

NMDC Limited

CIN: L13100AP1958GOI001674 Registered Office: Khanij Bhavan, 10-3-311/A, Castle Hills, Masab Tank, Hyderabad-500028 Tel.: +91 40 23538757, Fax: +91 40 23538759| E-mail: cs@nmdc.co.in | Website: www.nmdc.co

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 7(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (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 Schedule II to the Buyback Regulations.

CASH OFFER FOR BUYBACK OF NOT EXCEEDING 10.20.40.815 (TEN CRORE TWENTY LAKH FORTY THOUSAND EIGHT HUNDRED FIFTEEN) FULLY PAID UP EQUITY SHARES OF FACE VALUE OF Re. 1 EACH AT A PRICE OF Rs.98/- (RUPEES NINETY EIGHT ONLY) PER FULLY PAID UP EQUITY SHARE ON PROPORTIONATE BASIS THROUGH THE TENDER OFFER PROCESS

- DETAILS OF THE BUYBACK OFFER AND OFFER PRICE 1.1 The Board of Directors (the "Board") of NMDC Limited ("NMDC" / "Company") passed a resolution on January 8, 2019 ("Board Meeting") to approve the proposal of buyback of fully paid-up equity shares of face value of Re.1/- each ("Shares") or "Equity Shares") of hand paradiagness and some state value of the Company not exceeding 10,20,40,815 (Ten Crore Twenty Lakh Forty Thousand Eight Hundred Fifteen)Equity Shares from the equity shareholders/beneficial owners of Equity Shares of the Company as on Record Date (hereinafter defined) (the "Eligible Shareholders"), on a proportionate basis, through tender offer route (the "Buyback" "Buyback Offer")at a price of Rs.98/- (Rupees Ninety Eight only)per Equity Share ("Buyback Price"/ "Buyback Offer Price") payable in cash, for an aggregate maximum consideration not exceeding Rs.1,000 Crore (Rupees One Thousand Crore)excluding the transaction costs viz. brokerage, applicable taxes such as securities transaction tax GST, stamp duty, etc. (the "Buyback Offer Size"). The Buyback is subject to receipt of any approvals, permissions and sanctions of statutory regulatory or governmental any approvals, permissions and sanctions of statutory, regularity of governmental authorities as may be required under applicable laws including but not limited to Securities and Exchange Board of India ("SEBI"), the BSE Limited (the "BSE"), National Stock Exchange of India Limited ("NSE") and Calcutta Stock Exchange Limited (the "CSE"), where the Equity Shares of the Company are listed. BSE and NSE together referred as "Stock Exchanges".
- applicable provisions, if any, of the Companies Act 2013, as amended (the "Companies Act"), the Companies (Share Capital and Debentures) Rules, 2014, as amended (the "Share Capital Rules") to the extent applicable and in accordance with Article 6A of the Articles of Association of the Company, and subject to the provisions of the Buyback Regulations and such other approvals, permissions as may be required from time to time from the Stock Exchanges where the Equity Shares of the Company are listed and from any other statutory and/or regulatory authority, as may be required and which may be agreed to by the Board and/or any committee thereof. The Buyback would be undertaken in accordance with SEBI circular bearing number CIR/CFD/POLICYCELL /1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 (the "SEBI Circulars"), which prescribes mechanism for acquisition of shares through stock exchange. In this regard, the Company will request BSEto provide the acquisition window. For the purpose of this Buyback, BSE would be the Designated Stock Exchange. 1.3 The Buyback offer size is not exceeding 10% of the aggregate of the fully paid-up equity

