

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. नेगम पहचान संख्या / Corporate Identity Number : L13100AP1958 GOI 001674

No. 18(1)/2008- Sectt

August 8, 2016

The Manager,	The Manager
Department of Corporate Services	Listing Department
BSE Limited	National Stock Exchange of India Ltd.
25th Floor, P J Towers, Dalal Street,	Exchange Plaza, C-1,Block G,
Mumbai, Maharashtra- 400001	Bandra Kurla Complex Bandra, East, Mumbai,
9	Maharashtra- 400051
The Manager,	
The Calcutta Stock Exchange Limited,	
7, Lyons Range,	B at
Kolkata - 700001	

Ref: NMDC Limited

Sub: Regulation 8 (1) of SEBI (Buy back of Securities) Regulations, 1998 - Public Announcement

Dear Sir/Madam.

Further to our intimation dated August 4, 2016, where the company has informed that the Shareholders of the Company have approved the proposal to Buyback fully paid up equity shares of the Company from the existing shareholders on a proportionate basis through the tender offer process, please find the attached the following:

 A copy of the Public Announcement dated August 4, 2016, published in the newspapers, namely, The Financial Express, Janasatta and Nava Telangana (English, Hindi and Telugu respectively) on August 8, 2016, pursuant to Regulation 8(1) of the Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998 ("Buyback Regulations"), containing the disclosures as specified in Part A of Schedule II of the Buyback Regulations.

The brief details about the Buyback are set as under:

No. of shares	80,08,25,526 (Eighty Crore Eight Lakh Twenty Five Thousand Five Hundred and Twenty Six)
Price	₹94 (Rupees Ninety Four only)
Buy-back Size	₹ 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)

2. Press release titled "PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF NMDC LIMITED FOR THE BUYBACK OF EQUITY SHARES THORUGH TENDER OFFER UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY BACK OF SECURITIES) REGULATIONS, 1998, AS AMENDED"

We request to take the above information on record.

Thanking you,

Yours faithfully, For NMDC Limited

A.S. Pardha Saradhi Company Secretary Encl: A/a





NMDC mitec

(A Government of India Enterprise) CIN: L13100AP1958GOI001674

Registered Office: Khanij Bhavan, 10-3-311/A, Castle Hills, Masab Tank, Hyderabad-500028; Tel.: (040) 23538757; Fax: (040) 23538759 E-mail: cs@nmdc.co.in; Website: www.nmdc.co.in; Contact Person: Shri A.S. Pardha Saradhi, Company Secretary.

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF NMDC LIMITED FOR THE BUYBACK OF EQUITY SHARES THROUGH TENDER OFFER UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY BACK OF SECURITIES) REGULATIONS, 1998, AS AMENDED.

This Public Announcement (the "Public Announcement") is being made pursuant to the provisions of Regulation 8 (1) of the securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended (the "Buyback Regulations") for the time being in force including any statutory modifications and amendments from time to time and contains the disclosures as specified in PariAol Schedule II to the Suyback Regulations.

OFFER POR BUYBACK OF NOT EXCEEDING 808.02,5.28 (EIGHTY CRORE EIGHT LAKHS TWENTY FIVE THOUSAND FIVE HUNDRED AND THEY THOUSAND FIVE PRICE OF 744 (RUPEES NINETY FOUR ONLY) PER PULLY PAID UP EQUITY SHARES OF THE COMPANY OF FACE VALUE OF 71 EACH AT A PRICE OF 744 (RUPEES NINETY FOUR ONLY) PER PULLY PAID UP EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER PROCESS

1. DETAILS OF THE BUYBACK OFFER AND OFFER PRICE

1.1 The Board of Directors of NIMDC Limited ("NIMDC" or the "Company") at their meeting held on June 7, 2016, ("Board Meeting") passed aresolution to buyback equity shares of the Company and sought approval of its shareholders, by a special resolution, through postal ballot notice dated June 7, 2016, (the results of which were announced on August 4, 2016. Through the postal ballot, the shareholders of the Company have approved, by way of special resolution, the buyback (the "Buyback") of not exceeding 80.08,25.526 (Eighty Core Eight Lakhs Twenty Five Thousand Five Hundred and Twenty Six) fully paid-up capity shares of face value 41 each ("Shares" or "Equity Shares") from all the existing shareholders beneficial owners of Equity Shares of sea or "Law of the Company, on a proportionate basis, through the Tender Offer "process, at a price of 44 (Rupees Ninety Four) per Equity Shares or "Equity Shares" ("Buyback ("Per Fice") payable in easth, for an aggregate consideration not exceeding 87.527.75.99.499 (Rupees Seven Thousand Five Hundred Twenty Seven Crore Seventy Five Lakhs Ninety Nine Thousand Four Hundred and Ninety Nine only (the "Buyback Offer Fize").

