 & 57 years
B. Tech. (Mining) From ISM,   Bachelor of Science   B. Tech. (Hons.) (Mining) Ve Dhanbad.   Bachelor of Science   B. Tech. (Hons.) (Mining) Ve Dhanbad.   B. Tech. (Hons.) (Mining) Versions the Compensor of Mark Ceme Superation of India Ltd.   B. Tech. (Hons.) (Mining) Versions the Special requirements of System Analyst for open cast mines and project apparation of India Ltd.   Department of Opporation India National Mineral Development Corporation Linited.   Development Corporation Ltd.   Development Corporation Ltd	Date of Appointment	01.1	09.07.2009	17.06.2011
Bachelor of Science   1) B. Tech. (Mining) from ISM,   In Chartered Accountant   1) Bachelor of Science   1) B. Tech. (Mining) We Danabad in Mining Engg.   As Director (Finance) of NMDC, he stationary preparation.   As Director (Finance) of NMDC, he stationary authorities   As Director (Finance)   As Director (Finance) of NMDC, he stationary authorities   As Director (Finance)   A	No. of shares held in NMDC	320	Nil	320
Dhanbad in Mining Engg.   As Director (Finance) of NWDC.     Competency (Restricted)   As Director (Finance) of NWDC.     Expert in the field of blasting and processing, particularly beneficiation.     Expert in Long-term Strategic of companies and project mining and project mining in merger and acquisitions and diversification.     Expert in Long-term Strategic of Companies and Project mining of Strategic of National Mineral Development Corporation Ltd.     WMDC-SMAC Limited   WMDC-CMDC Limited   W	Qualifications	B. Tech. (Minin	Bachelor of	B. Tech.
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mines.  • Qualified System Analyst for opencast in the field of mineral mines and project monitoring.  • Expert in the field of mineral processing, particularly beneficiation of low grade iron ore.  • Expert in the field of mineral processing, particularly beneficiation of strategic of low grade iron ore.  • Expert in the field of mineral processing, particularly beneficiation of strategic processing, particularly beneficiation of strategic successful acquisition and control activities. Can lead team for successful acquisition and civersification.  • Expert in the field of mineral processing particularly beneficiation of mineral of low grade iron ore.  • Expert in the field of mineral processing particularly beneficiation of strategic processing, particularly beneficiation activities. Can lead team for successful acquisitions and diversification.  • Expert in the field of mineral processing particularly beneficiation of strategics as per views processing activities. Can lead team for successful acquisitions and diversification.  • Expert in the field of mineral processing particularly beneficiation of strategics with regard activities. Can lead team for successful acquisitions and diversification.  • Expert in the field of mineral processing particularly beneficiation of strategics with regard activities. Can lead team for successful acquisitions and control promitited.  • System and acquisition activities accounted acquisition of strategies with regard for orditical issues such as production that corporation Ltd.  • System and project Implementation.  • System in Long-term Strategic promities accounted to critical issues such as production production activities.  • System in Long-term Strategic production Ltd.  • System in Long-term Strategic production Ltd.  • System in Long-term Strategic production Ltd.  • System Intended the project Implementation of strategics with regard from Ore Limited Corporation Ltd.  • System Intended the project Implementation of strategics with regard from Ore Limited Corporation	area	<ul> <li>Expert in the field of blasting and slope stability in large opencast</li> </ul>	the Company to the statutory authorities / share holders.	Departments of M/s Cement
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<ul> <li>Expert in merger and acquisition acquisitions and diversification.</li> <li>Expert in Long-term Strategic planning and Project in Mineral Development Corporation Limited vill NMDC-CMDC Limited vill NMDC-CMDC Limited vill NMDC Minerals Pty Ltd.</li> <li>I) J&amp;K Mineral Development Corporation Ltd.</li> <li>II) Jak Mineral Development Corporation Ltd.</li> <li>III) NMDC-CMDC Limited vill NMDC Minerals Pty Ltd.</li> <li>IX) NMDC Minerals Pty Ltd.</li> <li>IX) Member, Audit Committee, NMDC.</li> <li>III) Member, Share Transfer Committee, NMDC.</li> </ul>				NMDC as Head of the Project.
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diversification.  • Expert in Long-term Strategic Planning and Project Implementation.  i) J&K Mineral Development Corporation Limited.  ii) NMDC-CMDC Limited.  iii) Krishnapatnam Railway Co. Ltd. iii) NMDC-CMDC Limited iv) NMDC-CMDC Limited vi) NMDC-SARL.  v) International Coal Ventures Pvt. Ltd. vi) NMDC Power Limited vii) Jharkhand National Mineral Development Corporation Ltd.  viii) Jharkhand National Mineral Development Corporation Ltd.  viii) Jharkhand National Mineral Development Corporation Ltd.  viii) Member, Audit Committee, NMDC.  ii) Member, Share Transfer  iii) Member, Share Transfer  committee, NMDC.  iii) Member Share Transfer  committee, NMDC.  iii) Member Share Transfer  committee, NMDC.  iii) Member Share Transfer  committee, NMDC.		acquisitions	investment opportunities / CAPEX	Projects, was responsible for
<ul> <li>Expert in Long-term Strategic Planning and Project Implementation.</li> <li>i) J&amp;K Mineral Development Corporation Limited.</li> <li>ii) J&amp;K Mineral Development Corporation Limited.</li> <li>iii) NMDC-SARL.</li> <li>v) International Coal Ventures Pvt. Ltd.</li> <li>vi) Legacy Iron Ore Limited</li> <li>vi) Legacy Iron Ore Limited</li> <li>vi) NMDC Power Limited</li> <li>vii) NMDC Power Ltd.</li> <li>vii) NMDC Power Limited</li> <li>vii) NMDC Power Limited</li> <li>viii) NMDC Power Ltd.</li> <li>viii) Jharkhand National Mineral Development Corporation Ltd.</li> <li>viii) Jharkhand National Mineral Development Corporation Ltd.</li> <li>viii) Member, Audit Committee, NMDC.</li> <li>viii) Member, Share Transfer</li> <li>viiii) Member, Share Transfer</li> <li>viiiiii) Member, Share Transfer</li> <li>viiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiii</li></ul>				overall operation, production,
