LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is being sent to you, being an Eligible Shareholder of NMDC Limited (the "**Company**") as on the Record Date in accordance with Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 ("**Buyback Regulations**"). If you require any clarifications about the action to be taken, you may consult your stockbroker or investment consultant or the Manager to the Buyback Offer i.e. IDBI Capital Markets & Securities Limited or the Registrar to the Buyback Offer i.e. Aarthi Consultants Pvt. Ltd.. Please refer to the section on 'Definitions of Key terms' for the definition of the capitalized terms used herein.

एन एम डी सी

NMDC

NMDC Limited

(A Government of India Enterprise)

Registered Office: Khanij Bhavan, 10-3-311/A, Castle Hills, Masab Tank, Hyderabad-500028

CIN: L13100AP1958GOI001674

Contact Person: Shri A S Pardha Saradhi , Company Secretary

Tel: 040-23538757 |**Fax**: 040-23538759

|**Email**: cs@nmdc.co.in |**Website**: www.nmdc.co.in

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 ₹1 EACH, REPRESENTING 3.23% OF THE TOTAL NUMBER OF EQUITY SHARES IN THE ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY, FROM ALL THE EXISTING SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF THE COMPANY AS ON THE RECORD DATE I.E. FRIDAY, JANUARY 18, 2019 ON PROPORTIONATE BASIS, THROUGH THE "TENDER OFFER" PROCESS AT A PRICE OF ₹98 (RUPEES NINETY EIGHT ONLY) PER EQUITY SHARE FOR AN AGGREGATE CONSIDERATION NOT EXCEEDING ₹1,000 CRORE (RUPEES ONE THOUSAND CRORE)

1) The Buyback is in accordance with the provisions of Sections 68, 69, 70 and all other applicable provisions of the Companies Act, 2013, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended to the extent applicable and in accordance with Article 6A of the Articles of Association of the Company and in accordance with Regulation 4(iv)(a) and other applicable provisions contained in the Buyback Regulations and subject to such other approvals, permissions and sanctions as may be necessary, from time to time from statutory, regulatory or governmental authorities under applicable laws including but not limited to SEBI, the Stock Exchanges and Reserve Bank of India etc.
2) The Buyback Offer Size which is not exceeding ₹1,000 Crore (Rupees One Thousand Crore only) being 4.11 % of the aggregate of the fully paid-up equity share capital and free reserves as per the audited standalone financial statements of the Company for the financial year ended March 31, 2018 (i.e. 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 financial statements of the Company under the Board of Directors approval route as per the provisions of the Companies Act, 2013.
3) The Letter of Offer will be sent to the Eligible Shareholders as on the Record Date i.e. Friday, January 18, 2019.
4) The procedure for acceptance is set out in paragraph 20 (*Procedure for Tender Offer and Settlement*) on page 34 of this Letter of Offer. The Tender Form is enclosed together with this Letter of Offer.
5) For mode of payment of cash consideration to the Eligible Shareholders, please refer to paragraph 20.29 (*Method of Settlement*) on page 40 of this Letter of Offer.
6) A copy of the Public Announcement, this Letter of Offer and the Letter of Offer (including Tender Form) is expected to be available on the website of SEBI - www.sebi.gov.in and the website of the Company - www.nmdc.co.in.
7) Eligible Shareholders are advised to refer to paragraph 17 (*Details of Statutory Approvals*) on page 29 of this Letter of Offer and paragraph 21 (*Note on Taxation*) on page 41 of this Letter of Offer before tendering their Equity Shares in the Buyback.

