



Notice of 58th Annual General Meeting

(29th September 2020)



Notice of AGM

NOTICE IS HEREBY GIVEN THAT 58th Annual General Meeting of the Members of MOIL Limited will be held on Tuesday, 29th September, 2020 at 11:30 A.M. through Video Conferencing (VC)/ Other Audio- Visual Means (OAVM), to transact the following business. The venue of the meeting shall be deemed to be at MOIL Ltd., MOIL Bhawan, 1-A, Katol Road, Nagpur - 440 013.

ORDINARY BUSINESS

- (1) To receive, consider and adopt the Audited Financial Statements of the Company including consolidated financial statements for the financial year ended March 31, 2020 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 including consolidated financial statements for the year ended 31st March, 2020 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. 3 per equity share for the year ended March 31, 2020 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 @ 30% (i.e. Rs. 3.00 per share) on paid-up equity shares of the Company amounting to Rs. 71,19,83,637/- (Seventy One Crore Nineteen Lakhs Eighty Three Thousand Six Hundred Thirty Seven only), as recommended by the Board of Directors for the financial year 2019-20, be and is hereby declared and approved."

- (3) To consider 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 further order(s) in this regard, if any, 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 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 2020-21 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 2020-21 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 resolution as an **Ordinary Resolutions**:

"RESOLVED THAT appointment of M/s Phatak Paliwal & Co., a practicing Cost Accountant, as Cost Auditor of the Company for the financial year 2020-21 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 accord consent for continuation of appointment of Dr. Deepak Singh (DIN-08568480) as an Independent 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 pursuant to terms and conditions as determined by the Government of India vide Order No. F.No. 1/10/2015-BLA(Vol-IV) dated 21.10.2019 and pursuant to the provisions of Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, the consent of the members be and is hereby accorded for continuation of



appointment of Dr. Deepak Singh (DIN-08568480), as an Independent Director of the Company, for a period of three years from the date of notification of his appointment (w.e.f. 21.10.2019) or further order(s) whichever is earlier."

- (7) To accord consent for continuation of appointment of Shri Mangesh P. Kinare (DIN- 08514820) as an Independent 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 pursuant to terms and conditions as determined by the Government of India vide Order No. F.No. 1/10/2015-BLA(Vol-IV) dated 21.10.2019 and pursuant to the provisions of Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, the consent of the members be and is hereby accorded for continuation of appointment of Shri Mangesh P. Kinare (DIN- 08514820), as an Independent Director of the Company, for a period of three years from the date of notification of his appointment (w.e.f. 21.10.2019) or further order(s) whichever is earlier."

- (8) To ratify /approve the contribution made in bona fide charitable fund and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolutions as an **Ordinary Resolutions**:

"RESOLVED THAT pursuant to provisions of Section 181 and any other applicable provisions of the Companies Act, 2013, contributions of Rs. 45.00 crore to the Government of India in its Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund) and Rs. 5.00 Crore to the Chief Minister Relief Fund of the Government of Maharashtra, (total Rs. 50.00 crore) in the financial year 2020-21, be and are hereby ratified.

RESOLVED FURTHER THAT contribution of Rs. 5.00 Crore to the Chief Minister Relief Fund of the Government of Madhya Pradesh, be and is hereby also approved.

RESOLVED ALSO THAT Chairman-Cum-Managing Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary."

Place: Nagpur
Date: 04.09.2020

By order of the Board of Directors

Neeraj D. Pandey
(Company Secretary)

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

NOTES

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as MCA Circulars) permitted convening the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the AGM of the Company is being held through VC / OAVM.
2. Generally, 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. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
3. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. An authorised representative of the President of India or of the Governor of the State, holding shares in the Company, may appoint authorised representative of the President of India or of the Governor of the State, holding shares the company, may appoint an authorised representatives to attend the AGM through VC/OAVM and cast their votes through e-voting.
5. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after 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.

