



NOTICE

**60th Annual General Meeting
23rd September, 2022 at 11.30 am.**

MOIL LIMITED

(A Govt. of India Enterprise)

CIN : L99999MH1962GOI012398

PAN : AAACM8952A

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

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www.moil.nic.in

Notice of AGM

NOTICE IS HEREBY GIVEN THAT **60th Annual General Meeting** of the Members of MOIL Limited will be held on **Friday, 23rd September, 2022 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 for the financial year ended March 31, 2022 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 31st March, 2022 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. 3.00 per equity share for the year ended March 31, 2022 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. 61,04,55,633, as recommended by the Board of Directors for the financial year 2021-22, 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 further order(s) in this regard, if any.”

- (4) To consider continuation of the appointment of Shri Sukhveer Singh, Nominee Director (Govt. of Madhya Pradesh) (DIN: 02390931), 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 Shri Sukhveer Singh, Nominee Director (Govt. of Madhya Pradesh) (DIN: 02390931), 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.4/2/2015-BLA dated 17.05.2021 further order(s) in this regard, if any.”

- (5) To authorise the Board of Directors to fix remuneration of Statutory Auditors of the Company for the financial year 2022-23 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 2022-23 in compliance with the orders and directions of appointment made by the Comptroller and Auditor-General of India.”

SPECIAL BUSINESS

- (6) 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 2022-23 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.”

- (7) To consider continuation of the appointment of Shri Prashant Vashishtha, Independent Director (DIN: 03620891), 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 **Special Resolution:**

“**RESOLVED THAT** approval be and is hereby accorded for continuation of the appointment of Shri Prashant Vashishtha, Independent Director (DIN: 03620891), an Independent Director as per applicable provisions of the Companies Act, 2013, subject to terms and conditions as determined by the Government of India vide order no. 1/10/2015-BLA(Vol-V)(pt.) dated 1st November, 2021 issued by Govt. of India, Ministry of Steel for a period of three years from the date of notification of the appointment (w.e.f. 01.11.2021), or until orders whichever is earlier, in this regard, if any.”

- (8) To consider continuation of the appointment of CA Dinesh Kumar Gupta, Independent Director (DIN: 01303034), 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 **Special Resolution**:

“**RESOLVED THAT** approval be and is hereby accorded for continuation of the appointment of CA Dinesh Kumar Gupta, Independent Director (DIN: 01303034), as an Independent as per applicable provisions of the Companies Act, 2013, subject to terms and conditions as determined by the Government of India vide order no. 1/10/2015-BLA(Vol-V)(pt.) dated 1st November, 2021 issued by Govt. of India, Ministry of Steel for a period of three years from the date of notification of the appointment (w.e.f. 02.11.2021), or until orders whichever is earlier, in this regard, if any.

By order of the Board of Directors

Place: Nagpur
Date: 30.08.2022

Neeraj D. Pandey
(Company Secretary)

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has, vide its general circular No. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 20/2020 dated May 5, 2020, 22/2020 dated 15 June 2020, 33/2020 dated 28 September 2020, 39/2020 dated 31 December 2020 and 10/2021 dated June 23, 2021 and 20/2021 dated 08 December, 2021 2/2022 dated 5th May, 2022 (collectively referred to as "MCA Circulars"), and SEBI vide Circular No. SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated 13th May, 2022, 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. 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. The deemed venue for the AGM shall be the Registered Office of the Company
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 their authorised representative, may also 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 15 minutes 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, Notice of the AGM along with the Annual Report 2021-22 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 2021-22 will also be available on the Company's website www.moil.nic.in, 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, 7 and 8 are annexed herewith.
9. Brief Resume of the Directors appointed since last Annual General Meeting (other than those whose appointment already approval by the shareholders by postal ballot during F.Y.2021-22) 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.
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, 2022, if declared at ensuing Annual General Meeting, shall be Friday, 9th September, 2022 ("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, 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.
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 59th Annual General Meeting held on 29th September, 2021 had authorised the Board of Directors to fix the remuneration of Statutory Auditors for the year 2021-22. Accordingly, the Board of Directors had fixed audit fee of Rs. 5,13,000 plus applicable tax and out of pocket expenses, 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 vide their letter dated 29.08.2022 has appointed M/s. Jodh Joshi & Co (WR0036) Chartered Accountant as Statutory Auditors for the financial year 2022-23