The Buyback i

Section 68, 69, 70 and all other applicable provisions if any, of the Companies Act, 2013, as amended (the "Companies Act, 2013), the Companies (Share Capital and Debentures) Rules, 2014 (the "Share Capital Rules"), the Companies (Management and Administration) Rules, 2014, (the "Management Rules") and the provisions contained in the Buyback

Regulations.

The Buyback is subject to approvals as may be necessary, from time to time from statutory authorities including but not limited to Securities and Exchange Board of India ("SEBT), BSE Limited ("BSE"), National Stock Exchange ("GSE"), where the Equity Shares of the Company are listed. BSE, NSE and CSE together refed as "Stock Exchanges".

The Buyback Offer Size 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 (the last audited financial statements available

as on the date of Board Meeting recommending the proposal of the Buyback) and is within the limits of 25% of the total ruly paid up share capital and re reserves a sper the audited accounts of the Company for the financial year ended March 31, 2016. The maximum unber of Equity Shares proposed to be bought back represents 20, 20% of the total number of Equity Shares proposed to be bought back represents 20, 20% of the total number of Equity Shares in the paid-up share capital of the Company.

the paid-up share capital of the Company.

The maximum amount required by the Company for the said Buyback will not exceed ₹ 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), and is within permitted limits.

The Buyback will be mel out of cash and/or fixed deposits of the Company lying with the bank. The Company shall transfer from its free reserves a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited balance shect. The Company confirms that as required under Section 86(2) (d) of the Companies Act, 2013, the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up capital and free reserves after the Buyback.

and unsecured decis owed by the Company shall not be more time that by the pack.

The Buyback offer Price of ₹ 94 (Rupees Ninety Four Only) per Equity Share has been arrived at after considering various factors such as the average closing prices of the Equity Shares of the Company on stock exchanges where the Equity Shares of the Company are listed, the net worth of the Company and the impact of the Buyback offer Price of ₹ 94 (Rupees Ninety Four Only) per Equity Share regressents [0] premium of 4.08% and 4.07% over the volume weighted average price of the Equity Shares on BSE and NSE respectively, for 2 weeks preceding the date of infilmation to the BSE and NSE for the Board Meeting to consider the proposal of the Buyback, (ii) premium of 7.55% and 8.06% over the closing market price of the equity shares on BSE and NSE respectively, as on the date of the inimitation to the BSE and NSE for the Board Meeting to consider the proposal of the Buyback, as the date of the inimitation to the BSE and NSE for the Board Meeting to consider the proposal of the Buyback.

The Buyback shall be on a proportionate basis from all the Shareholders of the Company through the "Tender Offer" process, as prescribed under Requiation 4 (1) (a) of the Buyback Regulations. Additionally, the Buyback shall be, subject to applicable saw, facilitated by tendering of Equity Shares by such Shareholders and settlement of the same, through the stock exchange mechanism as specified by SEBI in the circular bearing number CRICCFD/POLICYCELL/1/2015 dated April 13, 2015 (the SEBI Circular"). Please see paragraph 9 below for details regarding record date and share entitlement for lender in the Buyback.

Buyback. The Buyback Offer Size does not include any other expenses incurred or to be incurred for the Buyback like SEBI filing fees stock exchanges fees, advisors fees, Public Announcement publication expenses, printing & dispatch expenses and other

incidental & related expenses.

A copy of this Public Announcement is available on the Company's website (www.nmdc.co.in) and is expected to be available on the website of SEBI (www.sebi.gov.in) during the period of the Buyback and on the websites of the BSE and NSE (www.bseindia.com) and (www.nseindia.com).

(www.bseindia.com) and (www.bseindia.com) and (www.bseindia.com)

(www.bestons.com) and www.heeriduc.com).

NECESSITY FOR BUY BACK
Share buyback is the acquisition by a company of its own shares. The objective is to return surplus cash to the members holding Equity Shares of the Company. The Board at its meeting held on Tuesday, the June 7, 2016, considered the accumulated free reserves as well as the cash liquidity reflected in the audited accounts for the financial year ended March 31, 2016 and considering these, the Board decided to allocate a sum of not exceeding 7527,759,9499 (Rupees Seven Thousand Five Hundred and Twenty Seven Crore Seventy Five Lakh Ninety Nine Thousand Four Hundred and Ninety Nine only for returning to the members holding Equity Shares of the Company, the Board decided to recommend Buyback on to exceeding 80,08,25,526 (Eighty Crore Eight Lakhs Twenty Five Thousand Five Hundred and Twenty Six) equity shares (presenting 20,20% of the total number of Equity Shares in the paid-up share capital of the Company) at a price of ₹ 94 (Rupees Ninety Four only) per Equity Share for an aggregate consideration of not exceeding ₹ 7527,75,949 (Rupees Seven Thousand Five Hundred and Twenty Six) equity Shares for the Company, interest in the paid-up share capital of the Company and the price of ₹ 94 (Rupees Ninety Four only) per Equity Share for an aggregate consideration of not exceeding ₹ 7527,75,949 (Rupees Seven Thousand Five Hundred and Twenty Seven Crore Seventy Five Lakh Minety Nine Thousand Four Hundred and Twenty Seven Crore Seventy Five Lakh Minety Nine Thousand Four Hundred and Minety Nine Thousand Five Hundred

