



# NOTICE

**62<sup>nd</sup> Annual General Meeting  
11<sup>th</sup> September, 2024 at 12:30 P.M.**

## MOIL LIMITED

(A Govt. of India Enterprise)

**CIN** : L99999MH1962GOI012398

**PAN** : AAACM8952A

MOIL BHAVAN, 1-A KATOL ROAD, NAGPUR - 440 013

**E-mail** : [compliance@moil.nic.in](mailto:compliance@moil.nic.in) | **Telefax** : 07122591661

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# Notice of AGM

NOTICE IS HEREBY GIVEN THAT 62<sup>nd</sup> Annual General Meeting of the Members of MOIL Limited will be held on Wednesday, 11<sup>th</sup> September, 2024 at 12:30 P.M as a hybrid (combined physical and electronic mode) meeting, at Radisson Blu Hotel, 7 Wardha Road, Nagpur 440015 to transact the following business:

## ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors, the Auditors thereon and Comments of the Comptroller & Auditor General of India and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution:**

**“RESOLVED THAT** the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2024 together with the Reports of the Board of Directors and Auditors thereon and Comments of the Comptroller & Auditor General of India be and are hereby received, considered and adopted.”

2. To declare Final Dividend of Rs. 2.55 per equity share for the year ended March 31, 2024 and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution:**

**“RESOLVED THAT** Final Dividend Rs. 2.55 per share (i.e., @ 25.50%) on paid-up equity shares of the Company amounting to Rs. 51,88,87,288.05, as recommended by the Board of Directors for the financial year 2023-24, be and is hereby declared and approved.”

3. To consider continuation of the appointment of Smt. Usha Singh, Director (Human Resource) (DIN: 08307456), and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution:**

**“RESOLVED THAT** approval be and is hereby accorded for continuation of the appointment of Smt. Usha Singh, Director (Human Resource) (DIN: 08307456), 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. 4/1/2017-BLA dated 17.12.2018 and No. 4/1/2017-BLA dated 09.11.2023 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 2024-25

in compliance with the orders and directions of appointment by the Comptroller and Auditor-General of India and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution:**

**“RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to fix the remuneration of the Statutory Auditors for the financial year 2024-25 in compliance with the orders and directions of appointment made by the Comptroller and Auditor-General of India.”

## SPECIAL BUSINESS

5. To ratify the Cost Auditor’s remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolutions as an **Ordinary Resolution:**

**“RESOLVED THAT** appointment of M/s Ujwal P. Loya & Co., a practicing Cost Accountant, as Cost Auditor of the Company for the financial year 2024-25 at a remuneration of Rs. 1,60,000 (Rs. One Lakh Sixty 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 continuation of the appointment of Smt. Rashmi Singh, Director (Commercial) (DIN: 10431308), as Director (Commercial) and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** approval be and is hereby accorded for continuation of the appointment of Smt. Rashmi Singh, Director (Commercial) (DIN: 10431308), as Director (Commercial) , as per applicable provisions of the Companies Act, 2013, subject to terms and conditions as determined by the Government of India vide order no. S-14014/1/2022-BLA dated 18.12.2023 issued by Govt. of India, Ministry of Steel for a period from 20.12.2023 (i.e. date of her assumption of charge of the post) till the date of her superannuation, i.e., 31.05.2027, or until further orders, whichever is earlier.”

7. To consider continuation of the appointment of **Shri Vinod Kumar Tripathi**, Nominee Director (Govt. of India), (DIN: 10711675), as Nominee Director and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** approval be and is hereby accorded for continuation of the appointment of Shri Vinod Kumar Tripathi, as a Nominee Director (Govt. of India), (DIN: 10711675) as per applicable provisions of the Companies Act, 2013, subject to

terms and conditions as determined by the Government of India vide order no. S-14011/1/2022-BLA dated 18.07.2024 issued by Govt. of India, Ministry of Steel with effect from 18.07.2024 and until further orders, in this regard, if any.”

