

एनएमडीसी



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

10<sup>th</sup> January 2019

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

Dear Sir/Madam,

**Sub: Submission of Public Announcement for buyback of equity shares of NMDC Limited ("Company")**

**Ref: Stock Code: NSE: NMDC; BSE: 526371**

This is further to our intimation dated January 8, 2019, where the Company has informed that the Board of Directors of the Company have approved the proposal to Buyback fully paid up Equity Shares of the Company from the existing shareholders/ beneficial owners as on Record Date on a proportionate basis through the Tender Offer process.

In this connection please note that today i.e. January 10, 2019, the Company has published the Public Announcement dated January 8, 2019 of buyback in Financial Express (English – All editions), Jansatta (Hindi- All editions) and Nava Telangana (Telugu – Hyderabad edition) pursuant to Securities & Exchange Board of India (Buy-Back of Securities) Regulations, 2018("Buyback Regulations").

The copy of the said Public Announcement is enclosed for your reference and dissemination on the Stock Exchanges.

Thanking you,

Yours faithfully,  
For **NMDC Limited**

**A S Pardha Sardhi**  
Company Secretary

Encl.: a/a

FINANCIAL EXPRESS

NMDC Limited
Government of India Enterprise
CIN: L1310DP19553001674
Registered Office: Khanj Bhawan, 10-3/11/A, Castele Hills, Masab Tank, Hyderabad-500028

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF NMDC LIMITED FOR BUYBACK OF EQUITY SHARES THROUGH TENDER OFFER

This Public Announcement (the "Public Announcement") is being made pursuant to the provisions of Regulation 17 of the Securities and Exchange Board of India (SEBI) (Bank of Securities) Regulations, 1992 and Regulation 17 of the Securities and Exchange Board of India (SEBI) (Bank of Securities) Regulations, 1992 and Regulation 17 of the Securities and Exchange Board of India (SEBI) (Bank of Securities) Regulations, 1992.

CASH OFFER FOR BUYBACK OF NOT EXCEEDING 10,40,48,819 (TEN CRORE TWENTY LAKH FORTY THOUSAND EIGHT HUNDRED EIGHTEEN) FULLY PAID UP EQUITY SHARES OF FACE VALUE OF Rs. 10 each AT A PRICE OF Rs. 100.00 (RUPEES ONE HUNDRED ONLY) FULLY PAID UP EQUITY SHARES ON PROPORTIONATE BASIS THROUGH THE TENDER OFFER PROCESS.

Table with columns: Date, No. of Equity Shares, Acquisition Price, Nature of Transaction, Consideration Paid. Lists transactions from April 1973 to February 1970.

1. The Board of Directors (the "Board") of NMDC Limited ("Company") passed a resolution on January 28, 2019 ("Board Meeting") to approve the proposal of buyback of fully paid up equity shares of the Company of Rs. 100.00 per share ("Buyback")...

2. The Buyback is in accordance with the provisions of Section 68, 69 and all other applicable provisions of any of the Companies Act 2013 as amended (the "Companies Act"), the Companies (Buyback of Securities) Regulations, 2002 and the Securities and Exchange Board of India (SEBI) (Bank of Securities) Regulations, 1992...

3. The Buyback offer price of Rs. 100/- (Rupees One Hundred) per Equity Share has been fixed after considering various factors such as the current market price of the Equity Shares on the Stock Exchange and the Equity Shares of the Company are listed on the stock exchange...

4. The Buyback Offer Price of Rs. 100/- (Rupees One Hundred) per Equity Share is being offered at a discount of 20% to the current market price of the Equity Shares on the Stock Exchange...

5. The Buyback Offer Price of Rs. 100/- (Rupees One Hundred) per Equity Share is being offered at a discount of 20% to the current market price of the Equity Shares on the Stock Exchange...

6. The Buyback Offer Price of Rs. 100/- (Rupees One Hundred) per Equity Share is being offered at a discount of 20% to the current market price of the Equity Shares on the Stock Exchange...

7. The Buyback Offer Price of Rs. 100/- (Rupees One Hundred) per Equity Share is being offered at a discount of 20% to the current market price of the Equity Shares on the Stock Exchange...

8. The Buyback Offer Price of Rs. 100/- (Rupees One Hundred) per Equity Share is being offered at a discount of 20% to the current market price of the Equity Shares on the Stock Exchange...

9. The Buyback Offer Price of Rs. 100/- (Rupees One Hundred) per Equity Share is being offered at a discount of 20% to the current market price of the Equity Shares on the Stock Exchange...