<ul> <li>i) J&amp;K Mineral Development Corporation Linited ii) NMDC-CMDC Limited iii) NMDC-CMDC Limited iii) NMDC-SARL.</li> <li>ii) NMDC-SARL.</li> <li>iii) NMDC-SARL.</li> <li>iii) NMDC-SARL.</li> <li>iii) NMDC-SARL.</li> <li>iii) NMDC-CMDC Limited iii) Krishnapatnam Railway Co. Ltd ivantational Coal Ventures Pvt. Ltd.</li> <li>v) International Coal Ventures Pvt. Ltd.</li> <li>vi) NMDC Power Limited vii) NMDC Power Limited vii) NMDC Power Ltd.</li> <li>vi) NMDC Power Ltd.</li> <li>vii) NMDC Power Ltd.</li> <li>vii) NMDC Power Ltd.</li> <li>viii) Nember, Audit Committee, NMDC</li> <li>vii) Member, Share Transfer Committee, NMDC.</li> <li>iii) Member, Share Pransfer Grievance Committee, NMDC</li> <li>iii) Member, Share Committee, NMDC</li> </ul>		nna-term	_	execution, direction and control of
<ul> <li>i) J&amp;K Mineral Development Corporation Limited.</li> <li>ii) NMDC-CMDC Limited.</li> <li>iii) Krishnapatnam Railway Co. Ltd.</li> <li>iii) Krishnapatnam Railway Co. Ltd.</li> <li>iii) NMDC-SARL.</li> <li>v) International Coal Ventures Pvt. Ltd.</li> <li>vi) NMDC Power Ltd.</li> <li>vi) NMDC Power Ltd.</li> <li>vi) NMDC Power Ltd.</li> <li>vi) NMDC Power Ltd.</li> <li>vi) Nombor Minerals Pvt Ltd.</li> <li>iv) Kopano-NMDC Minerals Pvt Ltd.</li> <li>iv) Member, Share Transfer Committee, NMDC</li> <li>ii) Member, Shareholders' / Investors' Iii) Member, Shareholders' / Investors' Iiii) Member, Shareholders' / Investors' Iiiii Member, Shareholders' / Investors' Iiii Member, Shareholders' / Investors' Iiii Member, Shareholders' / Investors' Iiii Member / Investors' IIII November / Investors' IIII November / Investors' IIII November / Investors' IIII November / Investors' III November / Investors' III November / Investors' III November / Inv</li></ul>		Project Imple	pricing, evacuation, M&A etc.	the Projects.
ii) NMDC-CMDC Limited. iii) NMDC-CMDC Limited. iv) NMDC-CMDC Limited. v) International Coal Ventures Pvt. Ltd. vi) Legacy Iron Ore Limited vii) Jharkhand National Mineral Development Corporation Ltd. viii) Jharkhand National Mineral Development Corporation viii) Member, Audit Committee, NMDC. iii) Member, Share Transfer Committee, NMDC. iii) Member, Share Transfer Grievance Committee, NMDC Grievance Committee, NMDC Grievance Committee, NMDC			J&K Mineral	
iii) Krishnapatham Railway Co. Ltd iv) NMDC-SARL.  v) International Coal Ventures Pvt. Ltd. vi) Legacy Iron Ore Limited vii) NMDC Power Ltd. vii) NMDC Power Ltd. vii) NMDC Power Ltd. viii) Jharkhand National Mineral Development Corporation Ltd. Development Corporation Ltd. viii) Member, Audit Committee, NMDC. iii) Member, Share Transfer Committee, NMDC Grievance Committee, NMDC Grievance Committee, NMDC Grievance Committee, NMDC  viii) Member, Shareholders' / Investors' iii) Member, Shareholders' / Investors' Grievance Committee, NMDC  viii) Member, Shareholders' / Investors' iii) Member, Shareholders' / Investors' iii) Member, Shareholders' / Investors' iii) Member, Shareholders' / Investors' iiii) Member, Shareholders' / Investors' iiii) Member, Shareholders' / Investors' iiii) Member, Shareholders' / Investors' iiiii) Member, Shareholders' / Investors' iiii) Member, Shareholders' / Investors' iiiiii Member, Shareholders' / Investors' iiiii Member, Shareholders' / Investors' iiiiii Member, Shareholders' / Investors' iiiiii Member, Shareholders' / Investors' iiiii Member, Shareholders' / Investors' iiiii Member, Shareholders' / Investors' iiiiii Member, Shareholders' / Investors' iiiii Member, Shareholders' / Investors' iiii Member / Investors' iii /		Corporation Limited.	Corporation Ltd.	
<ul> <li>iv) NMDC-SARL.</li> <li>v) International Coal Ventures Pvt. Ltd.</li> <li>vi) Legacy Iron Ore Limited</li> <li>vii) NMDC Power Ltd.</li> <li>vii) NMDC Power Ltd.</li> <li>viii) Jharkhand National Mineral Development Corporation Ltd.</li> <li>vi) Member, Audit Committee, NMDC</li> <li>ii) Member, Share Transfer</li> <li>iii) Member, Share Transfer</li> <li>iii) Member, Share Transfer</li> <li>iii) Member, Shareholders' / Investors' Iii) Member, Shareholders' / Grievance Committee, NMDC</li> <li>iiii) Member, Shareholders' / Investors' Grievance Committee, NMDC</li> </ul>	:			-
<ul> <li>vi) Legacy Iron Ore Limited</li> <li>vii) NMDC Power Limited</li> <li>vii) NMDC Power Ltd.</li> <li>viii) Jharkhand National Mineral Development Corporation Ltd.</li> <li>viii) Jharkhand National Mineral Development Corporation Ltd.</li> <li>vi) Kopano-NMDC Minerals Pty Ltd</li> <li>vi) Kopano-NMDC Minerals Pty Ltd</li> <li>vi) Member, Share Transfer Committee, NMDC</li> <li>vii) Member, Share Transfer Grievance Committee, NMDC</li> <li>viii) Member, Shareholders' / Investors' iii) Member, Shareholders' / Grievance Committee, NMDC</li> </ul>	Directorship held in			
vii)NMDC Power Ltd.v)Jharkhand National Mineral Development Corporation Ltd.v)Jharkhand National Mineral Development Corporation Ltd.ix)Kopano-NMDC Minerals Pty Ltdvi)Kopano-NMDC Minerals Pty Ltdi)Member, Share NMDCI)Member, Share NMDCii)Member, Share Transfer Committee, NMDCii)Member, Shareholders' / Investors' Grievance Committee, NMDC			iv) NMDC Power Limited	
<ul> <li>viii) Jharkhand National Mineral Development Corporation Ltd.</li> <li>ix) Ropano-NMDC Minerals Pty Ltd</li> <li>iy) Member, Audit Committee, NMDC</li> <li>ii) Member, Share Transfer Committee, NMDC</li> <li>iii) Member Shareholders' / Investors' Grievance Committee, NMDC</li> <li>iii) Member, Shareholders' / Grievance Committee, NMDC</li> <li>iii) Member, Shareholders' / Grievance Committee, NMDC</li> </ul>		NMDC Powe		
<ul> <li>ix) Kopano-NMDC Minerals Pty Ltd</li> <li>i) Member, Audit Committee, NMDC.</li> <li>ii) Member, Share Transfer Committee, NMDC.</li> <li>iii) Member, Share Holders' / Investors' Grievance Committee, NMDC.</li> <li>iii) Member Shareholders' / Investors' Grievance Committee, NMDC.</li> </ul>		Jharkhand Na	_	
i) Member, Audit Committee, NMDC.       i) Member, Share       Transfer       i) Member, Shareholders' / Investors'       ii) Member, Shareholders' / Investors'       iii) Member, Shareholders' / Investors'         Committee, NMDC.       Grievance Committee, NMDC       Grievance Committee, NMDC		Kopano-NMD		
NMDC.  ii) Member, Share Transfer  Committee, NMDC  Grievance Committee, NMDC	# Memberships /	1	Member, Share	Member, Share
ii) Member, Share Transfer ii) Member Shareholders' / Investors' ii) Committee, NMDC Grievance Committee, NMDC	Chairmanship of			Committee, NMDC
Committee, NMDC. Grievance Committee, NMDC	Committees across	≘		
	all Public Companies		Grievance Committee, NMDC	Grievance Committee, NMDC