1.2 The Buyback is in accordance with the provisions of Section 68, 69, 70 and all other

- share capital and free reserves as per the audited standalone financial statements of the Company for the financial year ended March 31, 2018 (the last audited financial statements available as on the date of the Board Meeting approving the Buyback) and is within the statutory limits of 10% of the aggregate of the fully paid-up equity share capital and free reserves as per audited standalone financial statements of the Company under the Board of Directors approval route as per the provisions of the Companies Act. Since the Company proposes to Buyback up to 10,20,40,815 (Ten Crore Twenty Lakh Forty Thousand Eight Hundred Fifteen) Equity Shares representing approximately 3.23% of the total number of Equity Shares in the total paid-up share capital of the Company, the same is within the 25% limit as per the provisions of the Companies Act.
- Rs.1,000 Crore (Rupees One Thousand Crore), is within permitted limits. The funds for the Buyback will be met out of internally generated cash resources of the Company. The Company confirms that as required under Section 68(2)(d) of the Companies Act and Regulation 4(ii) of Buyback Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the fully paid-up share capital and free reserves after the Buyback. 1.5 The Buyback offer price of Rs.98/- (Rupees Ninety Eight Only) per Equity Share has been

1.4 The maximum amount required by the Company for the said Buyback aggregating to

- 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, the net-worth of the Company and the impact of the Buyback on the key financial ratios of the Company. The Buyback Offer Price of Rs.98/- (Rupees Ninety Eight Only)per Equity Share represents (i) premium of 2.70% on BSE and 2.82% on NSE over the volume weighted average price of the equity Shares on BSE and NSE respectively for 2 weeks preceding the date of intimation to the BSE and NSE for the Board Meeting to consider the proposal of the Buyback; (iii) premium of 2.35% on BSE and 2.35% on NSE over the closing market price of the Equity Shares on BSE and NSE on the date of intimation to BSE and NSE i.e. January 1, 2019. 1.6 The Buyback shall be on a proportionate basis from all the Eligible Shareholders of the
- Company through the "Tender Offer" route, as prescribed under Regulation 4(iv)(a) of the Buyback Regulations. Please see paragraph 9 below for details regarding record date and share entitlement for tender in the Buyback. 1.7 The Buyback Offer Size does not include any other expenses incurred or to be incurred for the Buyback like filing fees payable to SEBI, Stock Exchange fees, advisors fees, public announcement publication expenses, printing and dispatch expenses, and other
- 1.8 A copy of this Public Announcement is available on the Company's website vww.nmdc.com) and is expected to be available on the website of SEBI (www.sebi.gov.in) during the period of the Buyback and on the website of Stock
- Exchanges (www.bseindia.com) and (www.nseindia.com).

2. NECESSITY FOR BUY BACK $Share\ buyback\ is\ the\ acquisition\ by\ a\ company\ of\ its\ own\ shares.\ The\ objective\ is\ to\ return$

incidental and related expenses

- 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, inter-alia, for the following reasons: The Buyback will help the Company to return surplus cash to its members holding equity
- shares broadly in proportion to their shareholding, thereby, enhancing the overall return to 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 per their entitlement 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 iii. The Buyback may help in improving return on equity;
- iv. Optimizes the capital structure
- 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 i.e.
- Tuesday, January 8, 2019 is given below:

Name of shareholder	No. of Equity Shares held	No. of Equity Shares held in dematerialized form	Percentage issued Equity Share capital
President of India acting through Ministry of Steel, Government of India	2,29,15,71,551	2,29,15,71,551	72.43%
2 No shares in the Company were eith			

- approved.
- 3.3 In terms of the Buyback Regulations, under the Tender Offer route, the promoter and promoter group of the Company have an option to participate in the Buyback. In this regard, the Promoter as listed in paragraph 3.1 above has expressed their intention, vide their letter dated January 8, 2019 to participate in the Buyback and tender up to 10,20,40,815 (Ten Crore Twenty Lakh Forty Thousand Eight Hundred Fifteen) Equity
- 3.4 Since the entire shareholding of the Promoter is in the demat mode, the details of the date and price of acquisition/ sale of entire Equity Shares that the Pri