10. The Buyback Offer Price of Rs. 100/- (Rupees One Hundred) per Equity Share is being offered at a discount of 20% to the current market price of the Equity Shares on the Stock Exchange...

11. The Buyback Offer Price of Rs. 100/- (Rupees One Hundred) per Equity Share is being offered at a discount of 20% to the current market price of the Equity Shares on the Stock Exchange...

12. The Buyback Offer Price of Rs. 100/- (Rupees One Hundred) per Equity Share is being offered at a discount of 20% to the current market price of the Equity Shares on the Stock Exchange...

Quote Auditor's Report as prescribed in clause (a) of Schedule III of the Buyback Regulations. To: The Board of Directors, NMDC Limited, Khanj Bhawan, 10-3/11/A, Castele Hills, Masab Tank, Hyderabad-500028.

Dear Sirs, Sub: Report in terms of Clause (a) of Schedule III of the Securities and Exchange Board of India (SEBI) (Bank of Securities) Regulations, 1992.

We, the Chartered Accountants, the Statutory Auditors of the Company, have been pleased to read the Board of Directors of NMDC Limited ("Company") resolution dated January 28, 2019 regarding the proposal of buyback of equity shares of the Company...

1. We have reviewed the details of the Company in relation to its audited accounts for the year ended March 31, 2018 as approved by the Board of Directors on the meeting held on March 28, 2018 and as audited final financial statements for the year ended March 31, 2018 as approved by the Board of Directors on the meeting held on March 28, 2018.

2. The amount of permissible net cash available for buyback of equity shares (including preference) in relation to the above is Rs. 10,40,48,819/- as per the provisions of Regulation 17 of the Securities and Exchange Board of India (SEBI) (Bank of Securities) Regulations, 1992.

Table with columns: Particulars, Standalone Amount (in Rs. Crores). Rows include Issued, subscribed and fully paid up equity shares, Free Reserves, etc.

3. 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 our report, we report that we are not aware of anything that indicates that the company is in violation of the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (SEBI) (Bank of Securities) Regulations, 1992.

4. The Board of Directors after meeting held on January 28, 2019 for the purpose of the proposal of buyback of equity shares of the Company, has resolved to buyback of equity shares of the Company of Rs. 100.00 per share at a price of Rs. 100.00 per share.

5. We are not aware of anything to indicate that the proposal expressed by the Directors in relation to the buyback of equity shares of the Company is in violation of the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (SEBI) (Bank of Securities) Regulations, 1992.

6. The compliance with the provisions of the Companies Act, 2013 and Buyback Regulations on the responsibility of the Company's management. Our responsibility as auditors is to report on the amount of permissible cash for the buyback and report that the audited accounts on the basis of which calculation with reference to buyback is approved and the resolution of the Board of Directors for the meeting held on January 28, 2019 is in accordance with the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (SEBI) (Bank of Securities) Regulations, 1992.

7. This report is addressed to and provided to the Board of Directors of the Company in accordance with the provisions of the Securities and Exchange Board of India (SEBI) (Bank of Securities) Regulations, 1992. It is not intended to be relied upon by any other person.

8. The Buyback Offer Price of Rs. 100/- (Rupees One Hundred) per Equity Share is being offered at a discount of 20% to the current market price of the Equity Shares on the Stock Exchange...

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16. The Buyback Offer Price of Rs. 100/- (Rupees One Hundred) per Equity Share is being offered at a discount of 20% to the current market price of the Equity Shares on the Stock Exchange...

17. The Buyback Offer Price of Rs. 100/- (Rupees One Hundred) per Equity Share is being offered at a discount of 20% to the current market price of the Equity Shares on the Stock Exchange...

IDBI Capital
IDBI Capital Markets & Securities Limited
Registered Office: 10-3/11/A, Castele Hills, Masab Tank, Hyderabad-500028
CIN: L1310DP19553001674



NMD Limited (A Government of India Enterprise) CIN: L1510CA1990G001674

Registered Office: Khanij Bhawan, 42D-3/2, Patel Park, New Delhi-110002. India. Ms. Pooja Mehta, Assistant Bank, Hyderabad-500028

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF NMD LIMITED FOR BUYBACK OF EQUITY SHARES THROUGH TENDER OFFER

The Public Announcement (the "Public Announcement") is being made pursuant to the provisions of Regulation 72(1) of the Securities and Exchange Board of India (SEBI) Act, 1956 (the "SEBI Act") and Regulation 15(2) of the Securities and Exchange Board of India (SEBI) Regulations, 2015 (the "SEBI Regulations").