18. The Government of India vide Order Nos. F. No.4/1/2017-BLA dated 17.12.2018 and F. No.4/2/2015-BLA dated 17.05.2021 has appointed Smt. Usha Singh, Director (Human Resource) (DIN: 08307456) Shri Sukhveer Singh, Nominee Director (Govt. of Madhya Pradesh) (DIN: 02390931) of MOIL, respectively. 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 and Shri Sukhveer Singh, as Directors, being longest in office, as Directors liable to retire by rotation, under the applicable provisions of the Companies Act, 2013.
19. The Board has recommended final dividend @30% (i.e. Rs. 3.00 per equity share) for the year 2021-22. The final dividend is in addition to the interim dividend @30% (i.e. Rs. 3.00 per equity share) paid in the month of March, 2022 for the year 2021-22.

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.	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: <ol style="list-style-type: none"> 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)

Sr. No.	Particulars	Withholding tax rate	Documents required (if any)
3.	Indian Branch of a Foreign Bank	Nil	Necessary documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT)
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	No TDS as per section 197A (1E) of Income Tax Act, 1961

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 Tuesday 20th September, 2022. 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 1st 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 being a person who has not filed the returns of income for both of the two assessment years relevant to the two previous years immediately prior to the previous year in which tax is required to be deducted, for which the time limit of filing 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 each of these two previous years. 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. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST Tuesday 20th September, 2022.

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 and SEBI, 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 Tuesday, **20th September, 2022** (9.00 am) and ends on Thursday, **22nd September, 2022** (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 **16th September, 2022**, 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.**1. Step 1: Access to NSDL e-Voting system****2. 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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com 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. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 (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 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. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

Individual Shareholders holding securities in demat mode with CDSL

- Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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 abovementioned 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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.

- Your User ID details are given below :

Login type	Helpdesk details
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:
 - 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.
 - c) 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:
 - 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.nsd.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsd.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 etc.
 - 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.
- 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?**
1. 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.
 2. 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".
 3. Now you are ready for e-Voting as the Voting page opens.
 4. 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 rajkotiyacs@gmail.com with a copy marked to evoting@nsdl.co.in. 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. 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.nsd.com to reset the password.

3. 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Sarita Mote at evoting@nsdl.co.in

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.

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. 16th September, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. 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 call on toll free no. 1800 1020 990 and 1800 22 44 30 . 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 holding shares as of the cut-off date i.e. 16th September, 2022 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

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

- The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
- 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.
- 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.
- 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:

- 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 link" 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.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 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 16th September, 2022 (9:00 a.m. IST) to 20th September, 2022 (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.
 - h) 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.
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 **16th September, 2022.**
 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.

Office no S6-2, 6th 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
CIN: U99999MH1994PTC076534

ANNEXURE TO NOTICE

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

Item No.6 : 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 out of pocket expenses, for audit of the cost accounting records of the company for the financial year 2022-23.

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, 2023.

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.7 & 8 : To accord consent for continuation of appointment of Shri Prashant Vashishtha (DIN-03620891) and CA Dinesh Kumar Gupta (DIN-01303034) as Independent Directors

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. 1/10/2015-BLA(Vol-V)(pt.) dated 1st November, 2021 has appointed Shri Prashant Vashishtha (DIN-03620891) and CA Dinesh Kumar Gupta (DIN- 01303034) 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, Shri Prashant Vashishtha has been appointed as an Independent Directors w.e.f. 01.11.2021. However, as CA Dinesh Kumar Gupta got registered his name in database of Independent Director maintained by Indian Institute of Corporate Affairs as per requirement of Section 150 of the Companies Act, 2013 read with Rule 6(1)(b) of The Companies (Appointment and Qualifications of Directors) Rules, 2014 on 02.11.2021, his appointment is effective from 02.11.2021.