Date of Transaction	No. of Equity Shares	Acquisition/Sale Consideration (Rs)	Nature of Transaction /Consideration
November 15, 1958	4	4000	Subscription to memorandum by 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
August 05, 1963	5,000	50,00,000	Further allotment to Gol
October 18, 1963	7,500	75,00,000	Further allotment to Gol
January 25, 1964	2,500	25,00,000	Further allotment to Gol
March 19, 1965	3,500	35,00,000	Further allotment to Gol
August 25, 1965	13,183	1,31,83,000	Further allotment to Gol
May 27, 1966	14,250	1,42,50,000	Further allotment to Gol
July 15, 1966	20,000	2,00,00,000	Further allotment to Gol
October 18, 1966	7,000	70,00,000	Further allotment to Gol
November 19, 1966	9,000	90,00,000	Further allotment to Gol
March 28, 1967	964	9,64,000	Further allotment to Gol
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	16,50,000	Further allotment to Gol

8.350

20,000

31.800

6.200

July 08, 1968

December 24, 1969

February 03, 1970

83.50.000

3.18.00.000

62.00.000

April 04, 1970 July 04, 1970	24,800 16,000	2,48,00,000 1,60,00,000	Further allotment to Gol 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
			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	
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
November 14, 1972	81,897*	8,18,97,000	Further allotment to Gol
March 21, 1973	60,403*	6,04,03,000	Further allotment to Gol
May 01, 1978	(11,828)*	1,18,28,000	Cancellation
way 01, 13/0	(60,403)*	6,04,03,000	Cancellation
December 22, 1978	25,000	2,50,00,000	Further allotment to Gol
	4,000	40,00,000	Further allotment to Gol
May 00 1000	25,500**	2,55,00,000	Allotment to GoI
May 09, 1980		,	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	2,38,00,000	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
			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	
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, 2009	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
		hares of the Compa re vide AGM dated S	ny from Rs.1000 per Equity September 24, 1992
December 28, 1993	(2,130,000)	17,79,00,000	Disinvestment to Public***
April 25, 1997	(5,154)	360000	Disinvestment to Employees of our Company****

December 20, 1999	(2,100,000)	17,73,00,000	Distrivestment to rubite	
April 25, 1997	(5,154)		Disinvestment to Employees of our Company****	
Sub-division of nominal value of Equity shares of the Company from Rs.1000 per Equity Share to Rs.10 per Equity Share vide AGM dated September 24, 1992				

17,79,00,000

(2,130,000)

December 28, 1993

April 25, 1997	(5,154)	3,60,000	Disinvestment to
			Employees of our
			Company****
		shares of the Compar hare vide EGM dated	ny from Rs.10 per Equity April 03, 2008
June 13, 2008	260,04,40,920	Bonus Issue in the	Bonus Issue in the
		ratio of 2 Equity	ratio of 2 Equity
		Shares for 1 Equity	Shares for 1 Equity
		Share held	Share held
March 27, 2010	(33,22,43,200)	99,30,42,00,000	Offer for Sale*****
December 12, 2012	(39,64,71,600)	59,73,27,00,000	Offer for sale through
			Stock Exchange
			Mechanism*****
October 23, 2013	(280)	39,000	Offer and allotment of
			equity shares to an
			eligible employee of
			NMDC Limited as per
			CCEA approval dated
			October 25, 2012
October 10, 2016	(80.08.20.108)	75 27 70 90 152	Buyback of Equity

Total Current Holding	2,29,15,71,551		
			Mechanism******
			Stock Exchange
January 9 & 10, 2018	(795,54,641)	12,24,53,03,826	Offer for sale through
			Shares******
October 10, 2016	(80,08,20,108)	75,27,70,90,152	Buyback of Equity
			October 25, 2012
			CCEA approval dated
			NMDC Limited as per
			eligible employee of
			equity snares to an

and Mines under the Public Sector Iron and Steel Companies (Restructuring) and Miscellaneous Provisions (Modification of paid up Share Capital) Order, 1979 No. 131 dated April 28, 1979, out of 1,10,297 equity share (i.e. 28,400 equity shares issued on August 19, 1972 and 81,897 equity shares issued on November 14, 1972) 11,828 equity shares were cancelled ** Allotment of equity shares pursuant to acquisition of 25,50,000 equity shares of Rs.10

the Company to Steel Authority of India and pursuant to an order of the Ministry of Steel