6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.moil.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 and 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.
8. The relevant Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, in respect of Item No. 6 to 8 are annexed herewith.
9. 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") with the Stock Exchanges, is annexed hereto and forms part of the notice.
10. Pursuant regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, "record date" for the purpose of payment of final dividend for the financial year ended 31st March, 2020, if declared at ensuing Annual General Meeting, shall be **11th September, 2020** ("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.
11. 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 for inspection by the members during the AGM.
12. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to compliance@moil.nic.in
13. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
14. 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.
15. 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.
 - (b) In terms of SEBI Gazette Notification dated 8th June, 2018, shares in physical form will not be transferred after 5th December, 2018. Hence, members who are holding shares in physical form are requested to convert the shares in Demat form before the date mentioned above.
16. 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.
17. 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 57th Annual General Meeting held on 6th September, 2019 had authorised the Board of Directors to fix the remuneration of Statutory Auditors for the year 2019-20. Accordingly, the Board of Directors had fixed audit fee of Rs. 4,50,000 plus applicable tax and out of pocket expenses, for audit works of Standalone and Consolidated accounts. In line with the previous practice, the Members may authorise the Board to fix remuneration of Statutory Auditors as may be deemed fit by the Board. CAG vide their letter dated 10.08.2020 has appointed M/s. Demble Ramani & Co., Chartered Accountant as Statutory Auditors for the financial year 2020-21.

18. The Government of India vide Order Nos. F. No.4/1/2017-BLA dated 17.12.2018 has appointed Smt. Usha Singh, Director (Human Resource) (DIN: 08307456) a whole-time Director. 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, if any, the consent of the members is hereby sought for continuation of Smt. Usha Singh, Director, as Directors, being longest in office a Director liable to retire by rotation, under the applicable provisions of the Companies Act, 2013.
19. The Board has recommended final dividend @ Rs. 3.00 per equity shares for the year 2019-20.

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 registered with the Company.

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	7.5%	No document required (if no exemption is sought)
2.	No PAN/Valid PAN not updated in the Company's Register of Members	20%	No document required (if no exemption is sought)
3.	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"> • Recognised provident funds • Approved superannuation fund • Approved gratuity fund 	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.	To avail beneficial rate of tax treaty following tax documents would be required: 1. Tax Residency certificate issued by revenue authority of country of residence of shareholder for the year in which dividend is received 2. PAN 3. Form 10F filled & duly signed 4. 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 by 11:59 p.m. IST on September 22nd, 2020. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

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. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST September 22nd, 2020.

20. Voting through electronic means:

- (a) 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), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 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.

- (b) The remote **e-voting period commences on 25th September, 2020 (9.00 am) and ends on 28th September, 2020 (5.00 p.m.)**. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on **the cut-off date of 22nd September, 2020**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled/blocked by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (c) Remote e-voting shall not be allowed beyond the said date and time.
- (d) The process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 (i.e. How to Log-in to NSDL e-Voting website?)

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholders' section.
3. A new screen will open. The member will have to enter your User ID, your Password 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. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - a) 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. 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:
 - a) 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.
Physical User Reset Password?
 - b) (If you are holding shares in physical mode) option available on 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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

Details on Step 2 is given below: (How to cast vote electronically on NSDL e-Voting system?)

- a) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- b) After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- c) Select “EVEN” of MOIL Limited.
- d) Now you are ready for e-Voting as the Voting page opens.
- e) 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.
- f) Upon confirmation, the message “Vote cast successfully” will be displayed
- g) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- h) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- a) 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 rajkotiyacs@gmail.com with a copy marked to evoting@nsdl.co.in
- b) 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 to reset the password
- c) In case of any queries with respect to remote e-voting or e-voting at the AGM, 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 or call on Toll free no.: 1800-222-990 or can contact NSDL on evoting@nsdl.co.in or contact Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in/022-24994360 or Ms. Pallavi Mhatre, Manager NSDL at pallavid@nsdl.co.in/022-24994545.
- d) Shareholders who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in or contact Mr. Amit Vishal, Senior Manager - NSDL at amitv@ nsdl.co.in/022-24994360 or Mr. Sagar Ghosalkar, Assistant Manager- NSDL at sagar.ghosalkar@ nsdl.co.in/022-24994553.

