

एन एम डी सी



NMDC

एन एम डी सी लिमिटेड NMDC Limited

(भारत सरकार का उद्यम) (A GOVT. OF INDIA ENTERPRISE)

पंजीकृत कार्यालय : 'खनिज भवन', 10-3-311/ए, कैसल हिल्स, मासाब टैंक, हैदराबाद - 500 028.

Regd. Office : 'Khanij Bhavan' 10-3-311/A, Castle Hills, Masab Tank, Hyderabad - 500 028.

नैगम पहचान संख्या / Corporate Identity Number : L13100AP1958 GOI 001674

No. 18(1)/2008- Sectt

Date: August 4, 2016

The Manager, Listing Department BSE Limited 25th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai, - 400001	The G.M. (Listing) National Stock Exchange of India Ltd. Exchange Plaza, Plot No. C-1,Block G, Bandra Kurla Complex Bandra, East, Mumbai, Maharashtra- 400051
The Manager, The Calcutta Stock Exchange Limited, 7, Lyons Range, Kolkata - 700001	

Subject: Details of Voting Results: Postal Ballot and remote e-voting

Ref: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; Security ID: NMDC

Dear Sir / Madam,

In terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed please find the details of voting results of the Postal Ballot and remote e-voting conducted by the Company for seeking approval of Members of the Company for buyback of equity shares by the Company, as per the prescribed format along with the report of the Scrutinizer.

Based on the Scrutinizer's Report, we would like to inform that the special resolution as set out in the Postal Ballot Notice dated June 7, 2016 for buyback of equity shares by the Company has been duly approved by the Members of the Company with requisite majority.

This is for your kind information and records.

Thanking you,

Yours faithfully,

For NMDC Limited

A.S. Pardha Saradhi

Company Secretary

Encl: As above

Details of Voting Results

Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM/EGM-declaration of Voting Result of Postal Ballot	August 4, 2016
Total number of shareholders on record date cut off date (June 24, 2016)	2,24,849
No. of shareholders who casted their votes	1
Promoters and Promoter Group:	3,031
Public:	

Agenda: APPROVAL FOR BUYBACK OF EQUITY SHARES NOT EXCEEDING 25% OF THE TOTAL NUMBER OF EQUITY SHARES IN THE PAID UP SHARE CAPITAL OF THE COMPANY

Category	Mode of Voting	No. of shares held	No. of votes polled		No. of Votes in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
			(1)	(2)				
Promoter and Promoter Group	E-Voting Poll	3171946300 NA	3171946300 NA	0 NA	0 NA	0 NA	0 NA	0 NA
Public Institutions	Postal Ballot (if applicable)	3171946300	3171946300	100.00	3171946300	0	100.00	0.00
	Total	3171946300	3171946300	100.00	3171946300	0	100.00	0.00
Public Non Institutions	E-Voting Poll	601388715 NA	525074697 NA	87.31 NA	518225070 NA	6849627 NA	98.70 NA	1.30 NA
	Postal Ballot (if applicable)	601388715	0	0	0	0	0	0
Public Non Institutions	Total	601388715	525074697	87.31	518225070	6849627	98.70	1.30
	E-Voting Poll	191378945 NA	77648812 NA	40.57 NA	76509358 NA	1139454 NA	98.53 NA	1.47 NA
Public Non Institutions	Postal Ballot (if applicable)	191378945	261466	0.14	234443	27023	89.66	10.34
	Total	191378945	77910278	40.71	76743801	1166477	98.50	1.50
Total		3964713960	3774931275	95.21	3766915171	8016104	99.788	0.21

The number of votes polled in favour of the Special Resolution are 3,76,69,15,171 (99.788% of the total valid votes). Thus, the Special Resolution has been approved by the Shareholders with requisite majority.