- each fully paid up in Mandovi Pellets Limited 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 Rs. 10 each of
- our Company were transferred to certain institutional investors and other members of the public for cash at an average price of Rs. 83.50 per equity share aggregating to Rs. 17,78,55,000. The Department of Public Enterprises, Ministry of Industries, vide its letter dated D.O.No.DPE/12(1)/92-Fin dated July 14, 1993 informed our Company and the Ministry of Steel about the disinvestment 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 Promoter to our employees at a price of Rs. 71 per
- share aggregating to Rs.3,65,934. 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 Re.1 each of NMDC Limited by the
- President of India for an issue price at Rs. 300 per share for the FPO of NMDC Ltd with Rs. 285 per share for retail and eligible employees ****** Offer for sale through Stock Exchange Mechanism of 39,64,71,600 equity shares of Rs.1
- each of NMDC Limited by the President of India at a floor price at Rs.147 per share. The average sale price in NSE was Rs. 150.80 per share in BSE it was Rs. 150.84 per share. *** The President of India acting through Ministry of Steel, Government of India, tendered
- 80,08,20,108 equity shares of Re.1 each at Rs. 94 per share under Buy-back Offer. ******* Pursuant to the Offer for Sale (OFS), the President of India (acting through the Ministry of Steel, Government of India), the Promoter of NMDC Limited sold equity shares
- aggregating 7,95,54,641 on 9th January 2018 and 10th January 2018 representing 2.51% of the paid-up equity share capital of the Company. The Floor Price for the Offe. was Rs. 153.50 per equity share. The aggregate amount raised is gross of Stock Exchange transaction charges and all applicable taxes and charges 4. The Board confirms that there are no defaults subsisting in the repayment of deposits. interest payment thereon, redemption of debentures or interest payment thereon or
- redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company 5. The Board has confirmed on the date of Board Meeting (i.e. January 8, 2019) that it has
- a) immediately following the date of the Board Meeting, there will be no grounds on which the Company could be found to be unable to pay its debts;

opinion that

Further allotment to Gol

Further allotment to Gol

Further allotment to Gol

Further allotment to Gol

made a full enquiry into the affairs and prospects of the Company and has formed an

b) as regards the Company's prospects for the year immediately following date of the

- Board Meeting and having regard to the Board's intentions 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 view 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 that date of Board Meeting; and c) in forming an opinion as aforesaid, the Board has taken into account the liabilities as if the Company was being wound up under the provisions of the Companies Act 1956 or
- Companies Act, 2013 or Insolvency and Bankruptcy Code 2016,as the case may be, including prospective and contingent liabilities
- The text of the report dated January 8, 2019 received from Tei Rai & Pal. Chartered Accountants, Statutory Auditors of the Company addressed to the Board of Directors of the Company is reproduced below:

Auditor's Report as prescribed in Clause (xi) of Schedule I of the Buyback Regulations:

The Board of Directors **NMDC Limited** 10-3-311/A Khanii Bhayan Castle Hills, Masab Tank, Hyderabad Telangana, 500028

on November 13, 2018;

Sub: Report in terms of Clause (xi) of Schedule I of the Securities and Exchange Board

of India (Buy-Back of Securities) Regulations, 2018

- We, Tej Raj & Pal, Chartered Accountants, the Statutory Auditors of the Company, have been informed that the Board of Directors of NMDC Limited (the "Company") in their meeting held on January 8, 2019 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, the Companies (Share Capital and Debenture) Rules, 2014 and subsequent amendments thereof and Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018("Buy-back Regulations") at a price of Rs.98 per share. In terms of the requirements of Clause (xi) of Schedule I of the Buy-back
- 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, 2018 as approved by the Board of Directors in the meeting held on May 28, 2018 and unaudited limited reviewed results for the six month

ended September 30, 2018 as approved by the Board of Directors in their meeting held

The amount of permissible capital payment towards buy-back of equity shares (including premium) in question as ascertained below in our view has been properly determined in accordance with Section 68(2) of the Companies Act, 2013 and Regulation 4 of Buy-back Regulations