All future correspondence in relation to the Buyback, if any, should be addressed to Manager to the Buyback or Registrar to the Buyback at the respective addresses mentioned below:

MANAGER TO THE BUYBACK OFFER	REGISTRAR TO THE BUYBACK OFFER
IDBI CAPITAL MARKETS & SECURITIES LIMITED 6th floor, IDBI Tower, WTC Complex, Cuffe Parade, Mumbai 400 005; **Contact Person:** Sumit Singh; **Tel No.**:+91 (22) 2217 1700; **Fax No.**: +91 (22) 2215 1787; **Email**:nmdc.buyback@idbicapital.com; **Website**: www.idbicapital.com **SEBI Registration Number**: INM000010866; **Validity Period**: Permanent **Corporate Identity Number**: U65990MH1993GOI075578	**AARTHI CONSULTANTS PVT. LTD.** 1-2-285, Domalguda, Hyderabad 500 029; **Contact Person:** G. Bhaskara Murthy; **Tel.:** +91 (40) 2763 8111/2763 4445 **Fax.:** +91 (40) 2763 2184 **Email**:info@aarthiconsultants.com/ bhaskar@aarthiconsultants.com; **Website:** www.aarthiconsultants.com **SEBI Registration Number:** INR000000379 **Validity Period:** Permanent **CIN:** U74140TG1992PTC014044

BUYBACK PROGRAMME

BUYBACK OPENS ON: WEDNESDAY, FEBRUARY 13, 2019

BUYBACK CLOSES ON: WEDNESDAY, FEBRUARY 27, 2019

(LAST DATE/TIME OF RECEIPT OF COMPLETED APPLICATION FORMS AND OTHER SPECIFIED DOCUMENTS INCLUDING PHYSICAL SHARE CERTIFICATES BY THE REGISTRAR: MARCH 1, 2019 , BY 5:00 P.M.

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1. SCHEDULE OF THE ACTIVITIES FOR THE BUYBACK OFFER

Activity	Date	Day
Date of Board Meeting approving the proposal of the Buyback	January 8, 2019	Tuesday
Date of Public Announcement for Buyback	January 8, 2019	Tuesday
Date of publication of the Public Announcement for the Buyback	January 10, 2019	Thursday
Record Date for determining the Buyback Entitlement and the names of Eligible Shareholders	January 18, 2019	Friday
Date of Opening of the Buyback Offer	February 13, 2019	Wednesday
Date of Closing of the Buyback Offer	February 27, 2019	Wednesday
Last date of receipt of the completed Tender Forms and other specified documents including physical Equity Share certificates by the Registrar	March 1, 2019	Friday
Last date of verification of Tender Forms by the Registrar	March 5, 2019	Tuesday
Last date of intimation regarding acceptance / non- acceptance of tendered Equity Shares to the Stock Exchange by the Registrar	March 6, 2019	Wednesday
Last date of settlement of bids on the Stock Exchange	March 7, 2019	Thursday
Last date of dispatch of share certificate(s) by Registrar/ payment to shareholders/ return of unaccepted demat shares by Stock Exchange to Shareholder Broker/ Eligible Shareholders	March 7, 2019	Thursday
Last date of extinguishment of Equity Shares	March 11, 2019	Monday

2. DEFINITION OF KEY TERMS

This Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or specified otherwise, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Letter of Offer, but not defined herein shall have the meaning ascribed to such terms under the Buyback Regulations, the Companies Act, 2013, the Depositories Act, and the rules and regulations made thereunder.

Term	Description
Acceptance	Acceptance of Equity Shares, tendered by Eligible Shareholders in the Buyback Offer
Acquisition Window	The facility for acquisition of Equity Shares through mechanism provided by the Designated Stock Exchange in the form of a separate window in accordance with the SEBI Circulars
Additional Shares / Additional Equity Shares	Additional Equity Shares tendered by an Eligible Shareholder over and above the Buyback Entitlement of such Equity Shareholder upto the Eligible Equity Shares
Articles/ AOA	Articles of Association of the Company
Board Meeting	Meeting of the Board of Directors held on January 8, 2019 approving inter alia, the proposal for the Buyback Offer
Board/ Board of Directors/ Director(s)	Board of directors of the Company (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized 'Committee' thereof)
BSE	BSE Limited
Buyback/ Buyback Offer/Offer/ Buyback Offer Size	Buyback of not exceeding 10,20,40,815 (Ten Crore Twenty Lakh Forty Thousand Eight Hundred Fifteen) Equity Shares at a price of ₹98 (Rupees Ninety Eight only) per Equity Share for an aggregate consideration not exceeding ₹1,000 Crore (Rupees One Thousand Crore)
Buyback Committee/Committee	The Buyback Committee of the Board, constituted and authorized for the purposes of the Buyback by way of a resolution of the Board dated January 8, 2019
Buyback Entitlement	The number of Equity Shares that an Eligible Shareholder is entitled to tender in the Buyback Offer, based on the number of Equity Shares held by such Eligible Shareholder on the Record Date and the ratio/percentage of Buyback applicable in the category to which such Eligible Shareholder belongs
Buyback Opening Date	Wednesday, February 13, 2019
Buyback Closing Date	Wednesday, February 27, 2019