# Membership / Chairmanship of only the Audit Committee, Shareholders' Committee Investor Grievance Committee of all Public Limited Companies (Explanation to clause 49(C) of the Listing Agreement) is shown, including NMDC Ltd.

Name	LT. GEN. (RETD.) ARVIND MAHAJAN	Shri R.N. AGA
Date of Birth & Age	24.12.1947 & 64 years	09.07.1945 & 67 years
Date of Appointment	01.04.2010	03.12.2010
No. of shares held in NMDC	Nil	Nil
Qualifications	i) PG Degree in Mech. Engg. (Automobiles)  ii) AMIE(Mech.), MIE(Mech.) & FIE, M.Phil, (Defence Studies)  iii) PG Diploma in Business Management, PG Dip. in Industrial Management	M.Sc. (Physics)
Expertise in specific functional area	Has a rich and varied experience in the fields of Operational Logistics and Chain Supply Management, Equipment Management & its Technical Repairs and Maintenance, General Management, Support Services and Project Management Services, Strategic Planner, Environment & Infrastructure Expertise & Advisor, Technical Consulting, Domain Expertise in Disaster Management Plans Formulation and in Power, Steel & Mining Management (Handling of Plant & Equipment, Operation & Maintenance of Heavy Machineries) and Corporate Administration.	Shri R.N. Aga joined Indian Railways Traffic Service in November 1968. After serving in Indian Railways for over 37 years in various capacities including Divisional Railway Manager, General Manager and Member (Traffic) Railway Board and Ex-officio Secretary to the Government of India. He retired from service in July 2005. As Member Traffic, Railway Board he also functioned as Chairman of Container Corporation of India (CONCOR), Indian Railway Catering and Tourism Corporation (IRCTC) and Pipavav Rail Corporation Limited (PRCL). After retirement, he has been associated with Asian Institute of Transport Development (AITD) as Secretary and Senior Fellow. AITD is a non-profit non-commercial organization and is recognized by UN as a centre of excellence and has a MoU with UNESCAP.
Directorship held in other Companies	<ul> <li>i) Life Insurance Corporation of India.</li> <li>ii) Container Corporation of India (Concor)</li> </ul>	Rail Vikas Nigam Limited.
Memberships / Chairmanship of Committees across all Public Companies	<ul> <li>i) Member, Audit &amp; Ethics Committee         <ul> <li>Concor.</li> </ul> </li> <li>ii) Chairman, Audit Committee, NMDC</li> <li>iii) Chairman, Shareholders' /</li></ul>	<ul> <li>i) Chairman, Audit Committee, Rail Vikas Nigam Limited.</li> <li>ii) Member, Audit Committee, NMDC Limited</li> </ul>