Particulars	Standalone Amount (in Rs. Crores) As on March 31, 2018
Issued, subscribed and fully paid up equity shares:	
3,16,38,90,474Equity Shares of Re. 1/-each, fully paid up	316.39
Total-A	316.39
Free Reserves	
General reserve	22,973.79
Retained Earnings	1,026.00
Total-B	23,999.79
Total C=A+B	24,316.18
Maximum amount permissible for the Buy-back i.e. 10% of the aggregate fully paid-up equity share capital and free reserves pursuant to Section 68(2) of the Companies Act requiring Board Resolution.	2,431.61
Amount approved by the Board of Directors for buy-back in the meeting held on January 8, 2019.	1,000.00

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 January 8, 2019, is unreasonable in all the circumstances in the present contex The Board of Directors in their meeting held on January 8, 2019have formed the opinion

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

within a period of one year from that date. 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

to in paragraph (i) to (v) above

in terms of Clause (x) of Schedule I of the Buy-back Regulations, on reasonable grounds

that the Company, having regard to its state of affairs, shall not be rendered insolvent

The compliance with the provisions of the Companies Act, 2013 and Buy-back Regulations is the responsibility of the Company's management. Our responsibility is to report on the amount of permissible capital for the buy-back and report that the audited accounts on the basis of which calculation with reference to buy-back is done and read the resolution of the Board of Directors for the meeting held on January 8, 2019 referred

This report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Buy-back Regulations solely to enable the Board of Directors of the Company to include it in public announcement, draft letter of offer and letter of offer to be circularised to the shareholders and filed with various regulatory agencies and providing to parties including the Manager to the offer, in connection with Buy-back and should not be used for any other purpose or by any other person

Yours faithfully, For M/s Tej Raj & Pal Firm Regn. No. 304124E

CA Dinakar Mohanty Partner Membership No.: 059390 Place: New Delhi Date: January 8,2019

PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUYBACK The Buyback is open to all Eligible Shareholders of the Company holding Shares either

- in physical and/or electronic form on the Record Date. The Buyback shall be implemented by the Company using the "Mechanism for
- acquisition of shares through Stock Exchange" notified by SEBI vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015and circular no. CFD/DCR2/CIR/P/2016/ 131 dated December 9, 2016following the procedure prescribed in the Companies Act 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 IDBI Capital Markets &
- Securities 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 pany. The contact details of the Company's Broker are as follows

(n) IDBI capital IDBI Capital Markets & Securities Limited

6thFloor, IDBI Tower, WTC Complex, Cuffe Parade, Mumbai - 400005 Contact Person: Ms. Charushila Parkar Tel No.: +91 (22) 2217 1700; Fax No.: +91 (22) 2215 1787; Email:charushila parkar@idbicapital.com; Website:www.idbicapital.com SEBI Registration Number: INZ000007237 Corporate Identity Number: U65990MH1993GOI075578

placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback. The details of the platform will be as specified by BSE from time to time. During the tendering period, the order for selling the Equity Shares will be placed in the

The Company will request BSE to provide a separate acquisition window to facilitate