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.
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.
- b) Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

Instructions for members for e-voting on the day of the AGM:

- a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast 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 AGM.
- c) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the 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:

- a) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsd.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
 - 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/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at compliance@moil.nic.in from 20th September, 2020 (9:00 a.m. IST) to 24th September, 2020 (5:00 p.m. IST)
 - f) 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. The same will be replied by the company suitably.
 - g) 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.
21. 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 22nd **September, 2020**.
 22. Members may also write to the Company Secretary at the email ID: compliance@moil.nic.in or contact at telephone no. 0712-2806182
 23. 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.
 24. 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.
 25. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.moil.nic.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to 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.
 26. The Address of Registrar and Transfer agents of the company is as follows:

Bigshare Services Pvt. Ltd.

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

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

Item No.5 :	Ratification of the Cost Auditor's remuneration
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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 Phatak Paliwal & Co., Cost Accountants, Nagpur, (ICWA Registration No. 000105) as Cost Auditors at a remuneration of Rs. 1,60,000 plus Tax as applicable and out of pocket expenses, for audit of the cost accounting records of the company for the financial year 2020-21.

A certificate issued by the above firm regarding their eligibility for appointment as Cost Auditors would be available electronically for inspection by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to 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.

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 31st March, 2021.

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

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

Item No.6 & 7 :	To accord consent for continuation of appointment of Shri Deepak Singh (DIN-08568480) and Shri Mangesh P. Kinare (DIN- 08514820) as Independent Directors
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In accordance with provisions Section 149, 152 of the Companies Act, 2013 (the Act), Listing Regulations and other applicable Rules, Independent Directors can be appointed on the Board of the company.

In MOIL, being a Government Company, the Directors are appointed by the President of India in terms of provisions of Article 138 of Article of Association. Accordingly, Government of India vide Order No. F.No. 1/10/2015-BLA(Vol-IV) dated 21.10.2019 has appointed Dr. Deepak Singh (DIN-08568480) and Shri Mangesh P. Kinare (DIN- 08514820) as Independent Directors, for a period of three years from the date of the letter or until further order of the Government of India, whichever is earlier. Accordingly, Dr. Deepak Singh (DIN-08568480) and Shri Mangesh P. Kinare (DIN- 08514820) as Independent Directors have been appointed as an Independent Directors w.e.f. 21.10.2019.

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

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

Dr. Deepak Singh and Shri Mangesh P. Kinare are interested in the resolution set out for this item in the Notice with regard to his appointment.

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

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

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

Item No.8 :	To ratify /approve the contribution made in bona fide charitable fund
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It is a well-known fact that Covid-19 pandemic has engulfed the entire world and has posed serious challenges for the health and economic security of millions of people worldwide. In India too, the spread of coronavirus was alarming and posed severe health and economic ramifications for the country.

Distress situations, whether natural or otherwise, demand expeditious and collective action for alleviating the suffering of those affected, mitigation/control of damage to infrastructure and capacities etc. Keeping in mind the need for having a dedicated national fund with the

primary objective of dealing with any kind of emergency or distress situation, like posed by the Covid-19 pandemic and to provide relief to the affected sections, there was need of funds. For this purpose, public charitable trust under the name of 'Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund' (PM CARES Fund)' has been set up by the Government of India. It is believed that participation of the public including corporates is the most effective way to mitigate any issue.

The Ministry of Steel (MoS), Government of India on 28-03-2020 had sent communication regarding contribution of Rs. 45.00 Crore by MOIL to the PM CARES Fund. Likewise, the Govt. of Maharashtra also requested to contribute to the Chief Minister Relief Fund (CMRF).