Name	Mrs. P.H. MATHUR	Shri D. RATH
Date of Birth & Age	17.08.1949 & 62 years	11.02.1950 & 62 years
Date of Appointment	03.12.2010	03.12.2010
No. of shares held in NMDC	Nil	Nil
Qualifications	<ul><li>i) M.A. (Political Science)</li><li>ii) M.B.A., Leeds University (U.K.)</li></ul>	B.Sc. Engg. (Mechanical)
Expertise in specific functional area	Mrs. Parminder Mathur joined the Indian Administrative Service (H.P.Cadre) and has served in various capacities till her retirement from the post of Additional Chief Secretary, Himachal Pradesh in August 2009.  During her career spanning over 35 yrs she has served as a Secretary to the Government of Himachal Pradesh in a range of key sectors like Industries, Labour & Employment, Social Justice and Empowerment, Rural Development, Food & Civil Supplies, Consumer Affairs, Women & Child Development, Land Revenue Management, Disaster Management etc.	Shri D. Rath was the Chairman-cum-Managing Director of MECON since September 2005. Shri Rath holds B.Sc. Engg. (Mechanical). He joined MECON in March 1972 and has served in various capacities in the commercial / project management / marketing / contracts disciplines. He has approximately 40 years of experience in the fields Project Management & Execution, Quality Control, Design & Engineering.
Directorship held in other Companies	NIL	<ul><li>i) L&amp;T Ltd. (ECC)</li><li>ii) Orissa State Police Housing &amp; Welfare Corporation Ltd.</li></ul>
Memberships / Chairmanship of Committees across all Public Companies	Member, Audit Committee, NMDC	Member, Audit Committee, NMDC