shareholding, thereby, enhancing the overall relum to members;
The Buyback, which is being implemented through the Tender Offer route as prescribed under the Buyback Regulations, would involve allocation of higher of number of shares as a per their entillement or 15% of the number of shares to be bought back, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder". The Buyback may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in hareholder".

shareholders' value;
The Buyback gives an option to the members holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment;

DETAILS OF PROMOTER SHAREHOLDING

The aggregate shareholding of the Promoter of the Company, as on the date of notice of Postal Ballot i.e. June 7, 2016 is given

Name of shareholder	No. of Equity Shares held	No. of Equity Shares held in dematerialized form	Percentage of Issued Equity Share capital
President of India acting through Ministry of Steel, Government of India	3,17,19,46,300	3,17,19,46,300	80.00%
	President of India acting through	Shares held President of India acting through 3,17,19,46,300	Shares held held in dematerialized form President of India acting through 3,17,19,46,300 3,17,19,46,300

In terms of the Buyback Regulations, under the Tender Offer process, the Promoter of the Company has the option to participate in the Buyback. In this regard, the Promoter as listed in paragraph 3.1 has expressed its intention, vide its letter dated June 7, 2016 to participate in the Buyback and tender an aggregate 99,11,79,000 (Ninety Nine Crore Eleven Lakh and Seventy Nine Thousand) Equity Shares:

S. No. Name of the Promoters Number of Shares proposed to be Tendered ent of India acting through Ministry of Steel,

Date of Transaction	No.of Equity Shares	Acquisition/ Sale Consideration (₹)	Nature of Transaction/ Consideration
November 15, 1958	4	4,000	Subscription to memorandum by Government of India ("Gol")
May 25, 1959	496	4,96,000	Further allotment to Gol
September 17, 1959	500	5,00,000	Further allotment to Gol
January 15, 1960	2,761	27,61,000	Further allotment to Gol
April 20, 1960	292	2,92,000	Further allotment to Gol
June 20, 1960	500	5,00,000	Further allotment to Gol
July 29, 1960	2,000	20,00,000	Further allotment to Gol
October 07, 1960	2,000	20.00,000	Further allotment to Gol
February 20, 1961	2,000	20,00,000	Further allotment to Gol
March 20, 1961	500	5,00,000	Further allotment to Gol
April 20, 1961	5,750	57,50,000	Further allotment to Gol
July 20, 1961	2,000	20.00,000	Further allotment to Gol
August 21, 1961	3.000	30,00,000	Further allotment to Gol
October 20, 1961	2,000	20,00,000	Further allotment to Gol
November 20, 1961	2,500	25,00,000	Further allotment to Gol
February 20, 1962	7,900	79,00,000	Further allotment to Gol
July 20, 1962	7,500	75,00,000	Further allotment to Gol
August 10, 1962	10,000	1,00,00,000	Further allotment to Gol
December 20, 1962	3,500	35,00,000	Further allotment to Gol
March 20, 1963	4.000	40,00.000	Further allotment to Gol
June 17, 1963	7,900	79,00,000	Further allotment to Gol
June 17, 1963 August 05, 1963	5,000	50,00,000	Further allotment to Gol
August 05, 1963 October 18, 1963	7,500	75,00,000	Further allotment to Gol
	2,500	25,00,000	Further allotment to Gol
January 25, 1964	3,500	35,00,000	Further allotment to Gol
March 19, 1965	13,183	1,31,83,000	Further allotment to Gol
August 25, 1965	14,250	1,42,50,000	Further allotment to Gol
May 27, 1966	20,000	2,00,00,000	Further allotment to Gol
July 15, 1966		70,00,000	Further allotment to Gol
October 18, 1966	7,000	90,00,000	Further allotment to Gol
November 19, 1966	9,000		Further allotment to Gol
March 28, 1967	964	9,64,000	
May 15, 1967	12,203	1,22,03,000	Further allotment to Gol
June 13, 1967	15,000	1,50,00,000	Further allotment to Gol
July 13, 1967	10,000	1,00,00,000	Further allotment to Gol
October 19, 1967	18,500	1,85,00,000	Further allotment to Gol
December 06, 1967	20,000	2,00,00,000	Further allotment to Gol
January 29, 1968	14,900	1,49,00,000	Further allotment to Gol
June 03, 1968	1,650	1,650,000	Further allotment to Gol
July 08, 1968	8,350	83,50,000	Further allotment to Gol
July 18, 1969	20,000	2,00,00,000	Further allotment to Gol
December 24, 1969	31,800	3,18,00,000	Further allotment to Gol
February 03, 1970	6,200	62,00,000	Further allotment to Gol
April 04, 1970	24,800	2,48,00,000	Further allotment to Gol
July 04, 1970 .	16,000	1,60,00,000	Further allotment to Gol
August 28, 1970	13,500	1,35,00,000	Further allotment to Gol
September 08, 1970	8,000	80,00,000	Further allotment to Gol
October 24, 1970	6,700	67,00,000	Further allotment to Gol
November 20,1970	7,800	78,00,000	Further allotment to Gol
December 01, 1970	21,200	2,12,00,000	Further allotment to Gol
February 13, 1971	12,800	1,28,00,000	Further allotment to Gol
March 22, 1971	21,500	2,15,00,000	Further allotment to Gol
May 21, 1971	11,900	1,19,00,000	Further allotment to Gol
July 22, 1971	25,500	2,55,00,000	Further allotment to Gol
September 21, 1971	18,400	1,84,00,000	Further allotment to Gol
November 30, 1971	35,100	3,51,00,000	Further allotment to Gol
January 21, 1972	26,300	2,63,00,000	Further allotment to Gol
February 21, 1972	14,700	1,47,00,000	Further allotment to Gol
April 07, 1972	16,900	1,69,00,000	Further allotment to Gol
August 19, 1972	28,400*	2,84,00,000	Further allotment to Gol
	81,897*	8,18,97,000	Further allotment to Gol
November 14, 1972 March 21, 1973	60,403*	6,04,03,000	Further allotment to Gol