By order of the Board of Directors

Date: 17.08.2024

Place: Nagpur

**Neeraj D. Pandey**

(Company Secretary)

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

#### NOTES:

- The Ministry of Corporate Affairs (“MCA”) and Securities Exchange Board of India (SEBI), vide their various circulars have permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. However, the Company has decided to hold this AGM as a hybrid (combined physical and electronic) meeting. You can attend either online or in person at the venue of the Meeting.
- Since this AGM is being held as a hybrid meeting, the facility for appointing proxy is allowed. Hence, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and 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.
- 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.
- An authorised representative of the President of India or of the Governor of the State, holding shares in the Company, may also appoint an authorised representative to attend the AGM and cast their votes.
- A member who wishes to attend the AGM through VC/OAVM, can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- In case of joint holders attending the AGM, only such joint holder who is higher in the order of the names as per the Register of Members of the Company, as of the cut-off date, will be entitled to vote at the Meeting.
- The attendance of the Members attending the AGM physically and through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2023-24 is being sent through electronic mode to those Members whose e-mail address is registered with the Company/ Depository Participants. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company’s website [www.moil.nic.in](http://www.moil.nic.in), websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- The relevant Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, in respect of Item No. 5 and 7 are annexed herewith.

10. 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. During the year, Government of India appointed Shri Raghwendra Kumar Singh, as Nominee Director of State Govt. of Madhya Pradesh in place of Shri Nikunj Srivastava w.e.f. 25<sup>th</sup> Sep., 2023 Shri Nikunj Srivastava was again appointed as Nominee Director of State Govt. of Madhya Pradesh in place of Shri Raghwendra Kumar Singh w.e.f. 9<sup>th</sup> Feb., 2024. Shri Nikunj Srivastava ceased to be director on 06<sup>th</sup> March, 2024 due to completion of the tenure. Hence, approval required of the shareholders as per Regulation 17 (1C) of Listing Regulations for their appointment, became infructuous. However, their resume has been incorporated in the notice for the information of the shareholders.
  - Bring copy 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 security reasons, mobile phones, brief cases, eatables and other belongings may not be allowed inside the Meeting Hall.
11. Pursuant to regulation 42 of Listing Regulations, “record date” for the purpose of payment of final dividend for the financial year ended 31<sup>st</sup> March, 2024, if declared at ensuing Annual General Meeting, shall be **Friday, 30<sup>th</sup> August, 2024** (“the record 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 (India) Limited (CDSL) on the record date.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, and the relevant documents referred to in the Notice will be available electronically/physically for inspection by the members during the AGM.
13. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company. All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered Office of the company on all working days of the company between 11:00 a.m. and 1:00 p.m. up to the date of the Annual General Meeting and at the venue of the Meeting for the duration of the Meeting. Members seeking to inspect such documents can send an e-mail to [compliance@moil.nic.in](mailto:compliance@moil.nic.in)
14. Route-map to the venue of the Meeting is provided.
15. Members are requested to:-
  - Note that copies of Annual Report will not be distributed at the Annual General Meeting.
16. Note that no gifts/coupons will be distributed at the Annual General Meeting.
17. **Pursuant to SEBI circular SEBI/HO/MIRSD/DOP1/CIR/2018/73 dated 20<sup>th</sup> April, 2018, shareholders holding shares in physical form whose folio do not have/have incomplete details with respect to PAN and bank particulars are mandatorily required to furnish the PAN and bank details to the Company/RTA for registration under their folio.**
18. 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.
  - 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.
19. Members are requested to note that;
  - (a) Dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated

timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).

(b) In terms of SEBI Gazette Notification dated 8<sup>th</sup> June, 2018, as amended, shares in physical form are not transferable. Hence, members who are holding shares in physical form are requested to convert the shares in Demat form.

20. Members seeking further information on the Financial Statement 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.
21. 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 61<sup>st</sup> Annual General Meeting held on 21<sup>st</sup> September, 2023 had authorised the Board of Directors to fix the remuneration of Statutory Auditors for the year 2023-24. Accordingly, the Board of Directors had fixed audit fee of Rs. 9,75,000 plus applicable tax, for audit works. 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 order appointing Statutory Auditors for the financial year 2024-25 is yet to be received by the Company.