Term	Description
Buyback Regulations	Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Clearing Corporation / ICCL	Indian Clearing Corporation Limited
Company/NMDC/ "we" "us" "ours"	NMDC Limited, unless the context states otherwise
Companies Act, 1956	The Companies Act, 1956, as amended (to the extent applicable)
Companies Act, 2013	The Companies Act, 2013, as amended
Company's Broker	IDBI Capital Markets & Securities Limited
CSE	Calcutta Stock Exchange Limited
Depositories	Collectively, NSDL and CDSL
Designated Stock Exchange	The designated stock exchange for the Buyback, being, BSE
DIN	Director Identification Number
Draft Letter of Offer/ Offer Document/ DLoF	The draft Letter of Offer dated January 15, 2019 filed with SEBI through the Manager to the Buyback Offer, containing disclosures in relation to the Buyback as specified in Schedule III of the Buyback Regulations
DP	Depository Participant
DTAA	Double Taxation Avoidance Agreement
Eligible Equity Shares	Eligible Equity Shares means the lower of: (i) Total number of Equity Shares held by an Eligible Shareholder as on the Record Date; or (ii) Total number of Equity Shares tendered by an Eligible Shareholder.
Equity Shares/ Shares	Fully paid-up equity shares of face value ₹1/- each of the Company
Equity Shareholders/ Shareholders	Holders of the Equity Shares of the Company and includes beneficial owner(s) thereof
Eligible Shareholder(s)	All shareholders / beneficial owner(s) of Equity Shares of the Company as on Record Date i.e. Friday, January 18, 2019.
Escrow Account	The escrow account titled "NMDC Escrow Account–Buyback 2019" opened with the Escrow Agent in terms of the Escrow Agreement
Escrow Agent	Indusind Bank Limited
Escrow Agreement	The escrow agreement dated January 29, 2019 has been entered into between the Company, Escrow Agent and the IDBI Capital Markets & Securities Limited
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, as amended
FII(s)	Foreign Institutional Investor(s)
FPI(s)	Foreign Portfolio Investor(s)
Form / Tender Form	Form of Acceptance-cum-Acknowledgement to be filled in by the Eligible Shareholders to participate in the Buyback
Financial Year/Fiscal/FY	Period of 12 months ended March 31 of that particular year
GoI	Government of India
HUF	Hindu Undivided Family
Income Tax Act	The Income Tax Act, 1961, as amended
Letter of Offer	Letter of Offer dated February 4, 2019 filed with SEBI containing disclosures in relation to the Buyback as specified in the Buyback Regulations, including comments received from SEBI on the Draft Letter of Offer
LTCG	Long-term Capital Gains
Ltd.	Limited
Manager / Manager to the Buyback Offer / IDBI Capital	IDBI Capital Markets & Securities Limited
MMTPA	Million metric tonne per annum
Non-Resident Shareholders	Includes Non-Resident persons and Bodies Corporate, NRI(s), FII(s), FPI(s) and erstwhile OCBs
NRE	Non Residents External
NRI	Non Resident Indian
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB	Overseas Corporate Bodies
Offer Period / Tendering Period	Period of 10 working days from the date of opening of the Buyback Offer till its closure (both days inclusive)