May 01, 1978	(11,020)	(1,10,20,000)	Caricellation
	(60,403)*	(6,04,03,000)	Cancellation
December 22, 1978	25,000	2,50,00,000	Further allotment to Gol
May 09, 1980	4,000	40,00,000	Further allotment to Gol
	25,500**	2,55,00,000	Allotment to Gol pursuant to acquisition in Mandovi Pellets Limited
January 03, 1981	10,000	1,00,00,000	Further allotment to Gol
May 23, 1981	10,000	1,00,00,000	Further allotment to Gol
August 31, 1981	8,500	85,00,000	Further allotment to Gol
November 04, 1981	2,500	25,00,000	Further allotment to Gol
January 15, 1982	12,500	1,25,00,000	Further allotment to Gol
June 09, 1982	23,800	238,00,000	Further allotment to Gol
March 26, 1983	39,800	3,98,00,000	Further allotment to Gol
July 04, 1983	30,000	3,00,00,000	Further allotment to Gol
September 08, 1983	25,000	2,50,00,000	Further allotment to Gol
November 11, 1983	5,000	50,00,000	Further allotment to Gol
April 19, 1984	13,500	1,35,00,000	Further allotment to Gol
June 30, 1984	8,000	80,00,000	Further allotment to Gol
March 06, 1985	40,000	4,00,00,000	Further allotment to Gol
April 23, 1985	42,600	4,26,00,000	Further allotment to Gol
September 16, 1985	25,000	2,50,00,000	Further allotment to Gol
December 27, 1985	46,000	4,60,00,000	Further allotment to Gol
April 04, 1986	23,300	2,33,00,000	Further allotment to Gol
July 08, 1986	18,000	1,80,00,000	Further allotment to Gol
February 06, 1987	2,000	20,00,000	Further allotment to Gol
April 18, 1987	2,500	25,00,000	Further allotment to Gol
July 11, 1987	2,500	25.00,000	Further allotment to Gol
December 26, 1987	10,300	1,03,00,000	Further allotment to Gol
May 06, 1988	10,000	1,00,00,000	Further allotment to Gol
June 09, 1989	39,700	3,97,00,000	Further allotment to Gol
August 11, 1989	26,000	2,60,00,000	Further allotment to Gol
September 28, 1989	2,500	25,00,000	Further allotment to Gol
February 22, 1990	29,500	2,95,00,000	Further allotment to Gol
May 29,1990	32,400	3,24,00,000	Further allotment to Gol
March 26, 1991	38,000	3,80,00,000	Further allotment to Gol
AGM dated September 24, 19	92	28 2 2 2 2	y Share to ₹ 10 per Equity Share vide
December 28, 1993	(2,130,000)	(17,79,00,000)	Disinvestment to Public***
April 25, 1997	(5,154)	(3,60,000)	Disinvestment to Employees of ou Company****
Sub-division of nominal value of dated April 03, 2008	51.51	1.51 1.5 1.5 1.5	Share to ₹ 1 per Equity Share vide EGM
June 13, 2008	260,04,40,920	NIL	Bonus Issue in the ratio of 2 Equit Shares for 1 Equity Share held
March 27, 2010	(33,22,43,200)	(9930,42,00,000)	Offer for Sale****
December 12, 2012	(39,64,71,600)	(5973,27,00,000)	Offer for sale through Stock Exchange Mechanism******
October 23, 2013	(280)	(39,000)	Offer and allotment of equity share to an eligible employee of NMDC Limited as per CCEA approval dated October 25, 2012
Total Current Holding	317,19,46,300		