# Explanatory Statement Pursuant to Section 173(2) of the Companies Act, 1956

# **SPECIAL BUSINESS**

# Item No.5 to 10: Appointment of Directors

In line with the Government of India orders, Shri C.S. Verma, CMD (Additional Charge); Shri S.K. Das, Director (Commercial); Shri Rabindra Singh, Director (Personnel); Shri S.J. Sibal, Non-Executive Director; E.K. Bharat Bhushan, Government Nominee Director and Shri J.P.Shukla, Government Nominee Director were appointed as Additional Directors by the Board of Directors of NMDC Ltd. after the last AGM. In terms of the provisions of the Companies Act, 1956 as Additional Directors they hold office up to the date of AGM only, therefore, it is proposed to appoint them as Directors of the Company at this Annual General Meeting.

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

Name	SHRI C.S. VERMA	SHRI S.K. DAS
Date of Birth & Age	29.09.1959 & 52 years	29.08.1954 & 57 years
Date of Appointment	25.05.2012	11.08.2011
No. of shares held in NMDC	Nil	Nil
Qualifications	<ul> <li>i) M.Com.</li> <li>ii) MBA</li> <li>iii) Bachelor's degree in Law &amp; Legislatures</li> <li>iv) Fellow Member of Institute of Company Secretaries of India (ICSI)</li> <li>v) Fellow Member of Institute of Cost and Works Accountants of India (ICWAI)</li> </ul>	<ul> <li>i) M.Sc. (Physics)</li> <li>ii) M.A. (Public Administration)</li> <li>iii) P.G. Diploma in Sales &amp; Marketing Management</li> <li>Joined SAIL as Management Trainee during 1979 and held various positions in Marketing like Branch Manager, Regional Manager, General Manager and Executive Director.</li> </ul>
Expertise in specific functional area	Presently holding the post of Chairman of Steel Authority of India Limited (SAIL) a Maharatna PSU, since June 2010.	He attended many specialized training programmes, seminars and workshops in India and abroad.
	Spanning nearly 31 years, his career profile also covers stints as Director (Finance) of BHEL and ITI Ltd., as Group General Manager of Indian Railway Finance Corporation, and as General Manager of Delhi Stock Exchange (DSE), besides experience of working in a Financial Institution for about nine years.	He has rich experience in domestic and international steel marketing, warehousing / logistics management and also has been actively involved in planning and formulation of marketing / pricing strategies and business development.
Directorship held in other Companies	<ul><li>i) SAIL-Chairman</li><li>ii) International Coal Ventures Pvt. LtdChairman</li></ul>	NMDC Power Ltd.
Memberships / Chairmanship of Committees across all Public Companies	Chairman, Share Transfer Committee, NMDC Ltd.	Member, Share Transfer Committee.