- acquisition window by Eligible Shareholders through their respective stock brokers ("Shareholder Broker")during normal trading hours of the secondary market. The nareholder Broker can enter orders for demat shares as well as physical shares
- 7.6 Procedure to be followed by Eligible Shareholders holding Equity Shares in the Eligible 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 they intend to tender under the Buyback
- The Shareholder Broker would be required to place an order/bid on behalf of the Shareholders who wish to tender Equity Shares in the Buyback using the acquisition window of the BSE. Before placing the order/bid, the Eligible Shareholder would require to transfer the number of Equity Shares tendered to the special account of Indian Clearing Corporation Limited ("Clearing Corporation" / "ICCL"), by using the early pay in mechanism as prescribed by BSE or ICCL prior to placing the bid by the reholder Broker. This shall be validated at the time of order/ bid entry. c. The details of the settlement number for the Buyback will be provided in separate circular
- which shall be issued at the time of issue opening by Designated Stock Exchange/ Clearing Corporation. 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 (i.e. date of closing of the Buyback offer). 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. Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration
- Slip ("TRS") generated by the stock exchange bidding system to the Eligible reholder on whose behalf the bid has been placed. TRS will contain details of order submitted like bid ID No., DP ID, client ID, No. of Equity Shares tendered etc. Procedure to be followed by Eligible Shareholders holding Equity Shares in the
- Eligible 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 certificate(s) (ii)valid share transfer form(s)/ Form SH 4 duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iii) self-attested copy of PAN Card(s) of all holders, (iv)any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized 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 Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar card, voter identity card or passport. In the event, any of the above referred details are not provided. then the Company may decide the validity of such bid/Tender Form in consultation with the Registrar to the Buyback Offer and Manager to the Buyback Offer
- Based on these documents, the concerned Shareholder Broker shall place an order/bid on behalf of the Eligible Shareholders holding physical Equity Shares 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 TRS generated by the exchange bidding system to the Eligible Shareholders. TRS will contain the details of order submitted like

- folio no., certificate no., distinctive no., no. of Equity Shares tendered etc Any Shareholder Broker/Eligible Shareholder who places a bid for physical Equity
- Shares, is required to deliver the original share certificate(s) & documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback Offer i.e. Aarthi Consultants Pvt. Ltd. (at the address mentioned at paragraph 11 below) not later than 2 (two) days from the offer closing date. The envelope should be superscribed as "NMDC Buyback Offer 2019". 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, Eligible 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 Offer will verify such bids based on the documents submitted on a daily basis and till such verification, BSE 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 The cumulative quantity tendered shall be made available on BSE website i.e.
 - www.bseindia.comthroughout the trading session and will be updated at specific intervals during the tendering period. METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per Buyback Regulations:

- The Company will transfer the funds pertaining to the Buyback to the Company's Broker account as per the prescribed schedule. For Equity Shares accepted under the Buyback, ICCL will make direct funds payout to respective Eligible Shareholders. Il Shareholders' bank account detail are not available or if the funds transfer instruction is rejected by Reserve Bank of India ("'RBI") /Bank, due to any reason, then such funds will be transferred to the concerned Shareholder Broker settlement bank account for onward transfer to their respective shareholders.
- escrow account of the Company (the "Demat Escrow Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the BSE. The Eligible Shareholders will have to ensure that they keep the depository participant

The Equity Shares bought back in the demat form would be transferred directly to the

("DP") account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to non-acceptance. Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Eligible Shareholders would be returned to them by ICCL.If the securities transfer

instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Shareholder Broker's depository pool account for onward transfer

- to the Shareholder. In case of custodian participant orders, excess demat Shares or unaccepted demat Shares, if any, will be returned to the respective custodian Any excess physical Equity Shares pursuant to proportionate acceptance/rejection will returned to the concerned Eligible Shareholders directly by Registrar to the Buyback Offer.The Company is authorized to split the share certificate and issue new Consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the
- effected as per the SEBI Circulars and as prescribed by stock exchange and ICCL from time to time. ICCL would settle the trades by making direct funds payout to the Eligible Shareholders and the Shareholder Broker would issue contract note to the Company for the Equity Shares accepted under the Buyback. Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback. If Eligible Shareholders' bank account details are not available or if the fund transfer instruction is rejected by RBI or bank, due to any reasons, then the amount payable to Eligible Shareholders will be transferred to the Shareholder Broker for onward transfer to the Eligible Shareholder. 8.7 Eligible Shareholders who intend to participate in the Buyback should consult their

respective Shareholder Broker for any cost, applicable taxes, charges and expenses

(including brokerage) that may be levied by the Shareholder Broker upon the selling

Eligible Shareholders for tendering Equity Shares in the Buyback (secondary marke transaction). The Buyback consideration received by the selling Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges

Buyback by Eligible Shareholders holding Equity Shares in the Physical form.