Notes: 'Upon the transfer of the Kiriburu Iron Ore Mines and Meghahatubure Iron Ore Project of the Company to Steel Authority of India and pursuant to an order of the Ministry of Steel and Mines under the Public Sector Iron and Steel Companies (Restructuring) and Miscellamous Provisions (Modification of paid up Share Capital) Order, 1979 No. 131 dated pair [a, 1979, out of 110,297 equity shares (a.e. 28400 equity shares issued on August 19, 1972 and 81,897 equity shares issued on November 14, 1972) 11,828 equity

"Allotment of equity shares pursuant to acquisition of 2,550,000 equity shares of ₹10/- each fully paid up in Mandovi Pellets Limited on March 25, 1980 by the Company by way of transfer from President of India.

on March 25, 1980 by the Company by way of transfer from President of India.

"Pursuant to an offer for sale by our Promoter, of 2, 130,000 Equity Shares of ₹10 each of our Company were transferred to certain institutional investors and other members of the public for cash 4 an average price of ₹83.50 per equity share aggregating to ₹177,855,000/. The Department of Public Enterprises, Ministry of Industries, vide its letter dated D.O.No. DPET/2(1)/92-Fin dated by 14, 1983 informed our Company and the Ministry of Steel about the disrivestment of equity shares of our Company by the President of India and requested our Company to take appropriate action for transferring these shares in the name of the parties to

whom shares had been sold.

""Transfer of 5,154 Equity Shares by our Promoters to our employees at a price of ₹ 71 per share aggregating to ₹ 365,934/-. The
MoS had approved this transfer vide its letter no. 6(2)/94-RMI (Vol.-II) dated December 20, 1996

""" Offer for Sale of 33.22.43,200 equity shares of ₹ 1/- each of NMIDC Limited by the President of India for a issue price at
₹ 300/- per share for the FPO of NMDC Ltd with ₹ 285/- per share for retail and eligible employees.

""" Offer for sale through Stock Exchange Mechanism of 39.64,71,600 equity shares of ₹ 1/- each of NMDC Limited by the
President of India at a floor price at ₹ 147/- per share. The average sale price in NSE was ₹ 150.80 per share in BSE it was
₹ 150.84 per \$1.50 km = 1.50 km = 1.50

The Company confirms that no defaults have been made or subsisting in the repayment of deposits accepted either before or after the commencement of the Companies Act, 2013. Interest naument thereon confirms that no defaults have been made or subsisting in the repayment of deposits accepted either before or after the commencement of the Companies Act, 2013. Interest naument thereon.

The Company confirms that no defaults have been made or subsisting in the repayment of deposits accepted either before or after the commencement of the Companies Act, 2013, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.

The Board of Directors of the Company on the date of the Board meeting i.e. June 7, 2016 has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:

a) Immediately following the date of this Board meeting and the date on which the results of the Postal Ballot/ E-voting will be declared, there will be no grounds on which the Company could be found unable to pay its debts;

b) As regards the Company's prospects for the year immediately following the date of this Board meeting as well as for the year immediately following the date of this Board meeting as well as for the year immediately following the date of this Board meeting as well as for the year immediately following the date of this Board meeting as well as for the year immediately following the date of this Board meeting as well as for the year immediately believed to the Board's intention with respect to the management of Company's business during that year and to the amount and character of the financial resources which will in the Board's wive be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of this Board meeting and the date on which the results of the Postal Ballot/ E-voting will be declared, and

To forming an opinion as aforesaid, the Board has taken into account the liabilities, as if the Computer the provisions of the Companies Act, 1956 (to the extent applicable) and Companies notified), as the case may be, including prospective and contingent liabilities. ne doard nas taken into account the liabilities, as if the Company was being wound up anies Act, 1956 (to the extent applicable) and Companies Act, 2013 (to the extent ing prospective and contingent liabilities. Report addressed to the Board of Directors by the Company's Statutory Auditors on the permissible capital payment and the

opinion formed by the Directors regarding the insolvency:
The text of the report dated June 7, 2016 received from M/s. Tej Raj & Pal, Chartered Accountants, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