CASH OFFER FOR BUYBACK OF NOT EXCEEDING 10,24,81,815 (TEN CRORE TWENTY LAKH FOUR THOUSAND EIGHT HUNDRED THIRTY ONE THOUSAND FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹ 1 EACH AT A FEE OF ₹38.20 PER SHARE) THROUGH TENDER OFFER PROCESS

Table with columns: Date, No. of Shares, Acquisition Price, Nature of Transaction, and Comments. Contains historical transaction data from 2004 to 2019.

11. The Board of Directors ("Board") of NMD Limited ("Company") passed a resolution on January 8, 2019 to "Buyback" or "Repurchase" of Equity Shares of the Company...

12. The Buyback is in compliance with the provisions of Section 69, 69A and 69B and other applicable provisions of the Companies Act, 2013 as amended (the "Companies Act")...

13. The Buyback offer is being extended to the aggregate of the fully paid-up equity shares held by the members as on the date of the Buyback offer...

14. The maximum amount required by the Company for the said Buyback aggregating to Rs. 3,00,00,00,000 (Rupees Three Thousand Crores) is well within the limits of the Company's financial resources...

15. The Buyback offer of Rs. 99,99,99,999 (Rupees Nine Crores) is being offered at a discount of 10% to the average closing price of the Equity Shares...

16. The Buyback shall not be considered as an offer to sell or a purchase of shares by the Company...

17. The Board has resolved to publish this public announcement on the website of the Company and to extend to the website of SEBI (www.sebi.gov.in) during the period of the Buyback...

18. The Buyback offer will not be considered as an offer to sell or a purchase of shares by the Company...

19. The Buyback offer will not be considered as an offer to sell or a purchase of shares by the Company...

20. The Buyback offer will not be considered as an offer to sell or a purchase of shares by the Company...

Table with columns: Date of Transaction, No. of Equity Shares, Acquisition Price, Nature of Transaction, and Comments. Contains transaction data for 2019.

Drafts Auditor's Report as prescribed in Clause (x) of Schedule I of the Buyback Regulations: The Company is pleased to inform that the Auditor's Report for the year ended March 31, 2018 has been received...

Dear Sirs: Report on Terms of Issue of Clause (x) of Schedule I of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2015

We, the Regs & P: Chartered Accountants, the Statutory Auditors of the Company, have been informed that the Board of Directors of NMD Limited (the "Company") intend to raise the issue of Equity Shares of face value of ₹ 1 each at a premium of ₹ 38.20 per share...

Table with columns: Particulars, Amount in ₹ Crores, and Standalone. Shows financial details for the buyback offer.

2.1. The Equity Shares bought back in the offer form shall be transferred directly to the account of the Company (the "Company")...

2.2. The Equity Shares bought back in the offer form shall be transferred directly to the account of the Company...

2.3. The Equity Shares bought back in the offer form shall be transferred directly to the account of the Company...

2.4. The Equity Shares bought back in the offer form shall be transferred directly to the account of the Company...

2.5. The Equity Shares bought back in the offer form shall be transferred directly to the account of the Company...

2.6. The Equity Shares bought back in the offer form shall be transferred directly to the account of the Company...

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2.8. The Equity Shares bought back in the offer form shall be transferred directly to the account of the Company...

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2.13. The Equity Shares bought back in the offer form shall be transferred directly to the account of the Company...

IDBI capital logo and detailed text for IDBI Capital Markets & Securities Limited, including contact information and regulatory details.



NMDC Limited (A Government of India Enterprise)

Registered Office: Khambhavi, 10-3/11A, Castele Hill, Masab Tank, Hyderabad-500028

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF NMDC LIMITED FOR BUYBACK OF EQUITY SHARES THROUGH TENDER OFFER

This Public Announcement ("the Public Announcement") is being made pursuant to the provisions of Regulation 27 of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 ("the Buy-Back Regulations")...

CASH OFFER FOR BUYBACK OF NOT EXCEEDING 15.26,40,415 TEN CRORE TWENTY LAKE FORTY THOUSAND EIGHT HUNDRED FIFTEEN FULLY PAID UP EQUITY SHARES OF FACE VALUE OF Rs. 10 EACH AND 1,52,64,041.5 PERCENT BENEFICIAL OWNERS ONLY FULLY PAID UP EQUITY SHARE ON PROPORTIONAL BASIS THROUGH THE TENDER OFFER PROCESS

Table with columns: Date, No. of Equity Shares, Acquisition Price, Nature of Consideration. Rows include dates from April 2017 to December 2018.