Term	Description
Offer Price / Buyback Offer Price/ Buyback Price	Price at which Equity Shares will be bought back from the Eligible Shareholders i.e. ₹98/- (Rupees Ninety Eight only) per Equity Share, payable in cash
PAN	Permanent Account Number
Promoter/ Promoter Group	The President of India acting through Ministry of Steel, Government of India
Public Announcement / PA	The public announcement dated January 8, 2019 , made in accordance with the Buyback Regulations, published in Financial Express (English – All Editions), Jansatta (Hindi – All Editions) and Nava Telangana (Telugu – Hyderabad Edition) being regional language daily on January 10, 2019
Ratio of Buyback	The ratio of the Buy-back: (i) in case of Small Shareholders, 90 Equity Shares for every 451 Equity Shares held by such Small Shareholder on the Record Date; and (ii) for Eligible Shareholders other than Small Shareholders, 5 Equity Shares for every 178 Equity Shares held by such Eligible Shareholder on the Record Date
RBI	Reserve Bank of India
Record Date	The date for the purpose of determining the entitlement and the names of the Equity Shareholders, to whom the Letter of Offer and Tender Form will be sent and who are eligible to participate in the Buyback Offer in accordance with Buyback Regulations. This date shall be Friday, January 18, 2019
Registrar to the Buyback Offer/ Registrar	Aarthi Consultants Pvt Ltd
SEBI	Securities and Exchange Board of India
SEBI Circulars	Tendering of Equity Shares by Shareholders and settlement of the same, through the stock exchange mechanism as specified by SEBI in the 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
SEBI Listing Regulations	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
Shareholder Broker	A stock broker (who is a member of the BSE and/or NSE) of an Eligible Shareholder, through whom the Eligible Shareholder wants to participate in the Buyback
Small Shareholder	An Eligible Shareholder, who holds Equity Shares of market value not more than two lakh rupees, on the basis of closing price on the recognized stock exchange registering the highest trading volume, as on Record Date i.e. Friday, January 18, 2019
STCG	Short-term Capital Gains
Stock Exchanges	BSE, NSE and CSE, being the stock exchanges where the Equity Shares of the Company are listed
Tender Form	Form of Acceptance-cum-Acknowledgement
Tender Offer	Method of buyback as defined in Regulation 2(i)(q) of the Buyback Regulations
TRS	Transaction Registration Slip
Working Day	Working day shall have the meaning ascribed to it under the Buyback Regulations

3. DISCLAIMER CLAUSE

As required, a copy of this Letter of Offer has been submitted to Securities and Exchange Board of India (SEBI). It is to be distinctly understood that submission of this Letter of Offer to SEBI should not, in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet the Buyback commitments or for the correctness of the statements made or opinions expressed in this Letter of Offer. The Manager to the Buyback Offer, IDBI Capital Markets & Securities Limited has certified that the disclosures made in this Letter of Offer are generally adequate and are in conformity with the provisions of the Companies Act, 2013 and the Buyback Regulations. This requirement is to facilitate Eligible Shareholders to take an informed decision for tendering their Equity Shares in the Buyback.

It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in this Letter of Offer, the Manager to the Buyback Offer is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose. The Manager to the Buyback Offer, IDBI Capital Markets & Securities Limited has furnished to SEBI a due diligence certificate dated January 15, 2019 in accordance with Buyback Regulations which reads as follows:

"We have examined various documents and materials contained in the annexure to the Letter of Offer, as part of the due-diligence carried out by us in connection with the finalization of the Public Announcement dated January 8, 2019 and the Letter of Offer. On the basis of such examination and the discussions with the Company, we hereby state that:

- *The Public Announcement and the Letter of Offer are in conformity with the documents, materials and papers relevant to the Buyback offer.*
- *All the legal requirements connected with the said Buyback offer including Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, have been duly complied with.*
- *The disclosures in the Public Announcement and the Letter of Offer are, to the best of our knowledge, true, fair and adequate in all material respects for the Eligible Shareholders of the Company to make a well informed decision in respect of the captioned Buyback Offer.*
- *Funds used for Buyback shall be as per the provisions of the Companies Act, 2013, as amended"*

The filing of the Letter of Offer with SEBI does not, however, absolve the Company from any liabilities under the provisions of the Companies Act, 2013 or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed Buyback.