The Board of Directors

Dear Sirs,
Sub: Proposed buyback of Equity Shares of not exceeding 25% of the aggregate of the fully pald-up equity share capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2016, on a proportionate basis (the "Buyback"), from the Eligible Shareholders by way of a tender offer through the stock exchange mechanism by NMDC Limited (the "Company").
We, MS Tej Raj & Pal, Chartered Accountants, the Statutory Auditors of the Company, have been informed that the Board of Directors of the Company in their meeting held on 7th June, 2016 have decided to buy back Company's fully paid up equity shares as allowed under Section 68, 69 and 70 of the Companies Act, 2013 at a price of ₹ 94 (Rupees Ninety Four only) per share. In terms of the requirements of Clause (x) of Schedule II, Part A forth Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998 (hereinafter "Buyback Regulations"), we confirm as under:

(i) We have inquired into the state of affairs of the Company, in relation to its audited accounts for the year ended March 31, 2016.

so (perematter "Buyback Regulations"), we confirm as under:

We have inquired into the state of affairs of the Company, in relation to its audited accounts for the year ended March 31, 2016, as approved by the Board of Directors in the meeting held on 27th May, 2016, as approved by the Board of Directors in their meeting held on 7th June, 2015.

ermissible capital payment towards buy-back of equity shares (including premium) in question as ascer-tained

Particulars	Amount in ₹
ssued, subscribed and fully paid up equity shares:	
396,47,16,000 Equity Shares of ₹ 1 each, fully paid up	396,47,16,000
Total- A	396,47,16,000
Reserves and surplus	
General reserve	295,14,21,43,114
Surplus in the statement of profit and loss	200,35,38,882
Securities premium account	0.00
Total- B	297,14,56,81,996
Total C= A+B	301,11,03,97,996
Maximum amount permissible for the Buy-back i.e. 25% of the aggregate fully paid-up share capital and free reserves	75,27,75,99,499

Based on the representations made by the Company and other information and explanations given to us, which to the best of our knowledge and belief were necessary for this purpose, we report that we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration as approved by the Board of Directors in their meeting held on 7th June, 2016 is unreasonable in all the circumstances in the present context.

The Board of Directors in their meeting held on June 7, 2016, have formed the opinion in terms of Clause (xi) of Part A or Schedule II of the Buyback Regulations, on reasonable grounds that the Company, having regard to its state of affairs, shall not be rendered insolvent without period of one year from that date and from the date on which the result of the shareholders.

We are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters

mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

The compliance with the provisions of the Companies Act, 2013 and Buyback Regulations is the responsibility of the Company's management. Our responsibility is to report on the amount of permissible capital for the buyback and report that the audited accounts on the basis of which calculation with reference to buyback is done and read the resolution of the Board of Directors for the meeting held on June 7, 2016 referred to in paragraph () and (v) above.

This report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Buyback Regulations solely to enable the Board of Directors of the Company to include it in postal ballot notice, public announcement and letter of offer to be circularised to the star-cholders and filed with various regulatory agencies and providing to parties including the Manager to the offer, in connection with buyback of not exceeding 80.08.25.25.6 (Eighty Core Eight Lakh Twenty Five Thousand Five Hundred and Twenty Kix Orly) equity shares, in pursuance of provisions of section 68, 69 and 70 of the Companies Act, 2013, Buyback Regulations and should not be used for any other purpose or by any other person.

For M/s Tei Rai & Pal, Chartered Accountants

CA B. Vijay, Partner hip No.: 214678

Place: Delhi Date: June 7, 2016

Process and Methodology to be adopted for Buyback The Buyback is open to all Shareholders / beneficial owners of the Company holding Shares either in physical and/or electronic form on the Record Date.

The Buyback shall be implemented using the 'Mechanism for acquisition of shares through Stock Exchange' notified by SEBI vide circular no. CIRICFD/POLICYCELU/I/2015 dated April 13, 2015 and following the procedure prescribed in the Companies Act, 2013 and the Buyback Regulations and as may be determined by the Board (including the committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time

For implementation of the Buyback, the Company has appointed Karry Stock Broking Limited as the registered broker to the Company (the "Company's Broker") through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

KARVY STOCK BROKING

tact Person: Shri Srikrishna Gurazada

Tel: +91 (40) 23312454, Fax No.: +91 (40) 23311968, Email: service@karvy.com, Website: www.karvy.com SEBI Registration Number: NSE: INE230770138; BSE: INB010770130; MCX-SX: INE260770138 CIN: U67120TG1995PLC019877

BSE has been appointed as the Designated Stock Exchange. Separate acquisition window will be provided by BSE to actilitate placing of sell orders by Shareholders who wish to lender Equity Shares in the Buyback. The details of the platform will be as specified by BSE.

with the asspecified by BSE.