Office :
B-13, F-1, P.S. Nagar,
Vijayanagar Colony, Hyderabad - 500 057.
Phone : (0) 91-40-23340985, 23347946, 23341213
e-mail : dhr300@gmail.com, dhr300@yahoo.com
website : www.dhanumantarajuandco.com



CS DATLA HANUMANTA RAJU
B.COM., LL.B., PGDT, M.B.A., FCS
PARTNER

D. HANUMANTA RAJU & CO.
COMPANY SECRETARIES

SCRUTINIZER(S) COMBINED REPORT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,
Smt Bharathi S.Sihag,
Chairman Cum Managing Director
NMDC LIMITED,
Khanij Bhavan, 10-3-311/A,
Castle Hills, Masab Tank,
Hyderabad, Telangana.

Respected Madam,

I, Datla Hanumantha Raju, Partner of D.Hanumanta Raju & Co, Company Secretaries, having our office at B-13, F-1, P.S.Nagar, Vijayanagar Colony, Hyderabad – 500 057, have been appointed as Scrutinizer of NMDC Limited.(“the Company”) having its Registered Office address at Khanij Bhavan, 10-3-311/A, Castle Hills, Masab Tank, Hyderabad, Telangana - 500028 for the purpose of scrutinizing the e- voting process and Postal Ballot process in a fair and transparent manner carried out as per the provisions of Companies Act, 2013 and Rule 20 and 22 of the (Management and Administration) Rules, 2014 on below mentioned resolution. I submit my report as under:

1. The e-voting period remained opened from Monday, 04th July, 2016 (10.00 a.m. IST) to Tuesday, 02nd August, 2016 (05.00 p.m. IST)
2. The shareholders holding shares as on the “cut off” date i.e., 24th June, 2016 were entitled to vote through e-voting and through postal ballot on the resolution as set out in the Notice of Postal Ballot issued by the Company on 7th June, 2016 pursuant to Section 110 of the Companies Act, 2013.
3. The Votes for e-voting process were unblocked on 02.08.2016 at 5.04 P.M. in the presence of two witnesses, Mrs. Shaik Razia and Mr. Mohit Kumar Goyal who are not in the employment of the company.

Thereafter, the details containing, inter-alia list of equity shareholders, who voted “for” and “against” were downloaded from the e-voting website of National Securities Depository Limited (NSDL) i.e. <https://www.evoting.nsdl.com>

4. Further, upto 02.08.2016, the last date for the receipt of Postal Ballot, 937 shareholders voted through postal ballot process.



5. The result of e-voting as well as Postal Ballot is as under:

1. Special Resolution pursuant to the provisions of Sections 68, 69 & 70 of the Companies Act, 2013 and Rules framed there under including any amendments, statutory modifications or re-enactments thereof, and in compliance with Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998, for buy-back of Equity shares upto maximum amount permissible i.e; 25% of total paid up equity share capital and free reserves as on 31st March, 2016

i. Voted in favour of resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
2599	3766915171	99.788

ii. Voted against the resolution

Number of members voted	Number of votes cast	% of total number of valid votes cast
355	8016104	0.212

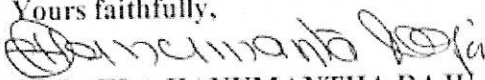
iii. Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast
78	30409

6. The register, all other papers and relevant records relating to e-voting and postal ballot have been handed over for safe custody to Mr A.S.Pardha Saradhi, Company Secretary who will hand over the same to you for declaration of results as you have been authorised by the Board to supervise the process. You may declare the results accordingly.