Promoter/ Board of Directors declare and confirm that no information/ material likely to have a bearing on the decision of Eligible Shareholders has been suppressed/ withheld and/ or incorporated in the manner that would amount to mis-statement/ misrepresentation and in the event of it transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to a mis-statement/ mis-representation, the Promoter/ Board of Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act, 2013, Buyback Regulations and other applicable laws and regulations.

Promoter/ Board of Directors also declare and confirm that funds borrowed from the banks and financial institutions will not be used for the Buyback.

Disclaimer for U.S. Persons:

The information contained in this Letter of Offer is exclusively intended for persons who are not US Persons as such term is defined in Regulations of the US Securities Act of 1933, as amended, and who are not physically present in the United States of America. This Letter of Offer does not in any way constitute an offer to sell, or an invitation to sell, any securities in the United States of America or in any other jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any such restrictions.

Disclaimer for Persons in other foreign countries:

This Letter of Offer together with the Public Announcement that was published in connection with this Buyback, has been prepared for the purposes of compliance with the Buyback Regulations. Accordingly, the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. The Company and the Manager to

the Buyback are under no obligation to update the information contained herein at any time after the date of this Letter of Offer. This Letter of Offer does not in any way constitute an offer to sell or an invitation in any form to subscribe/purchase/ sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any such restrictions.

No action has been or will be taken to permit the Buyback in any jurisdiction where action would be required for that purpose. The Letter of Offer will be dispatched to all Equity Shareholders whose names appear on the register of members of the Company, as of the Record Date. However, receipt of the Letter of Offer by any Equity Shareholder in a jurisdiction in which it would be illegal to make this Offer, or where making this Offer would require any action to be taken (including, but not restricted to, registration of the Letter of Offer under any local securities laws), shall not be treated by such Equity Shareholder as an offer being made to them and shall be construed by them as being sent for information purposes only.

Persons in possession of the Letter of Offer are required to inform themselves of any relevant restrictions in their respective jurisdictions. Any Equity Shareholder who tenders his, her or its Equity Shares in the Buyback shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buyback.

Forward Looking Statement:

This Letter of Offer contains certain forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as 'aim', 'anticipate', 'believe', 'expect', 'estimate', 'intend', 'objective', 'plan', 'project', 'will', 'will continue', 'will pursue' or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to, inter alia, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which we operate.

4. TEXT OF THE RESOLUTION PASSED AT THE BOARD MEETING

The Buyback through Tender Offer was considered and approved by the Board of Directors of the Company at their meeting held on January 8, 2019. The extracts of the minutes of the Board Meeting are as follows:

RESOLVED THAT:-

Pursuant to the provisions of Section 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013 as amended (the "**Companies Act**"), and in accordance with Article 6A of the Articles of Association of the Company, the Companies (Share Capital and Debentures) Rules, 2014 (the "**Share Capital Rules**") to the extent applicable, and in compliance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (the "**Buyback Regulations**"), and any statutory modification(s) or re-enactment thereof, for the time being in force and, subject to such other approvals, permissions and sanctions of Securities and Exchange Board of India ("**SEBI**"), Ministry of Corporate Affairs/ Registrar of Companies, Andhra Pradesh & Telangana (the "**ROC**") and/ or other authorities, institutions or bodies (the "**Appropriate Authorities**"), as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (the "**Board**" which expression shall include any committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), the Board hereby approves the buy back by the Company of its fully paid-up equity shares of ₹1/- each not exceeding 10,20,40,815 equity shares (representing 3.23% of the total number of equity shares in the paid-up share capital of the Company) at a price of ₹98/- (Rupees ninety eight only) per equity share (the "**Buy Back Offer Price**") payable in cash for an aggregate consideration not exceeding ₹1,000 crore (Rupees one thousand crore) (the "**Buyback Offer Size**") being 4.11% of the aggregate of the fully paid-up equity share capital and free reserves as per the audited standalone financial statements of the Company for the financial year ended March 31, 2018 and is within the statutory limits of 10% (Ten Percent) of the aggregate of the fully paid-up equity share capital and free reserves under the Board of Directors approval route as per the provisions of the Companies Act from the equity shareholders of the

Company, as on the record date, on a proportionate basis, through the **Tender Offer** route as prescribed under the Buyback Regulations (hereinafter referred to as the "**Buyback**").