1. DETAILS OF THE BUYBACK OFFER OFFER PRICE

1.1 The Board of Directors ("the Board") of NMDC ("Company") passed a resolution on January 11, 2019 ("Board Meeting") to approve the proposal of buyback of fully paid-up equity shares of face value of Rs. 10 each ("Shares") or "Equity Shares" of the Company not exceeding 15.26,40,415 (Fifteen Lakhs Forty Thousand Eight Hundred Fifteen) Equity Shares of the Company...

1.2 The Buyback is an exercise of the provisions of Section 69, 70 and all other applicable provisions, as amended, of the Companies Act, 2013 ("Companies Act")... The maximum amount payable by the Company for the buyback of equity shares is Rs. 152.640415 Crores (Rupees One Hundred and Fifty Two Lakhs Forty Thousand Eight Hundred Fifteen Crores)...

1.3 The Buyback offer size is not exceeding 15.26,40,415 of the aggregate of the fully paid-up equity shares of the Company... The maximum amount payable by the Company for the buyback of equity shares is Rs. 152.640415 Crores (Rupees One Hundred and Fifty Two Lakhs Forty Thousand Eight Hundred Fifteen Crores)...

1.4 The maximum amount payable by the Company for the buyback of equity shares is Rs. 152.640415 Crores (Rupees One Hundred and Fifty Two Lakhs Forty Thousand Eight Hundred Fifteen Crores)...

1.5 The Buyback offer price of Rs. 108 (Rupees Ninety Eight Paise) per Equity Share has been arrived at after considering various factors such as the average closing prices of the Equity Shares on the Stock Exchanges where the Equity Shares of the Company are listed...

1.6 The Buyback shall be on a proportionate basis from all the Eligible Shareholders of the Company through the "Tender Offer" mode, as prescribed under Regulation 40(a) of the Buy-Back Regulations...

1.7 The Buyback Offer will not include any other expenses incurred or to be incurred for the Buyback Offer like filing charges to SEBI, Stock Exchange fees, advisors fees, public announcement, public relations, printing and despatch charges, and other incidental and related expenses...

1.8 A copy of this Public Announcement is available on the Company's website (www.nmdc.com) and is expected to be available on the website of SEBI (www.sebi.gov.in) and the website of the Registrar of Companies (www.mca21.com)...

2. NECESSITY FOR BUYBACK: Share Buyback is an acquisition by a company of its own shares. The objective is to return surplus cash to the members holding equity shares of the Company. Buyback is a more efficient form of returning surplus cash to the members holding equity shares of the Company...

2.1 The Buyback will help the Company to return surplus cash to its members holding equity shares in a proportionate manner, thereby, enhancing the overall return to members...

2.2 The Buyback, which is being implemented through the Tender Offer mode as prescribed under the Buy-Back Regulations, is expected to result in a higher number of shares as per their entitlement of 15% of the number of shares to be bought back, reserved to 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 shareholders"...

2.3 The Buyback may help in improving return on equity. a. Optimizes the capital structure.

3. DETAILS OF PROMOTER SHAREHOLDING AND INTENTION TO PARTICIPATE IN THE BUYBACK: 3.1 The aggregate shareholding of the Promoter as on the date of the Board Meeting is as follows:

Table with columns: Name of shareholder, No. of Equity Shares held, No. of Equity Shares to be Shared, Percentage of Share Capital. Rows include President of India and other shareholders.

3.2 The Board has confirmed on the date of Board Meeting (i.e. January 11, 2019) that it has a full and complete understanding of the details of the Buyback and has approved the Buyback offer. The Board has also confirmed that it has no intention to participate in the Buyback.

3.3 The Board has confirmed that it has no intention to participate in the Buyback. The Board has also confirmed that it has no intention to participate in the Buyback.

3.4 The Board has confirmed that it has no intention to participate in the Buyback. The Board has also confirmed that it has no intention to participate in the Buyback.

3.5 The Board has confirmed that it has no intention to participate in the Buyback. The Board has also confirmed that it has no intention to participate in the Buyback.

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3.16 The Board has confirmed that it has no intention to participate in the Buyback. The Board has also confirmed that it has no intention to participate in the Buyback.

3.17 The Board has confirmed that it has no intention to participate in the Buyback. The Board has also confirmed that it has no intention to participate in the Buyback.

3.18 The Board has confirmed that it has no intention to participate in the Buyback. The Board has also confirmed that it has no intention to participate in the Buyback.

3.19 The Board has confirmed that it has no intention to participate in the Buyback. The Board has also confirmed that it has no intention to participate in the Buyback.

3.20 The Board has confirmed that it has no intention to participate in the Buyback. The Board has also confirmed that it has no intention to participate in the Buyback.