Thanking You,

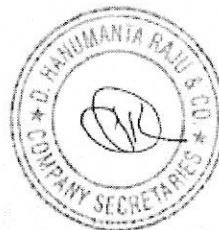
Yours faithfully,


CS DATLA HANUMANTHA RAJU

FCS: 4044, C.P. No: 1709

PARTNER

D. HANUMANTA RAJU & CO.
COMPANY SECRETARIES



Place: Hyderabad

Date: 03.08.2016

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Vijayanagar Colony, Hyderabad - 500 057.
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CS DATLA HANUMANTA RAJU
B.COM., LL.B., PGDT, M.B.A., FCS
PARTNER

D. HANUMANTA RAJU & CO.
COMPANY SECRETARIES

**SCRUTINIZER'S REPORT
ON
E-VOTING**

**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (3) (xi) of the
Companies (Management and Administration) Rules, 2014]**


To
Smt Bharathi S.Sihag,
Chairman Cum Managing Director
NMDC LIMITED,
Khanij Bhavan, 10-3-311/A, Castle Hills, Masab Tank,
Hyderabad, Telangana.

Respected Madam,

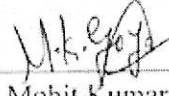
1. I, Datla Hanumantha Raju, Partner, D.Hanumanta Raju & Co., Practicing Company Secretaries, has been appointed by the Board of Directors of NMDC Ltd. (the Company) as a scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice of Postal Ballot of the Company issued on 7th June, 2016, pursuant to Section 110 of the Companies Act, 2013
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolution contained in the notice of Postal Ballot of the Company issued on 7th June, 2016. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolution stated in the notice of Postal Ballot, based on the reports generated from e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under:-
 - i. The e-voting period remained open from Monday, 04th July, 2016 (10.00 A.M. IST) to Tuesday, 02nd August, 2016 (05.00 P.M. IST)
 - ii. The members of the Company as on the "cut-off" date i.e. 24th June, 2016 were entitled to vote on the resolution as set out in the notice of the Postal Ballot of the Company.



- iii. The votes cast were unblocked on 02.08.2016 at 5.04 P.M in the presence of 2 witnesses, Mrs. Shaik Razia and Mr. Mohit Kumar Goyal who are not in the employment of the company. They have signed below in confirmation of votes being unblocked in their presence.



Mrs. Shaik Razia



Mr. Mohit Kumar Goyal

- iv. Thereafter, the details containing inter alia, list of Equity Share Holders, who voted "for", "against" to the resolution that was put to vote, were generated from the e-voting website of National Securities Depository Limited (NSDL) i.e. <https://www.evoting.nsdl.com> and based on such reports generated, the result of the e-voting is as under :

- I. Special Resolution pursuant to the provisions of Section 68, 69 & 70 of the Companies Act, 2013 and Rules framed there under including any amendments, statutory modifications or re-enactments thereof, and in compliance with Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998, for buy-back of Equity shares upto maximum amount permissible i.e; 25% of total paid up equity share capital and free reserves as on 31st March, 2016:

- (i) Voted in favour of the resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1826	594734428	98.67

- (ii) Voted against the resolution :

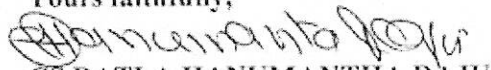
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
269	7989081	1.33

- (iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Thanking You,

Yours faithfully,


CS DATLA HANUMANTHA RAJU
FCS: 4044, C.P. No: 1709
PARTNER
D. HANUMANTA RAJU & CO.
COMPANY SECRETARIES.



Place: Hyderabad

Date: 03.08.2016

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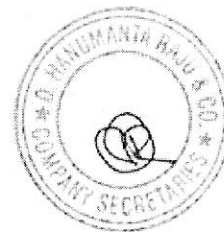
To
Smt Bharathi S.Sihag
Chairman Cum Managing Director,
NMDC LIMITED,
Khanij Bhavan, 10-3-311/A,
Castle Hills, Masab Tank,
Hyderabad, Telangana.

Respected Madam,

The Board of Directors of the Company vide their meeting held on 07.06.2016 has appointed me as a Scrutinizer for conducting the postal ballot voting process.