8.6 The settlement of fund obligation for dematerialized and physical Equity Shares shall be

- and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage)incurred solely by the selling Eligible Shareholders. 8.9 The Equity Shares lying 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

As required under the Buyback Regulations, the Company has fixed Friday, January 18

- 2019 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 The Equity Shares proposed to be bought back by the Company, as part of this Buyback Offer shall be divided into two categories: (a) reserved category for Small Shareholders
- (A "Small 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 Rs.2,00,000 (Rupees Two Lakh Only)) and (b) the general category for all other shareholders, and the entitlement of a shareholder in each category shall be calculated accordingly. In accordance with Regulation 6 of the Buyback Regulations, 15% (fifteen 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. On the basis of 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 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 offer by shareholders in that category, and thereafter from shareholders who have tendered over
- and above their entitlement in other category. The Eligible Shareholders' participation in the Buyback will be voluntary. The Eligible Shareholders can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback or they may choose to not participate and enjoy a resultan increase in their percentage shareholding, post Buyback, without additional investment. The Eligible Shareholders may also tender a part of their entitlement. The Eligible
- 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 Fligible Shareholders, if at all 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. 9.8 The Equity Shares tendered as per the entitlement by shareholders as well as additional
- shares tendered, if any, will be accepted as per the procedure laid down in Buyback
- Detailed instructions for participation in the Buyback (tender 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 through email along with the application form in due course to the Eligible Shareholders as on Record Date, who have their email IDs registered with the Company registrar and transfer agent/ depository, however, on receipt of a request byRegistrar to the Buyback Offer and Manager to the Buyback Offer to receive a copy of Letter of Offer in physical formatfrom such Eligible Shareholder (to whom Letter of Offer and Tender Form were emailed), the same shall be sentphysically. For all remaining Eligible Shareholders who do not have their email IDs registered with the Company/Registrar to the Buyback / depository, the Letter of Offer alongwith Tender Form will be sent physically.

Investor may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e. 10:00 a.m. IST to 5:00 p.m. IST on all working days except Saturday, Sunday and public holidays.

Khanii Bhayan, 10-3-311/A. Castle Hills, Masab Tank, Hyderabad-500028

Tel: 040-23538757, Fax: 040-23538759, Email: cs@nmdc.co.in

REGISTRAR TO THE BUYBACK OFFER/INVESTOR SERVICE CENTRE In case of any query, the shareholders may contact the Registrar & Transfer Agent on

any day except Saturday, Sunday and Public Holidays from 10:00 a.m. IST to 5:00 p.m. IST i.e. Monday to Friday at the following address:



COMPLIANCE OFFICER

Shri A.S. Pardha Saradhi,

Company Secretary

Aarthi Consultants Pvt. Ltd. 1-2-285, Domalguda, Hyderabac Contact Person: G. Bhaskara Murthy Tel.: +91 40 2763 8111/2763 4445, Fax.: +91 40 27632184 Email: info@aarthiconsultants.com, bhaskar@aarthiconsultants.com; Website:www.aarthiconsultants.com SEBI Registration Number: INR000000379

Validity Period: Permanent CIN:U74140TG1992PTC014044

MANAGER TO THE BUYBACK OFFER (↑) IDBI capital

IDBI Capital Markets & Securities Limited 6th floor, IDBI Tower, WTC Complex, Cuffe Parade, Mumbai 400 005 Tel No.:+91 (22) 2217 1700; Fax No.: +91 (22) 22151787; Contact Person: Sumit Singh

Email:nmdc.buyback@idbicapital.com; Website:www.idbicapital.com SEBI Registration Number: INM000010866; Validity Period: Permanent Corporate Identity Number: U65990MH1993GOI075578

13. DIRECTORS' RESPONSIBILITY

N. Baijendra Kumar

Chairman cum Managing Director

(DIN: 03289526)

As per Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors of the Company accept the responsibility for the information contained in this Public Announcement and confirms that this Public Announcement contains true, factual

and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of NMDC Limited

Amitava Mukherjee Director (Finance) (DIN: 08265207)

A S PardhaSardhi Company Secretary (M. Number: ACS8380)

Place:New Delhi Date: January 8, 2019