During the tendering period, the order for selling the Equity Shares will be placed in the acquisition window by eligible Shareholders through their respective stock brokers during normal trading hours of the secondary market. The stockbrokers (each a "Shareholder Broker") can enter orders for demat Shares as well as physical Shares, in the tendering process, the Company 8 Broker may also process the orders received from the Shareholders. 7.5

7.6

dure to be followed by Shareholders holding Equity Shares in the dematerialized form:

Shareholders who desire to tender their Equity Shares in the electronic form under the Buyback would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares likey intend to tender under the Buyback.

7.6.2 The Shareholder Broker would be required to place an order/bid on behalf of the Shareholders who wish to tender Egulty Shares in the Buyback using the acquisition window of the BSE. Before placing the bid, the concerned Shareholder Broker would be required to transfer the tendered Egulty Shares to the special account of Clearing Corporation of India Limited (Clearing Corporation), by using the settlement number and the procedure prescribed by the Clearing Corporation. This shall be validated at the time of order/bld entry.

7.6.3 The details of the settlement number/ special account for the Buyback shall be informed in the issue opening circular that will be issued by BSE.

that will be issued by BSE.

7.6. For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order/bid by custodians. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected, For all confirmed custodian participant orders, any order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

7.6.5 Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Stip (*TRS*) generated by the exchange bidding system to the Shareholder on whose behalf the bid has been placed. TRS* will contain details of order submitted like Bid ID No., Application No., DPID. ClientID, No., of Equity Shares tendered etc.

order submitted like Bid ID No., Application No., DPID. Client ID. No. of Equity Shares tendered etc.

Procedure to be followed by registered Shareholders holding Equity Shares in the physical form:

7.1.1 Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (i) original share certificatels(s), fluid share transfer form(s) duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signature), with the Company and duly witnessed at the appropriate place authorization the transfer in favour of the Company, (iii) self-attested copy of PAN Card(s) of the Shareholders, (iv) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), rotarized copy of death certificate and succession certificate or probated will, if the original Shareholder is deceased, etc., as applicable. In addition, if the address of the Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Shareholder would be required to submit a self-attested copy address proof consisting of any one of the following documents: valid Aadhar card, voter identity card or passport.

7.2.8 Based on these documents, the oncenered Shareholder Royce shall place a bid on behalf of the Shareholder holding

Based on these documents, the concerned Shareholder Broker shall place a bid on behalf of the Shareholders holding Equity Shares in physical form and who wish to tender Equity Shares in the Buyback, using the acquisition window of BSE. Upon placing the bid, the Shareholder Broker shall provide a TISS generated by the exhange bidding system to the Shareholder. TRS will contain the details of order submitted like folion on, certificate no., distinctive no., no. of Equity Shareholder. TRS will contain the details of order submitted like folion on, certificate no., distinctive no., no. of Equity

Shares tendered etc.

7.3. Any Shareholder Broker who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) & Occuments (as mentioned in Paragraph 7.7.1 above) along with IRS either by registered post, speed post or courier or hand delivery to the Registerat to the Buyback offer (aft the address mentioned at paragraph 11 below) not later than 2 (two) days of bidding by the Shareholder Broker. The envelope should be superscribed as "NMDC Buyback Offer 2016". One copy of the TRS will be retained by Registrar to the Buyback offer and it will provide acknowledgement of the same to the Shareholder Broker.

Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. Registrar to the Buyback for will verify such bids based on the documents submitted on a daily basis and till sub-venification. SES shall display such bids as unconfirmed physical bids. Once Registrar to the Buyback offer confirms the bids, they will be treated as Confirmed bids.

Modification/cancellation of orders will be allowed during the tendering period of the Buyback.

The cumulative quantity lendered shall be made available on the website of BSE i.e. www.bseindia.com throughout the trading session and will be updated at specific intervals during the tendering period.

METHOD OF SETTLEMENT

I HOLD OF SET I LEMENT) on finalization of the basis of acceptance as per Buyback Regulations: e settlement of trades shall be carried out in the manner similar to settlement of trades in the seco

The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.

The Company will pay the consideration to the Company's Broker on or before the pay-in date for settlement. For Equity Shares accepted under the Buyback, the Shareholder Broker will receive funds payout in their settlement bank account.

The Equity Shares bought back in the demat form would be transferred directly to the section account of the Company's Broker to the Demat Escrow Account or receipt of the Equity Shares from the clearing and settlement mechanism of the SSE.

Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Shareholders would be returned to the respective Shareholder Broker by Clearing Corporation in payout. Any excess physical Equity Shares pursuant to proportionate acceptance/rejection will be returned to the concerned Shareholder Broker will sissue contract notes and pay the consideration for the Equity Shares accepted under the Buyback and return the balance unaccepted Equity Share to their respective clients. Company for the Equity Shares have the respective of theirs, Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback and the support of the Equity Shares accepted under the Buyback and Shareholders Eroker would also issue a contract note to the Company for the Equity Shares but plant for anxionation at the Buyback and shareholders are the payon intent to anxionate the support of the Equity Shares accepted under the Buyback.

une Company for the Equity Shares accepted under the Buyback.

Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the selling Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the selling Shareholders from their respectives Shareholders from their respectives Shareholder Broker, in respect of accepted Equity Shares, solder and the company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Shareholders.

The Equity Shares bying to the credit of the Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.

RECORD DATE AND SHAREHOLDER ENTITLEMENT

RECORD DATE AND SHAREHOLDER ENTITLEMENT
As required under the Buyback Regulations, the Company has fixed August 19, 2016 as the record date (the "Record Date") for the purpose of determining the entitlement and the names of the Shareholders, who are eligible to participate in the Buyback. The Equity Shares proposed to be bought back by the Company, as part of this Buyback shall be divided into two categories (a) reserved category for Small Shareholder is Amal Shareholder is defined in the Buyback Regulations as a shareholder, who holds Equity Shares having market value, on the basis of closing price of the Equity Shares on the recognized stock exchange registering the highest trading volume in respect of such shares, as on Record Date, of not more than ₹ 2,00,000 (Rupest Two Lakts only) and (b) the general category of rail other shareholders, and the entitlement of a shareholder in each category shall be calculated accordingly.

In accordance with proviso to Regulation 5 of the Buyback Regulations, 15% (filteen per cent) of the number of Equity Shares which the Company proposes to buy back, or number of Shares entitled as per shareholding of Small Shareholders, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.

Based on the shareholding as on the Record Date, the Company will determine the entitlement of each Shareholder to tender their Equity Shares in the Buyback. This entitlement for each Shareholder will be calculated based on the number of Equity Shares held by the respective Shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such Shareholder belongs. The final number of Equity Shares the Company will purchase from the Shareholders will be based on the Equity Shares tendered. Accordingly, the Company are not purchase all the Equity Shares tendered by the Shareholders.

After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the office of the share of the shar

category.

The Shareholders' participation in the Buyback will be voluntary. The Shareholders can choose to participate, in full or in part and get cash in lieu of Equity Shares to be accepted under the Buyback or they may choose to not participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. The Shareholders may also tender a part of their entitlement. The Shareholders also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Shareholders, if any. The maximum tender under the Buyback by any Shareholder cannot exceed the number of Equity Shares held by the Shareholder as on the Record Date.

Snarenoider as on the record usite.

The Equity Shares tendered as per the entitlement by Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations.

Detailed instructions for participation in the Buyback (lender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the Shareholders as on Record Date.

COMPLIANCE OFFICER

Investor may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e. 11.00 a.m to 4.00 p.m. on all working days except Saturday, Sunday and public holidays.

Shri A.S. Pardha Saradhi, Company Secretary

Khanij Bhavan, 10-3-311/A, Castle Hills, Masab Tank, Hyderabad - 500028 Tel: 040-23538757

Email: cs@nmdc.co.in
REGISTRAR TO THE OFFER AND INVESTOR SERVICE CENTRE

In case of any query, the shareholders may contact the Registrar & Transfer Agent on any day except Saturday, Sunday and Public Holiday between 11:00 a.m. to $4:00 \, \text{p.m.}$ at the following address:

CARVY Computershare

Karvy Computershare Private Limited
Karvy Selenium Tower B, Plot 31 - 32, Gachibowli,

Financial District, Nanakramguda, Hyderabad – 500 032 Telangana, India Contact Person: Mr M Muralikrishna Tel: +91 (40) 67162222, Fax: +91 (40) 23431551, Email: murali.m@karvy.con

Validity Period: Permanent

CIN: U72400TG2003PTC041636 MANAGER TO THE BUYBACK

(T) IDBI capital

IDBI CAPITAL MARKETS & SECURITIES LIMITED (formerly known as IDBI Capital Market Services Limited)
3rd Floor, Mafatlal Centre, Nariman Point, Mumbai-400 021

Contact Person: Mr. Sumit Singh Tel: +91 (22) 4322 1219, Fax: +91 (22) 2285 0785, Email: nmdc.buyback@idbicapital.com

Place: New Delhi Date: 04-08-2016

13. DIRECTORS' RESPONSIBILITY As per Regulation 19(1) (a) of the Buyback Regulations, the Board of Directors of the Company accepts full responsibility for the information contained in this Public Announcement and confirms that the information in this Public Announcement contain true, factual and material information and does not contain any mitiscaling information.

the Board of Directors of NMDC Limited

Shri Devinder Singh Ahluwalia Director (Finance) (DIN: 02164448)

Shri A.S. Pardha Saradhi Company Secretary

Smt. Bharathi Sivaswami Sihag Chairman cum Managing Directo (DIN: 02154196)