22. The Government of India vide Order Nos. F. No.4/1/2017-BLA dated 17.12.2018 had appointed Smt. Usha Singh, Director (Human resource) (DIN: 08307456) of MOIL for 5 years and further extended her tenure w.e.f. 18.12.2023 till 30.06.2026, i.e. the date of her superannuation, or until further orders, whichever is earlier vide order No.4/1/2017-BLA dated 09.11.2023. 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 order and further order(s) in this regard, the consent of the members is hereby sought for continuation of Smt. Usha Singh (DIN: 08307456), Director, being longest in office, as Director liable to retire by rotation, under the applicable provisions of the Companies Act, 2013.
23. The Board has recommended final dividend @ 25.50% (i.e. Rs. 2.55 per equity share) on the paid up value of the equity share for the year 2023-24. The final dividend is in addition to the interim dividend @35% (i.e. Rs. 3.50 per equity share) paid in the month of February, 2024 for the year 2023-24.

Pursuant to the amendments introduced by the Finance Act, 2020 the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders w.e.f. 01.04.2020. No tax will be deducted on payment of dividend to the resident individual shareholders if the total dividend paid does not exceed Rs. 5,000/-

The withholding tax rate would vary depending on the residential status of the shareholder and documents submitted by shareholder with the Company/ RTA / Depository Participant.

## I. RESIDENT SHAREHOLDERS:

### a) Tax Deductible at Source for Resident Shareholders

Sr. No.	Particulars	Withholding tax rate	Documents required (if any)
1.	Valid PAN updated in the Company's Register of Members	10%	No document required (if no exemption is sought)  If dividend does not exceed Rs. 5,000/-, no TDS/ withholding tax will be deducted.
2.	No PAN/Valid PAN not updated in the Company's Register of Members	20%	No document required (if no exemption is sought)
3.	PAN has become inoperative owing to it not being linked with Aadhaar, after specified date mentioned as per Rule 114AAA of Income tax Rules. (Presently, effective from 01.07.2023, if not extended further)	20%	No document required (if no exemption is sought)
4.	Availability of lower/nil tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961	Rate specified in the certificate	Lower tax deduction certificate obtained from Income Tax Authority



**b) No Tax Deductible at Source on dividend payment to resident shareholders if the Shareholders submit and register following documents as mentioned in column no.4 of the below table with the Company /RTA of the company**

Sr. No.	Particulars	Withholding tax rate	Documents required (if any)
1.	Submission of form 15G/15H	NIL	Declaration in Form No. 15G (applicable to any person other than a company or a firm) / Form 15H (applicable to an Individual who is 60 years and above), fulfilling certain conditions.
2.	Shareholders to whom section 194 of the Income Tax, 1961 does not apply such as LIC, GIC, etc.	NIL	Documentary evidence that the said provisions are not applicable.
3.	Shareholder covered u/s 196 of Income Tax Act, 1961 such as Government, RBI, corporations established by Central Act & mutual funds.	NIL	Documentary evidence for coverage u/s 196 of Income Tax Act, 1961
4.	Category I and II Alternative Investment Fund	NIL	SEBI registration certificate to claim benefit under section 197A (1F) of Income Tax Act, 1961
5.	<ul style="list-style-type: none"> <li>• Recognised provident funds</li> <li>• Approved superannuation fund</li> <li>• Approved gratuity fund</li> </ul>	NIL	Necessary documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT)
6.	National Pension Scheme	NIL	No TDS as per section 197A (1E) of Income Tax Act, 1961

**II. NON-RESIDENT SHAREHOLDERS:**

Withholding tax on dividend payment to non-resident shareholders if the non-resident shareholders submit and register following document as mentioned in column no.4 of the below table with the Company / RTA of the Company.

Sr. No.	Particulars	Withholding tax rate	Documents required (if any)
1.	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess)	FPI registration number / certificate.
2.	Other Non-resident shareholders	20% (plus applicable surcharge and cess) or tax treaty rate, whichever is beneficial.	<p>To avail beneficial rate of tax treaty following tax documents would be required:</p> <ol style="list-style-type: none"> <li>1. Tax Residency certificate issued by revenue authority of country of residence of shareholder for the year in which dividend is received</li> <li>2. PAN</li> <li>3. Form 10F filed electronically on the Indian Income Tax web portal pursuant to Notification No. 03/2022 dated 16<sup>th</sup> July 2022 and a subsequent notification dated December 12, 2022 issued by the Central Board of Direct Taxes (CBDT), as required under the Income-tax Act, 1961. (Please note that the shareholders who have PAN may not be eligible for DTAA benefit if the e-filed Form 10F is not furnished. However, pursuant to the Notification dated March 28, 2023, CBDT exempted those non-residents who are not having PAN and are not required to have PAN as per the law from mandatory e-filing of Form 10F online until September 30, 2023, and such non-residents may make this statutory compliance of filing Form 10F in manual form as was being done prior to issuance of the Notification No. 3/2022 till September 30, 2023 only).</li> <li>4. Form 10F filled &amp; duly signed</li> </ol>