RESOLVED FURTHER THAT:-

The Buyback Offer Size does not include any expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India, advisors fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses.

RESOLVED FURTHER THAT:-

The Company, to the extent legally permissible, implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 subsequent amendments thereof.

RESOLVED FURTHER THAT:-

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

RESOLVED FURTHER THAT:-

Company has complied and shall continue to comply with Section 70 of the Companies Act, 2013 wherein:

a) It shall not directly or indirectly purchase its own shares:
   i. through any subsidiary company including its own subsidiary companies; or
   ii. through any investment company or group of investment companies; or
b) 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.
c) The Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Companies Act, 2013

RESOLVED FURTHER THAT:-

Confirmation is hereby made by the Board of Directors that:

a) all equity shares of the Company are fully paid up;
b) the Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the date of this Board meeting;
c) the Company shall not issue and allot any shares or other specified securities including by way of bonus, till the date of expiry of buyback period;
d) the Company shall not raise further capital for a period of one year from expiry of buyback period, except in discharge of its subsisting obligations.
e) the Company shall not buy back its equity shares from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
f) that the aggregate consideration for Buyback not exceeding ₹1,000 crore (Rupees one thousand crore only), does not exceed 10% of the aggregate of the fully paid-up equity share capital and free reserves as per the audited standalone financial statement 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);
g) that the maximum number of equity shares proposed to be purchased under the Buyback i.e. 10,20,40,815 equity shares, does not exceed 25% of the total number of equity shares in the paid-up share capital of the Company;
h) 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 as prescribed under the Companies Act, 2013 and rules made thereunder and Buyback Regulations;
i) there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, 2013, as on date.
j) the Company shall not buy-back its shares or other specified securities so as to delist its shares or other specified securities from the stock exchange as per Regulation 4(v) of Buyback Regulation.

RESOLVED FURTHER THAT:-

As required by Clause (x) of Schedule I under Regulation 5 of the Buyback Regulations, the Board hereby confirms that the Board of Directors have made a full enquiry into the affairs and prospects of the Company and that based on such full inquiry conducted into the affairs and prospects of the Company, the Board of Directors has formed an opinion that:

a) immediately following the date of this Board meeting, 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, and having regard 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 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 the date of this 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 and Insolvency and Bankruptcy Code 2016, as the case may be, including prospective and contingent liabilities.

RESOLVED FURTHER THAT:-

The proposed Buyback be implemented from the existing shareholders including the Promoter(s) of the Company as have been disclosed under the shareholding pattern filings made by the Company from time to time under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations 2011, as amended ("**SEBI Takeover Regulations**") as the Board may consider appropriate, from out of its free reserves and/or Surplus in the statement of profit and loss and/or such other sources or by such mechanisms as may be permitted by Law, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit.

RESOLVED FURTHER THAT:-

Company shall not use borrowed funds, directly or indirectly, whether secured or unsecured, of any form and nature, from Banks and Financial Institutions for paying the consideration to the equity shareholders who have tendered their equity shares in the Buyback.

RESOLVED FURTHER THAT:-

The Company shall not Buyback the locked-in equity shares or other specified securities, if any and non-transferable equity shares or other specified securities, if any, till the pendency of the lock-in or till the equity shares or other specified securities become transferable;

RESOLVED FURTHER THAT:-

The draft of the Declaration of Solvency prepared in the prescribed form and supporting affidavit, placed before the meeting be and is hereby approved and signed pursuant to Section 68(6) of the Companies Act, 2013 and Company Secretary be and is hereby authorised to file the same with the ROC and the SEBI.