The shareholding to the Central Government and Government of Maharashtra in the company is 53.84% and 5.11% of total share capital of the company, respectively. Out of total eleven mines of the company, seven mines are located in the State of Maharashtra and share of production from these mines is around 50%.

In view of the above, the Company, being a responsible corporate citizen, has risen to meet the needs of the nation and contributed Rs. 45.00 crore to PM Cares Fund and Rs. 5.00 crore to Maharashtra Chief Minister's Relief Fund to help in the fight against covid-19. Thus, total contributions in these funds are Rs. 50 crore.

As per the provisions of Section 181 of the Companies Act, 2013, the Board of Directors of a company may contribute to bona fide charitable and other funds. However, if it exceeds 5% of its average net profits for the three immediately preceding financial years, prior permission of the company in general meeting shall be required for such contribution.

Further, the company has also received communication from the State Government of Madhya Pradesh for contribution to their CMRF. However, a formal request in this regard is yet to be received. Madhya Pradesh is one of the widely affected States in the country. The Government of Madhya Pradesh is also one of the promoters of the company and their present shareholding in MOIL is 5.40 %. Four mines of the company are located in the Balaghat district of Madhya Pradesh which contributes about 50% of total production of the company. As the company may have to contribute to CMRF of the Madhya Pradesh, contribution of maximum Rs. 5.00 Crore to the CMRF of Government of Madhya Pradesh is also proposed, as and when formal request is received from them.

The contributions made by the company exceeds 5% of its average net profits for the three immediately preceding financial years However, there is no clarity that whether fund like PM Cares (set up by the Government of India) will be covered under the Section 181 or not. Further, conducting general meeting involves a lot of procedural and legal compliances and also is a time taking affair. The Covid-19 pandemic was such a critical situation that did not allow any delay in contributions in the PM Cares Fund, and the whole nation was going through lockdown phase. Hence, prior permission in general meeting could not be taken.

In view of above, consent of the shareholders is sought by passing an Ordinary Resolution as set out for this item in the Notice, for ratification of contribution to the PM Cares Fund and Maharashtra Chief Minister's Relief Fund and approval for contribution to the CMRF of Government of Madhya Pradesh in the year 2020-21.

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.

Since this item is a compliance matter, the Board considers the same unavoidable.