Sr. No.	Particulars	Withholding tax rate	Documents required (if any)
			5. Self-declaration for non-existence of permanent establishment/ fixed base in India  (Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non-Resident shareholder and review to the satisfaction of the Company)
3.	Indian Branch of a Foreign Bank	Nil	1. Lower tax deduction certificate u/s 195(3) obtained from Income Tax Authority  2. Self-declaration confirming that the income is received on its own account and not on behalf of the Foreign Bank
4.	Availability of Lower/NIL tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961	Rate specified in certificate	Lower tax deduction certificate obtained from Income Tax Authority

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/ 15H, to avail the benefit of non-deduction of tax at source by email to [tds@bigshareonline.com](mailto:tds@bigshareonline.com) by 11:59 p.m. IST on Wednesday, 04<sup>th</sup> September, 2024. Shareholders are requested to note that in case their PAN is not registered or having invalid PAN or Specified Person as defined under section 206AB of the Income-tax Act ("the Act"), the tax will be deducted at a higher rate prescribed under section 206AA or 206AB of the Act, as applicable, the tax will be deducted at a higher rate of 20%.

We wish to highlight that vide Finance Act 2021, Government of India has introduced new section 206AB effective from 1<sup>st</sup> July, 2021, for deducting higher rate of TDS for the non-filler of Income-tax return. The said section would be applicable in case of a specified person means a person who has not furnished the return of income for the assessment year relevant to the previous year immediately preceding the financial year in which tax is required to be deducted, for which the time limit for furnishing the return of income under sub-section (1) of section 139 has expired and the aggregate of tax deducted at source and tax collected at source in his case is rupees fifty thousand or more in the said previous year. A person who fails to comply with the above, TDS would be higher of the following:

- (i) twice the rate specified in relevant provision of the Act;
- (ii) twice the rate or rates in force;
- (iii) 5%.

Specified person does not include a non- resident who does not have a permanent establishment in India.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent

Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to [tds@bigshareonline.com](mailto:tds@bigshareonline.com). The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST Wednesday, 04<sup>th</sup> September, 2024.

24. Voting through electronic means:

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
2. 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.
3. 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.
4. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.moi.nic.in](http://www.moi.nic.in). The Notice can also be accessed from

the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- The transcript of the AGM proceedings will also be made available on the Company’s website at [www.moil.nic.in](http://www.moil.nic.in).

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

The remote e-voting period begins on Saturday, 07<sup>th</sup> September 2024, at 09:00 A.M. and ends on Tuesday, 10<sup>th</sup> September 2024, at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Wednesday, 04<sup>th</sup> September, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share

in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, 04<sup>th</sup> September, 2024.

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. <b>NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

**NSDL Mobile App is available on**





Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 – 48867000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911.

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below **in process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

## Step 2: Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [rajlotiyacs@gmail.com](mailto:rajlotiyacs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. **Wednesday, 04<sup>th</sup> September, 2024**, may obtain the login ID and password by sending arequest at [evoting@nsdl.com](mailto:evoting@nsdl.com) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existinguser 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](http://www.evoting.nsdl.com) or call on 022 - 4886 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Prajakta Pawle at [evoting@nsdl.com](mailto:evoting@nsdl.com)

#### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- a) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to ([compliance@moil.nic.in](mailto:compliance@moil.nic.in)).
- b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ([compliance@moil.nic.in](mailto:compliance@moil.nic.in)). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
- c) Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
- d) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

- a) The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
- b) Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
- c) Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
- d) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.



## INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- a) Member will be provided with a facility to attend the EGM/ AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
  - b) Members are encouraged to join the Meeting through Laptops for better experience.
  - c) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  - d) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - e) Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [compliance@moil.nic.in](mailto:compliance@moil.nic.in). The same will be replied by the company suitably.
  - f) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
  - g) All shareholders attending the AGM will have an option to post their comments/queries through a dedicated chat box that will be available below the meeting screen.
25. 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 **Wednesday, 04<sup>th</sup> September, 2024**.
  26. Members may also write to the Company Secretary at the email ID: [compliance@moil.nic.in](mailto:compliance@moil.nic.in) or contact at telephone no. 0712-2806182.
  27. Mr. Amit K. Rajkotiya, Practicing Company Secretary, Nagpur (Membership No. F5561 & Certificate of Practice No. 5162) has been appointed 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.
  28. The Scrutinizer shall make, not later than 48 hours of conclusion of the AGM, 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.
  29. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.moil.nic.in](http://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 National Stock Exchange of India Ltd. (NSE) and BSE Ltd. (BSE). The results shall also be displayed on the notice board at the Registered Office of the Company.
  30. The Address of Registrar and Transfer agents of the company is as follows:

### **Bigshare Services Pvt. Ltd.**

Office no S6-2, 6<sup>th</sup> Floor , Pinnacle Business Park,  
Next to Ahura centre, Mahakali caves road, Andheri East,  
Mumbai- 400093- Maharashtra  
Fax: 022 62638299  
Tel No: 022-62638261  
E-mail: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)  
CIN: U99999MH1994PTC076534

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

**Item No.5 : Ratification of the Cost Auditor's remuneration**

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 Ujwal P. Loya & Co., Cost Accountants, Nagpur, (ICWA Registration No. 24907) as Cost Auditors at a remuneration of Rs. 1,60,000/- plus tax as applicable and, for audit of the cost accounting records of the company for the financial year 2024-25.

A certificate issued by the above firm regarding their eligibility for appointment as Cost Auditors would be available for inspection by the members from the date of circulation of this Notice up to the date of AGM. Members willing to inspect such documents can send an e-mail to [compliance@moil.nic.in](mailto:compliance@moil.nic.in).

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.

Sr. No.	Name of Director	Designation	Order No.	Terms of appointment
1.	Smt. Rashmi Singh (DIN: 10431308)	Director (Commercial)	S-14014/1/2022-BLA dated 18.12.2023	Appointed for a period from 20.12.2023 (i.e. date of her assumption of charge of the post) till the date of her superannuation, i.e., 31.05.2027, or until further orders, whichever is earlier.
2.	Shri Vinod Kumar Tripathi (DIN: 10711675)	Nominee Director (Govt. of India)	S-14011/1/2022-BLA dated 18.07.2024	Appointed for a period from 18.07.2024 and until further orders, in this regard, if any.

As per Regulation 17(1C) of SEBI (LODR) Regulations, 2015, the listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. However, proviso of the said regulation provides that a public sector company shall ensure that the approval of the shareholders for appointment or re-appointment of a person on the Board of Directors or as a Manager is taken at the next general meeting.

Accordingly, the Company has to take shareholders' approval for appointment of Smt. Rashmi Singh, Director (Commercial), (DIN: 10431308) and Shri Vinod Kumar Tripathi (DIN: 10711675) by ordinary resolution.

Brief resume of Smt. Rashmi Singh (DIN: 10431308) and Shri Vinod Kumar Tripathi (DIN: 10711675), 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.

Accordingly, consent of the shareholders is sought by 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 31<sup>st</sup> March, 2024.

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.

<b>Item No. 6 and 7</b>	<b>To consider continuation of the appointment of Smt. Rashmi Singh, Director (Commercial) (DIN: 10431308), as Director (Commercial) and Shri Vinod Kumar Tripathi, as Nominee Director (Govt. of India) (DIN: 10711675)</b>
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In MOIL, being a Government Company, all the Directors are appointed by the President of India in terms of provisions of Article 138 of Article of Association. Accordingly, Government of India has appointed following Directors on the Board of MOIL during the 2023-24 as detailed below:

The remuneration is being paid to Smt. Rashmi Singh (DIN: 10431308) as per the scales fixed under 3<sup>rd</sup> Pay Commission as per Department of Public Enterprises vide OM dated 03/08/2017 (as amended from time to time). Shri Vinod Kumar Tripathi (DIN: 10711675), being Government Nominee Director is not being paid remuneration by the company. Other terms and conditions like service contracts, notice period, severance fees, etc. are decided as per the appointment order of the Govt. of India.