RESOLVED FURTHER THAT:-

The Buyback from shareholders who are persons resident outside India including the Foreign Institutional Investors, Overseas Corporate Bodies, if any, shall be subject to such approvals, if, and to the extent necessary or required including approvals from Reserve Bank of India under Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, if any.

RESOLVED FURTHER THAT:-

As per the provisions of Section 68(8) of the Companies Act, 2013, the Company will not issue same kind of shares or other specified securities within a period of 6 months after the completion of the Buyback except by way of bonus issue or in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares.

RESOLVED FURTHER THAT:-

No information/ material likely to have a bearing on the decision of the investors has been suppressed/ withheld and/ or incorporated in the manner that would amount to mis-statement/ misrepresentation and the event of it transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to mis-statement/ misrepresentation, the Board and the Company shall be liable for penalty in terms of the provisions of the Companies Act, 2013 and Buyback Regulations.

RESOLVED FURTHER THAT:-

The buyback is being proposed in keeping with the Company's desire to enhance overall shareholders value and the buyback would lead to reduction in total number of equity shares.

RESOLVED FURTHER THAT:-

The post-facto approval of Board for appointment of IDBI Capital Markets & Securities Limited as Manager to the Buyback Offer on nomination basis be and is hereby accorded.

RESOLVED FURTHER THAT:-

A Committee be constituted ("**Buyback Committee**") comprising of Chairman and Managing Director and Director (Finance) and that Company Secretary shall act as the Secretary to the Buyback Committee. Further, that the Buyback Committee is hereby authorized, to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper, as the Buyback Committee may consider to be in the best interests of the shareholders, including but not limited to:

a) appointment of brokers, registrar, advertising agency, escrow bank, printer, compliance officer and other advisors, consultants or representatives;

b) finalizing the terms of buyback like the mechanism for the buyback, record date, entitlement ratio, the schedule of activities for Buyback including finalizing the date of opening and closing of Buyback, the timeframe for completion of the buyback;

c) to enter into escrow arrangements as may be required in terms of the Buyback Regulations;

d) opening, operation and closure of all necessary accounts, including bank accounts, depository accounts (including escrow account) for the purpose of payment and authorizing persons to operate the said accounts;
e) preparation, signing and filing of public announcement, the draft letter of offer/ letter of offer with the SEBI, ROC, the stock exchanges and other Appropriate Authority;
f) making all applications to the Appropriate Authority for their requisite approvals including approvals as may be required from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, if any;
g) extinguishment of dematerialized shares and physical destruction of share certificates and filing of certificate of extinguishment required to be filed in connection with the Buyback on behalf of the Company and/ or the Board, as required under applicable law;
h) appoint any intermediaries / agencies / persons as may be required for the purposes of the Buyback and decide and settle the remuneration for all such intermediaries/ agencies/ persons, including by the payment of commission, brokerage, fee, charges etc and to enter into agreements/ letters in respect thereof;
i) to affix the Common Seal of the Company on relevant documents required to be executed for the buyback of shares in accordance with the provisions of the Articles of Association of the Company.
j) sign, execute and deliver such other documents, deeds and writings and to do all such acts, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, to be in the best interest of the shareholders for the implementation of the Buyback, and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, RBI, ROC, stock exchanges, depositories and/or other Appropriate Authorities.
k) obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law.
l) dealing with stock exchanges (including their clearing corporations), where the equity shares of the Company are listed, and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016.
m) to delegate all or any of the authorities conferred on them to any Director(s)/ Officer(s)/ Authorized Signatory(ies)/ Representative(ies) of the Company.
n) to give such directions as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise in relation to the Buyback.
o) to settle and resolve any queries or difficulties raised by SEBI, stock exchanges, ROC and any other authorities whatsoever in connection to any matter incidental to and ancillary to the Buyback.

RESOLVED FURTHER THAT:-

In terms of Regulation 24(iii) of the Buyback Regulations, Company Secretary, NMDC be and is hereby appointed as the Compliance Officer for the Buyback.