I submit my report as under:

1. The Company completed the dispatch of postal ballot forms on 02.07.2016 along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members as on 24.06.2016.
2. The particulars of all postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
3. The postal ballot forms were kept under my safe custody before commencing the scrutiny of such postal ballot forms.
4. The postal ballot forms were duly opened in my presence and scrutinized and the details of shareholders were matched with the Register of Members of the Company as on 24.06.2016.
5. All postal ballot forms received upto 5.00 P.M on 02.08.2016, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
6. There are NIL number of envelopes containing postal ballot forms received after 02.08.2016.

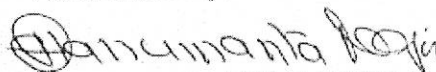


7. A Summary of the postal ballot forms received for the Special Resolution pursuant to the provisions of Section 68, 69 & 70 of the Companies Act, 2013 and Rules framed there under including any amendments, statutory modifications or re-enactments thereof, and in compliance with Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998, for buy-back of Equity shares upto maximum amount permissible i.e; 25% of total paid up equity share capital and free reserves as on 31st March, 2016 is given below:

Particulars	No. of postal ballot forms	No. of shares	% of total paid up equity capital
(a) Total postal ballot forms received	937	3172238175	80.01
(b) Less: Invalid postal ballot forms (as per register)	78	30409	0.0007
(c) Net valid postal ballot forms (as per register)	859	3172207766	80.01
(d) Postal ballot forms with assent	773	3172180743	80.01
(e) Postal ballot forms with dissent	86	27023	0.0006

8. I have handed over the postal ballot forms and other related papers/registers and records for safe custody to Mr A.S.Pardha Saradhi, Company Secretary who will be handing over the same to you, as you have been authorised by the Board to supervise the postal ballot process.
9. You may accordingly declare the result of the voting by Postal Ballot.

Thanking You,
Yours faithfully,


CS DATLA HANUMANTHA RAJU
FCS: 4044, C.P. No: 1709
PARTNER
D. HANUMANTA RAJU & CO.
COMPANY SECRETARIES.



Place: Hyderabad
Date: 03.08.2016

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No. 18(1)/2008- Sectt

Date: August 4, 2016

The Manager, Listing Department BSE Limited 25th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai, - 400001	The G.M. (Listing) National Stock Exchange of India Ltd. Exchange Plaza, Plot No. C-1,Block G, Bandra Kurla Complex Bandra, East, Mumbai, Maharashtra- 400051
The Manager, The Calcutta Stock Exchange Limited, 7, Lyons Range, Kolkata - 700001	

Subject: Details of extract of Special Resolution passed by the Members of the Company through Postal Ballot and remote e-voting

Ref: Security ID: NMDC

Dear Sir / Madam,

Please find enclosed the extract of special resolution passed by the Members of the Company through postal ballot and remote e-voting for buyback of equity shares by the Company. Necessary information under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 was sent on August 4, 2016.

This is for your kind information and records.

Thanking you,

Yours faithfully,
For NMDC Limited

A.S. Pardha Saradhi
Company Secretary

Encl: As above

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(भारत सरकार का उद्यम) (A GOVT. OF INDIA ENTERPRISE)

पंजीकृत कार्यालय : 'खनिज भवन', 10-3-311/ए, कैसल हिल्स, मासाब टैंक, हैदराबाद - 500 028.
Regd. Office : 'Khanij Bhavan' 10-3-311/A, Castle Hills, Masab Tank, Hyderabad - 500 028.