Smt. Rashmi Singh (DIN: 10431308) and Shri Vinod Kumar Tripathi (DIN: 10711675) may be considered interested in the item set out in the notice with regard to their appointment.

The relatives of above Directors may be deemed to be interested in the item set out 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 are, in any way, concerned or interested, financially or otherwise, in the item set out in the Notice.

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



## BRIEF RESUME OF DIRECTORS PROPOSED APPOINTMENT/RE-APPOINTMENT AT THE AGM

Name	Shri Raghwendra Singh	Shri Nikunj Srivastav	Smt. Rashmi Singh
Date of Birth / Age	14.11.1968 (56 Years)	15.01.1973 (51 Years)	20.05.1967 (57 Years)
Date of first appointment / re-appointment on the Board	25.09.2023	09.02.2024	20.12.2023
Qualification	IAS, M.Tech.(Engg. Materials), M.B.A	IAS, M. Tech. (Mech. engg.), M.P.A.	BSc (PCM), MBA (Marketing)
Experience / Expertise in specific functional area	<p>Shri Raghwendra Kumar Singh is an IAS of 1997 Batch of Madhya Pradesh Cadre.</p> <p>He is having experience of more than 23 years in various fields like administration, urban development, Foreign Trade, Labour and employment, management, public policy, finance. etc.</p> <p>He also attended various National and International training programmes during his carrier.</p>	<p>Shri Nikunj Kumar Srivastava is an IAS of 1998 Batch of Madhya Pradesh Cadre. At Present, he is Principal Secretary of Mineral Resource Department of Government of Madhya Pradesh.</p> <p>He is having experience of more than 24 years in various fields like administration, urban development, Foreign Trade, Labour and employment, management, public policy, finance. etc.</p> <p>He also attended various National and International training programmes during his carrier.</p> <p>He got many awards like Award for Excellence in implementation of Schemes under Mahatma Gandhi NREGA from Govt. of India, State Health Award by Govt. of Madhya Pradesh.</p>	<p>Smt. Rashmi Singh has over 32 years of experience in SAIL in varied areas of Sales &amp; Marketing of Steel in domestic sales as well as export markets. She has worked in different verticals of marketing function, encompassing Production Planning, Sales, Policy making, Market Research, Strategic Planning, Risk Management, Trade related matters, etc.</p> <p>As Head of Coal Import Group, Ms Singh was directly responsible for the corporate procurement of Imported Coal which is a significant and critical input for Steel Making.</p> <p>She has been part of panel discussions on number of national and international conferences/seminars on Steel and Coal.</p>
Terms and conditions of appointment / re-appointment®	He was appointed as Nominee Director (Govt. of Madhya Pradesh) vide order no. 4/2/2015-BLA dated 25.09.2023 issued by Govt. of India, Ministry of Steel with immediate effect till 06.03.2024 until further order(s) in this regard, if any. Accordingly, he has been ceased to be a Director w.e.f. 09.02.2024 due to withdrawal of his nomination by Govt. of India, Ministry of Steel.	He was appointed as Nominee Director (Govt. of Madhya Pradesh) vide order no. 4/2/2015-BLA dated 09.02.2024 issued by Govt. of India, Ministry of Steel with immediate effect till 06.03.2024 and until further order(s) in this regard, if any. Accordingly, he has been ceased to be a Director w.e.f. 06.03.2024 on completion of his tenure.	She has been appointed as Director (Commercial) vide order no. S-14014/1/2022-BLA dated 18.12.2023 for a period from the date of her assumption of charge of the post (i.e. 20.12.2023) till the date of her superannuation, i.e., 31.05.2027, or until further orders, whichever is earlier.
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	No	No	No
Number of Meetings of the Board attended during (During 2023-24)	1 out of 4	1 out of 3	1 out of 1
Directorship held in other Companies (As on 31.03.2024)	Nil	Nil	Nil
Membership / Chairmanship of Committees across other Companies*	Nil	Nil	Nil
No. of Shares held	Nil	Nil	Nil