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

**Brief Resume of Directors appointed since last AGM/
proposed to be re-appointed at 58th AGM**

Name	Dr. Deepak Singh	Shri Mangesh P. Kinare
Date of Birth / Age	21.09.1966 (54 Years)	14.02.1967 (53 years)
Date of first appointment on the Board	21.10.2019	21.10.2019
Qualification	MBBS and MD	Chartered Accountant, B.Com, LLB (Gen.)
Experience / Expertise in specific functional area	<p>Dr. Deepak Singh is a MBBS and MD. He has done PG course in Health and Family welfare management and courses in G.I.S. in Health and Epidemiological and Biomedical Data Analysis using Statistical Software. He has experience of more than 26 years at different levels. He has worked as assistant professor at CIMS Bilaspur (CG), and Associate Professor at GMCH, Udaipur (RAJ). He also worked as Officer on Duty (OSD) Govt. of India Union Minister for sports and youth Welfare, Minister of State for Commerce and industry, CM(Chhattisgarh).</p> <p>He was Assistant Editor of Medico legal Update (ISSN 0971-720X). The Official organ of the Indian Association of Medico Legal Experts. He was Chief correspondent of the Journal Medicine and Toxicology (ISSN0971-1929). He has Membership of Editorial Advisor, Journal of environmental and ethical issues, Bangalore. He visited USA, Thailand, Egypt, South Africa, UAE, Botswana, Russia, Germany, Malaysia, Mauritius etc.</p>	<p>Shri Mangesh Pandurang Kinare, is a Practicing Chartered Accountant having experience of more than 29 years in Profession. He has done B.Com. and LL.B. (Gen) from University of Mumbai. He has also completed Post Qualification Diploma course in Information System Audit by ICAI-D.I.S.A. (ICAI). He is mainly practicing in GST, Audits and Business Consultancy having varied exposure in various sectors.</p> <p>He was Chairman of Western India Regional Council of The Institute of Chartered Accountants of India (WIRC of ICAI) for the year 2013-2014. He was also Member of Central Council of The ICAI for the term 2016-2019. He was appointed by Govt. of Maharashtra on Committee for Scrutiny of Self-Financed Private Universities in Maharashtra and Maharashtra Govt. Nominee on Finance Committee of Babasaheb Ambedkar Technology University (BATU), Lonere, Maharashtra.</p>
Terms and conditions of appointment / re-appointment [@]	He has been appointed as Independent Director w.e.f. 21.10.2019 vide Order No. F.No. 1/10/2015-BLA (Vol-IV) dated 21.10.2019 by Ministry of Steel, Government of India.	He has been appointed as Independent Director w.e.f. 21.10.2019 vide Order No. F.No. 1/10/2015-BLA (Vol-IV) dated 21.10.2019 by Ministry of Steel, Government of India.
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	No	No
Number of Meetings of the Board attended during (During 2019 - 20)	3 out of 3	3 out of 3
Directorship held in other Companies (As on 31.3.2019)	NIL	NIL
Membership / Chairmanship of Committees across other Companies*	NIL	NIL
No. of Shares held	NIL	NIL



Name	Smt. Usha Singh	Shri PVV Patnaik
Date of Birth / Age	18.06.1966 (54 Years)	22.08.1963 (57 Years)
Date of first appointment / re-appointment on the Board	18.12.2018	01.08.2020
Qualification	B.Sc., Engg (Electronics & Telecom) and PGDIM (Marketing & HR)	(M.A. Sc. (Mineral Processing), M.TECH (Process Metallurgy), MBA (Finance and Marketing)
Experience / Expertise in specific functional area	<p>Ms. Usha Singh prior to joining the Company was Executive Director (Personnel & 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 30 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>	<p>Shri PVV Patnaik is having vast experience of about 31 years in various fields. He has joined MOIL - as Manager (Process) in 1991 and worked in various capacities in different disciplines such as Marketing, Business Development, Process, Projects and Diversification, etc.</p> <p>He was associated with formulation of marketing / pricing policies, business forecast, new product development, market research for expansion of customer base, e-sales, preparation of business plan etc. He also worked as CEO, RINMOIL Ferro Alloys Private Limited and SAIL & MOIL Ferro Alloys Private Limited, joint ventures of MOIL for setting up ferro alloy units at Vizag and Bhilai.</p> <p>He headed Ferro Manganese and Electrolytic Manganese Di-oxide He attended a number of national and international conferences conducted by IMPC, IBM, FIMI, IFAPA, Metal Bulletins etc., and presented technical papers.</p>
Terms and conditions of appointment / re-appointment [@]	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 w.e.f. the date of her assumption of the charge (i.e.18.12.018) or until further order, whichever is earlier	He has been appointed as Director (Commercial) vide Order no. F.No.4/1/2019-BLA dated 21.04.2020 for a period with effect from the date of his assumption of charge of the post on or after 01.08.2020 till the date of his superannuation or until further order, whichever is earlier.
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	No	No
Number of Meetings of the Board attended during (During 2019-20)	5 out of 5	Not applicable
Directorship held in other Companies (As on 31.3.2019)	NIL	NIL
Membership / Chairmanship of Committees across other Companies*	NIL	NIL
No. of Shares held	NIL	NIL

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

*Membership/Chairmanship of Audit Committee and Stakeholders' Relationship Committee of other Companies has been considered.

The details regarding remuneration have been given in Corporate Governance Report.