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 Director is 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.

Shri Prashant Vashishtha and CA Dinesh Kumar Gupta 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 these items in the Notice for approval by the shareholders.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE AGM

Name	Smt. Usha Singh	Shri Sukhveer Singh
Date of Birth / Age	18.06.1966 (56 Years)	02/01/1972 (50 Years)
Date of first appointment / re-appointment on the Board	18.12.2018 /29.09.2020	17.05.2021
Qualification	B.Sc., Engg (Electronics & Telecom) and PGDIM (Marketing & HR)	IAS, M. Tech. (Building Sc. & Construction Management) M.A (Eco.) MSc in PMG (LSE, U.K.)
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 Sukhveer Singh is an IAS of 1997 Batch of Madhya Pradesh Cadre. At Present, he is Principal Secretary of Mineral Resource Department of Government of Madhya Pradesh.</p> <p>In addition to other directorship, he is Managing Director of The Madhya Pradesh State Mining Corporation Ltd.</p> <p>He is having experience of more than 25 years in various fields like administration, management, public policy, finance. etc.</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 Govt. Nominee Director vide order no. F. No.4/2/2015-BLA dated 17.05.2021 and further order no. F. No.4/2/2015-BLA dated 17.05.2021 for a period of 3 years till 06.03.2024 or till further orders, 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 2021-22)	5 out of 5	4 out of 5
Directorship held in other Companies (As on 31.3.2022)	NIL	15
Membership / Chairmanship of Committees across other Companies*	NIL	NIL
No. of Shares held	NIL	NIL

Name	Shri Prashant Vashishtha	CA Dinesh Kumar Gupta
Date of Birth / Age	07.01.1976 (46 Years)	28/07/1975 (47 Years)
Date of first appointment / re-appointment on the Board	01/11/2021	02/11/2021
Qualification	B.Sc. (Hons.), MBA	B.Com, CA
Experience / Expertise in specific functional area	Shri Prashant Vashishtha has done BSC (HONS) in Physics from Aligarh Muslim University and he is an MBA in Systems from Indian Institute of Rural Management. He has vast experience of more than 21 years at different fields like Auto, Finance, Sales and Marketing, Social activities and various operational areas. He has served/is serving as director in different companies like Shri Ganesh Group, Money Matters Consulting LLP, ARTH Concepts India Pvt. Ltd. He is also Managing Secretary of PAIN an NGO.	CA Dinesh Kumar Gupta has carved his niche as Chartered Accountant (CA) to some of the most renowned real estate promoters. He brings in a vast repose of knowledge which is backed up with experience with leading groups. In the process he has been associated with some of the most well-known and respected business leaders and corporate houses. During his consultancy professions he has consulted various groups mostly Mega Real Estate projects for setting up control system or setting up organization structure. Financing & Investment Decisions formed Joint Ventures, Development Agreements etc. He has headed so many Internal Committee, having vast knowledge of Audit & Finance. With deep knowledge in the stock market, Forex, law matters and finance taxation he is able to face every challenge. He makes every person in understanding the rules and guidelines. He has established the well-known real estate group "Samridhi Group"
Terms and conditions of appointment / re-appointment @	He has been appointed as Independent Director vide order No.1/10/2015-BLA(Vol-V) (pt.) dated 1 st November, 2021 issued by Govt. of India, Ministry of Steel for a period of three years from the date of notification of the appointment (w.e.f. 01.11.2021), or until orders whichever is earlier.	He has been appointed as Independent Director vide order No.1/10/2015-BLA(Vol-V) (pt.) dated 1 st November, 2021 issued by Govt. of India, Ministry of Steel for a period of three years from the date of notification of the appointment (w.e.f. 02.11.2021), or until orders 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 2021-22)	2 out of 2	2 out of 2
Directorship held in other Companies (As on 31.3.2022)	NIL	NIL
Membership / Chairmanship of Committees across other Companies*	NIL	NIL
No. of Shares held	NIL	NIL
Name of the listed companies in which Directorship is held		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.