नैगम पहचान संख्या / Corporate Identity Number : L13100AP1958 GOI 001674

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF THE COMPANY THROUGH POSTAL BALLOT AND REMOTE E-VOTING AND DECLARATION OF RESULT ON AUGUST 4, 2016 FOR APPROVAL FOR BUYBACK OF EQUITY SHARES NOT EXCEEDING 25% OF THE TOTAL NUMBER OF EQUITY SHARES IN THE PAID UP SHARE CAPITAL OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Sections 68, 69 and 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the "**Companies Act**") and in accordance with the Articles of Association of the Company, the Companies (Share Capital and Debentures) Rules, 2014 (the "**Share Capital Rules**") to the extent applicable, and in compliance with the Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998 (the "**Buyback Regulations**"), including any amendments, statutory modifications or reenactments, for the time being in force and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which expression shall include any Committee constituted by the Board to exercise its powers, including the powers conferred by this Resolution), consent of the members be and is hereby accorded for the buyback by the Company of its fully paid-up equity shares of ₹ 1 (Rupee One) each not exceeding 80,08,25,526 (Eighty Crore Eight Lakhs Twenty Five Thousand Five Hundred and Twenty Six) equity shares (representing 20.20 % of the total number of equity shares in the paid up share capital of the Company and is not exceeding 25% of the total number of equity shares in the paid-up share capital of the Company i.e. 99,11,79,000 equity shares) at a price of ₹ 94 (Rupees Ninety Four Only) per equity share ("**Buyback Offer Price**") payable in cash for an aggregate consideration not exceeding ₹ 7527,75,99,499 (Rupees Seven Thousand Five Hundred and Twenty Seven Crore Seventy Five Lakh Ninety Nine Thousand Four Hundred and Ninety Nine only) ("**Buyback Offer Size**") which is not exceeding 25% of the aggregate of the fully paid-up share capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2016 from the equity shareholders of the Company, as on the record date, on a proportionate basis through the "**Tender offer**" route as prescribed under the Buyback Regulations ("**Buyback**").

RESOLVED FURTHER THAT the Company, to the extent legally permissible, implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by Securities and Exchange Board of India ("**SEBI**") vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015.



RESOLVED FURTHER THAT such Buyback may be made out of the Company's free reserves and / or such other sources as may be permitted by law through "Tender Offer" route and as required by the Buyback Regulations and the Companies Act, the Company may buyback equity shares from all the existing members holding equity shares of the Company on a proportionate basis, provided 15% (fifteen percent) of the number of equity shares which the Company proposes to buyback or number of equity shares entitled as per the shareholding of small shareholders as on the record date, whichever is higher, shall be reserved for the small shareholders, as prescribed under proviso to Regulation 6 of the Buyback Regulations.

RESOLVED FURTHER THAT the Buyback from non-resident members holding equity shares of the Company, Overseas Corporate Bodies (OCBs), Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) and shareholders of foreign nationality, if any, etc. shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any Director(s) / Officer(s) / Authorised Representative(s) / Committee ("**Buyback Committee**") of the Company in order to give effect to the aforesaid Resolutions, including but not limited to finalizing the terms of the Buyback like record date, entitlement ratio, the timeframe for completion of Buyback; appointment of merchant bankers, Brokers, Solicitors, Depository Participants, advertising agencies and other advisors / consultants / intermediaries / agencies, as may be required, for the implementation of the Buyback; preparation, signing and filing of the public announcement, the Draft letter of offer / Letter of Offer with the Securities and Exchange Board of India, the stock exchanges and other appropriate authorities and to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from the Securities and Exchange Board of India, Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder; and to initiate all necessary actions for preparation and issue of various documents including letter of offer, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, extinguishment of dematerialized shares and physical destruction of share certificates in respect of the equity shares bought back by the Company, and such other undertakings, agreements, papers, documents and correspondence, under the Common Seal of the Company, as may be required to be filed in connection with the Buyback with the Securities and Exchange Board of India, Reserve Bank of India, stock exchanges, Registrar of Companies, Depositories and / or other regulators and statutory authorities as may be required from time to time.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on the part of any shareholder to offer and / or any obligation on the part of Company or the Board or the Buyback Committee to buyback any shares, and / or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such buyback, if so permissible by law.



RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board and/or Smt. Bharathi S Sihag, Chairman cum Managing Director be and are hereby jointly and severally authorized to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

For NMDC Limited


A S Pardha Saradhi
Company Secretary

