



NMDC Limited

Registered Office : Khanij Bhavan, 10-3-311/A, Castle Hills, Masab Tank, Hyderabad - 500 028.
Email ID : ims@nmdc.co.in. Website : www.nmdc.co.in
(CIN : L13100AP1958GOI001674)

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

(Note : Please read the instructions carefully before exercising options)

BALLOT FORM

- Name & Registered Address of the Sole/
First named Member/Beneficial Owner :
- Name(s) of the Joint-Holder(s) (if any) :
- Registered Folio No./Client ID/DP ID No.* :
(*Applicable to Members holding Shares in Dematerialized form)
- Number of Share(s) held :
- I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Ballot form for the business stated in the Notice of the Company dated 21st August, 2017, convening 59th Annual General Meeting of the Company to be held on Friday, the 22nd September, 2017 at 1130 hrs. by sending my/our assent to the said Resolutions by placing the tick (✓) mark at the appropriate box below. (Tick in both boxes will render the ballot form invalid).

Item No.	Description	Type of Resolution	No. of Shares held	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1	To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31st March 2017 and the reports of the Board of Directors' and Auditors' thereon.	Ordinary			
2	To confirm the payment of first Interim dividend of Rs 4.15 ps per equity share and to declare final dividend of Re.1.00 per equity share of Re.1.00 each for the financial year 2016-17.	Ordinary			
3	To appoint a Director in place of Shri Devinder Singh Ahluwalia (DIN: 02164448), who retires by rotation and being eligible, offers himself for re-appointment as Director (Finance) of the Company.	Ordinary			
4	To appoint a Director in place of Dr. Narendra K Nanda, (DIN: 02455894), who retires by rotation and being eligible, offers himself for re-appointment as Director (Technical) of the Company.	Ordinary			
5	To authorize the Board to fix the remuneration of the Statutory Auditors of the Company for the financial year 2017-18.	Ordinary			
6	To appoint Shri Saraswati Prasad (DIN: 07729788) as a Director on the Board of the Company.	Ordinary			
7	To ratify the remuneration of the Cost Auditors of the Company for the financial year 2017-18.	Ordinary			
Addendum to the Notice - Insertion of a new item as Item No. 8. In the Original Notice					
8	To appoint Shri. N. Baijendra Kumar, IAS (DIN: 03289526) as a Director and Chairman-cum-Managing Director of the Company	Ordinary			

Place : Telephone No./Mobile No. :
Date : E-mail ID :

(Signature of the Member/Beneficial Owner/
Power of Attorney holder/Authorised representative)

Last Date for Receipt of Ballot Form : 21st September, 2017

E-VOTING

Users who wish to opt for e-voting may use the following login credentials.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

Instructions for Electronic Voting (Remote E-Voting)

For shareholders who wish to cast their votes electronically instead of dispatching Ballot Form, the procedure and instructions are as follows:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has made arrangements for providing e-voting facility to the shareholders of the Company to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL), an authorised Agency of Ministry of Corporate Affairs (MCA), Government of India.
- II. The facility for voting through ballot 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 paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 19th September, 2017 (10.00 a.m. IST) and ends on 21st September, 2017 (5.00 p.m. IST) During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. **The process and manner for remote e-voting are as under:**
 - A. **In case a Shareholder receives an email from NSDL [for Shareholders whose email IDs are registered with the Company/Depository Participants(s)] :**
 - (i) Open email and open PDF file viz: "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf"
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "NMDC Limited"
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to shr300@gmail.com, to with a copy marked to evoting@nsdl.co.in
 - B. **In case a Shareholder receives physical copy of the Notice of AGM [for Shareholders whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:**
 - (i) Initial password is provided in the ballot form.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.
In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID + ClientID).
In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No + Folio No).
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 16th September, 2017.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the date of dispatch of Notice, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to Company's Registrar and Transfer Agents, M/S Aarthi Consultants Private Ltd. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Shri D. Hanumanta Raju, Practising Company Secretary (Membership No. FCS: 4044), has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company <https://www.nmdc.co.in> and on the website of NSDL immediately after the declaration of result by the Chairperson or a person authorized by him/her in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited, Mumbai and BSE Limited, Mumbai and the other Stock Exchanges where the shares of the Company are listed.

INSTRUCTIONS

1. The voting rights for the shares are one vote per equity share, registered in the name of the shareholders/beneficial owners. A member need not use all his/her votes or cast his/her votes in the same way.
2. Voting by Ballot, in physical form or e-Voting, can be exercised only by the shareholder or his/her duly constituted attorney or, in case of bodies corporate the duly authorized person. Voting rights in a Ballot cannot be exercised by a Proxy.
3. The result of the voting on the resolutions will be declared at the Registered Office of the Company on or before 23rd September, 2017.
4. Shareholders can opt for only one mode of voting i.e. either by Physical Ballot or e-Voting. In case the member has exercised the vote in physical as well as electronic mode, the valid vote by physical mode only will be considered.
5. The Scrutinizer's decision on the validity of a Ballot shall be final.
6. Any query in relation to the resolutions proposed to be passed by Ballot may be sent to the scrutinizer at: shr300@gmail.com or write to the Company Secretary at the Registered Office of the Company.

Instructions for Voting by Physical Ballot Form:

7. A Shareholder desirous of exercising vote by physical Ballot should complete the Ballot Form in all respects and send it after signature to the Scrutinizer. Members are requested to convey their assent or dissent in this ballot form only. The assent or dissent received any other form or manner shall be considered as invalid.
8. The envelope should bear the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
9. The Ballot Form should be signed by the Shareholder. In case shares are jointly held, the Ballot Form should be completed and signed (as per specimen signature registered/ recorded with the Registrar/Depository) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA. Unsigned Ballot Form will be rejected.
10. In case of shares held by companies, trusts, societies, etc., the duly completed Ballot Form should be accompanied by a certified copy of the Board Resolution/Authority and preferably with attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to the person voting on the Ballot Form.
11. The consent must be accorded by recording the assent in the column FOR and dissent in the column AGAINST by placing a tick mark (✓) in the appropriate column. The number of shares in respect of which votes are cast should be maintained in the column, in the absence of which, all the votes shall be deemed to have been cast as per the tick mark placed by the shareholder in the respective column.
12. Shareholders are requested not to send any paper (other than the resolution/authority as mentioned under instructions no.9 & 10 above) along with the Ballot Form.
13. There will be only one Ballot Form for every Folio/Client ID irrespective of the number of Joint Shareholder(s). On receipt of the duplicate Ballot Form, the original will be rejected.
14. A member may request for a duplicate Ballot Form, if so required, and the same, duly completed, should reach the Scrutinizer not later than the last date for voting.
15. Incomplete improperly or incorrectly tick marked Ballot Forms will be rejected.
16. Duly completed Ballot Form should reach the Scrutinizer not later than 5.00 p.m. on 21st September, 2017. Ballot Forms received after that date will be strictly treated as if reply from such member has not been received.
17. Members from whom no Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purpose of passing of the resolution.