**BRIEF RESUME OF DIRECTORS PROPOSED APPOINTMENT/RE-APPOINTMENT AT THE AGM**

<b>Name</b>	<b>Shri Vinod Kumar Tripathi</b>	<b>Smt. Usha Singh</b>
<b>Date of Birth / Age</b>	01.01.1968 (57 Years)	18.06.1966 (58 Years)
<b>Date of first appointment / re-appointment on the Board</b>	18.07.2024	18.12.2018
<b>Qualification</b>	IRSE, Civil Engineering	B.Sc., Engg (Electronics & Telecom) and PGDIM (Marketing & HR)
<b>Experience / Expertise in specific functional area</b>	<p>Shri Vinod Kumar Tripathi has vast experience in administration, management and engineering which includes public policy, mega construction projects, train operations &amp; asset maintenance, technological advancement, procurement &amp; inventory management and human resource management.</p> <p>Presently he is Joint Secretary in Ministry of Steel, Government of India.</p>	<p>Ms. Usha Singh prior to joining the Company was Executive Director (Personnel &amp; Administration) heading Personnel, HRD, CSR, Administration and other related functions at NMDC. She was also heading the Business Development and Corporate Planning functions in NMDC.</p> <p>She is an Engineering Graduate and an MBA, who has more than 31 years of professional experience. She worked for SAIL for around 25 years, out of which she was Technical Advisor to Chairman, SAIL for more than 8 years.</p> <p>Ms. Singh has several awards to her credit, which includes, 'SCOPE Outstanding Woman Manager 2017 (Commendation)' and 'Best Employee Award' in SAIL. She has authored and presented several papers in national as well as international conferences.</p>
<b>Terms and conditions of appointment / re-appointment @</b>	He has been appointed as Nominee Director (Govt. of India) vide order no. S-14011/1/2022-BLA dated 18.07.2024 issued by Govt. of India, Ministry of Steel with immediate effect and until further order(s) in this regard if any.	She has been appointed as Director (Human Resource) vide order no. F. No.4/1/2017-BLA dated 17.12.2018 for a period of five years which has been further extended w.e.f. 18.12.2023 till 30.06.2026, (i.e. the date of her superannuation) or until further orders, whichever is earlier vide order No.4/1/2017-BLA dated 09.11.2023.
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the company</b>	No	No
<b>Number of Meetings of the Board attended during (During 2023-24)</b>	NA	7 out of 7
<b>Directorship held in other Companies (As on 31.3.2024)</b>	Nil	Nil
<b>Membership / Chairmanship of Committees across other Companies*</b>	Nil	Nil
<b>No. of Shares held</b>	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.



## 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/DPID: .....  
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 62<sup>nd</sup> Annual General Meeting of the Company to be held on Wednesday, 11<sup>th</sup> September, 2024 at 12:30 P.M, at Radisson Blu Hotel, 7 Wardha Road, Nagpur 440015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	For*	Against*
<b>Ordinary Business</b>			
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors, the Auditors thereon and Comments of the Comptroller & Auditor General of India		
2	To declare Final Dividend of Rs. 2.55 per equity share for the year ended March 31, 2024		
3	To consider continuation of the appointment of Smt. Usha Singh, Director (Human Resource) (DIN: 08307456)		
4	To authorise the Board of Directors to fix remuneration of Statutory Auditors of the Company for the financial year 2024-25 in compliance with the orders and directions of appointment by the Comptroller and Auditor-General of India		
<b>Special Business</b>			
5	To ratify the Cost Auditor’s remuneration		
6	To consider continuation of the appointment of Smt. Rashmi Singh, Director (Commercial) (DIN: 10431308), as Director (Commercial)		
7	To consider continuation of the appointment of Shri Vinod Kumar Tripathi, Nominee Director (Govt. of India), (DIN: 10711675), as Nominee Director (Govt. of India)		

Signed this .... day of....., 2024

.....

Signature of Proxy holder(s)      Signature of shareholder

Please affix Rs.  
1 Revenue Stamp

**Note: 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

**2) \*This is only optional. Please put 'X' in the appropriate column against the resolution indicated in the box. If you leave 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate**



**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 62<sup>nd</sup> Annual General Meeting of the Company to be held on Wednesday, 11<sup>th</sup> September, 2024 at 12:30 P.M, at Radisson Blu Hotel, 7 Wardha Road, Nagpur 440015

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 62<sup>nd</sup> AGM VENUE****To be prepared from MOIL Limited Nagpur to Hotel Radisson Blu Hotel, 7 Wardha Road, Nagpur 440015 till Nagpur airport**