Name	SHRI RABINDRA SINGH	SHRI S.J. SIBAL
Date of Birth & Age	08.08.1955 & 57 years	30.09.1950 & 61 years
Date of Appointment	01.10.2011	28.12.2011
No. of shares held in NMDC	Nil	100
Qualifications	<ul> <li>i) B.A. (Hons.)</li> <li>i) P.G. Diploma in Personnel Management</li> <li>ii) P.G. Diploma in Social Work (Labour Welfare)</li> </ul>	<ul> <li>i) B.Sc. (Hons.), Mining Engineering</li> <li>ii) 1st Class Manager's Competency Certificates for Coal &amp; Metalliferrous Mines.</li> </ul>
Expertise in specific functional area	Prior to joining NMDC, Shri Rabindra Singh was Executive Director (P&A), Steel Authority of India Limited (SAIL), Bokaro Steel Plant, Bokaro.  He has about 34 years of rich experience in all facets of Personnel Management in varied work situations in different units of SAIL. He has worked through almost the entire length and breadth of SAIL. He has been Head of Personnel of SAIL Plants / Units viz. Bokaro Steel Plant, Central Marketing Organisation, Raw Materials Division and also Durgapur Steel Plant.	Shri S.J. Sibal served for over 38 years in NCDC, CIL and DGMS. He is a former Director General of Mines Safety. He has expertise in the coal and non-coal mining sector with rich experiences in the mining industry and mines safety spanning over 38 years.
Directorship held in other Companies	Neelachal Ispat Nigam Ltd.	C-FARM (Sec. 25 Company)
# Memberships / Chairmanship of Committees across all Public Companies	Nil	Nil

<sup>#</sup> Membership / Chairmanship of only the Audit Committee, Shareholders' Committee Investor Grievance Committee of all Public Limited Companies (Explanation to clause 49(C) of the Listing Agreement) is shown, including NMDC Ltd.

Name	SHRI E.K. BHARAT BHUSHAN	SHRI J.P. SHUKLA
Date of Birth & Age	14.01.1955 & 57 years	22.02.1954, 58 years
Date of Appointment	26.07.2012	30.07.2012
No. of shares held in NMDC	Nil	Nil
Qualifications	<ul> <li>i) M.A. (English Language &amp; Literature), Kerala University</li> <li>ii) M.P.A. (Harvard University, USA) – Edward Mason International Fellow.</li> <li>iii) Indian Administrative Service, 1979.</li> </ul>	i) B.A. ii) LLB iii) M.A. (Pol. Sc) iv) M.Sc. (HRD)
Expertise in specific functional area	Shri E.K. Bharat Bhushan is a Senior IAS Officer of 1979 Batch – Kerala Cadre. He has more than 33 years of vast experience in administration and he has held various senior positions in the Government of Kerala as well as in the Central Government. Presently, he is Additional Secretary and Financial Adviser in the Ministry of Steel, Government of India.	Shri J.P. Shukla is serving Government of India presently serving as the Joint Secretary, Ministry of Steel, Government of India. He has a professional experience of about 32 years. Prior to this he served in various capacities / positions in the Government.
Directorship held in other Companies	<ol> <li>SAIL</li> <li>KIOCL</li> <li>MECON</li> <li>Eastern Investments Ltd (EIL)</li> <li>Orissa Minerals Development Company Limited (OMDC)</li> <li>Birsa Stone Lime Company Ltd (BSLC)</li> </ol>	MSTC Limited
Memberships / Chairmanship of Committees across all Public Companies	_	_

The Board of Directors recommend the above proposals for approval of the shareholders.

None of the Directors of the Company is interested or concerned in the above resolutions except to the extent of their re-appointment / appointment.

#### Item No.11: Buyback of Shares

In order to comply with the Office Memorandum No.DPE/14(24)/2011-Fin dated 26.03.2012 of DPE and also to be in conformity with the provisions of Section 77A of the Companies Act, 1956 and other applicable provisions, it is necessary to amend the existing Articles of Association of NMDC to provide for buy back of shares and securities and to delete existing Clause No.6 which stipulates that "no part of the funds of the company shall be employed in the purchase of or in loans upon the securities of the company's shares".

The proposal under reference is only seeking approval to amend the existing Articles of Association of NMDC to provide for an enabling clause for buyback of shares and securities. The buyback of shares if any, to be undertaken by the company shall be subject to approval of Board / Ministry of Steel and other applicable statutory approvals.

The Board of Directors recommend the above proposal for approval of the shareholders.

None of the Directors of the Company is interested or concerned in the above resolutions except to the extent of their shareholding in the Company.

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

> (Kumar Raghavan) Company Secretary & Executive Director (L&CC)

Place: Hyderabad Date: 16.08.2012