RESOLVED FURTHER THAT:-

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

RESOLVED FURTHER THAT:-

The Company do maintain a register of securities bought back wherein details of equity shares bought back, consideration paid for the equity shares bought back, date of cancellation of equity shares and date of extinguishing and physically destroying of equity shares and such other particulars as may be prescribed, shall be entered and that the Company Secretary of the Company be and is hereby authorised to authenticate the entries made in the said register.

RESOLVED FURTHER THAT:-

Any of the Directors of the Company and /or the Company Secretary for the time being, be and are hereby severally authorized to file necessary e-forms with the Ministry of Corporate Affairs/Registrar of Companies, Andhra Pradesh & Telangana and to do all such acts, deeds and things as may be necessary to give effect to the above resolutions.

5. DETAILS OF PUBLIC ANNOUNCEMENT

In accordance with the provisions of Regulation 7(i) of the Buyback Regulations, the Company has made a Public Announcement dated January 8, 2019 in relation to the Buyback which was published on January 10, 2019 in the following newspapers. The Public Announcement was issued within two working days from the date of the passing of the resolution in the meeting of Board of Directors for the Buyback i.e., January 8, 2019.

Publication	**Language**	**Editions**
Financial Express	English	All

Publication	Language	Editions
Jansatta	Hindi	All
Nava Telangana	Telugu	Hyderabad

The Company will publish further notices or corrigenda, if any, in the above mentioned newspapers.

A copy of the Public Announcement is available on the SEBI website at www.sebi.gov.in and the website of the Company i.e. www.nmdc.co.in.

6. DETAILS OF THE BUYBACK

The Board of Directors of NMDC Limited on January 8, 2019 passed a resolution to buyback Equity Shares of the Company not exceeding 10,20,40,815 (Ten Crore Twenty Lakh Forty Thousand Eight Hundred Fifteen) fully paid-up Equity Shares of face value ₹1 each from all the existing shareholders / beneficial owners of Equity Shares of the Company as on Record Date, on a proportionate basis, through the "**Tender Offer"** process, at a price of ₹98/- (Rupees Ninety Eight only) per Equity Share payable in cash, for an aggregate consideration not exceeding of ₹1,000 Crore (Rupees One Thousand Crore).

The Buyback is in accordance with the provisions of Article 6A of the Articles of Association of the Company, Section 68, 69, 70 and all other applicable provisions if any, of the Companies Act, 2013, as amended, the Companies (Share Capital and Debentures) Rules, 2014 (the "**Share Capital 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 SEBI and Stock Exchanges.

The Buyback Offer Size being 4.11% of the aggregate of the fully paid-up equity 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 financial statements of the Company under the Board of Directors approval route as per the provisions of the Companies Act, 2013.The maximum number of Equity Shares proposed to be bought back represents 3.23% of the total number of Equity Shares in the issued, subscribed and paid-up equity share capital of the Company.

The maximum amount required by the Company for the said Buyback will not exceed ₹1,000 Crore (Rupees One Thousand Crore) and is within permitted limits.

The funds for the Buyback will be met out of internally generated cash resources of the Company. 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 sheet. The Company confirms that as required under Section 68(2)(d) of the Companies Act, 2013 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 paid-up capital and free reserves after the Buyback.

The Buyback shall be on proportionate basis from all the Equity Shareholders of the Company through the "**Tender Offer**" process, as prescribed under Regulation 4(iv)(a) of the Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering of Equity Shares by such Shareholders and settlement of the same, through the stock exchange mechanism as specified in SEBI Circulars.

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.

The shareholding of the Promoter of the Company as on the date of Public Announcement (i.e. January 8, 2019) is as follows:

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	2,29,15,71,551	2,29,15,71,551	72.43%

No shares in the Company were either purchased or sold by the Promoter during a period of six months preceding the date of the Board Meeting at which the Buyback was approved.

In terms of the Buyback Regulations, under the Tender Offer process, the promoter and promoter group of the Company has the option to participate in the Buyback. In this regards, promoter i.e. the President of India, acting through Ministry of Steel, Government of India ("**Promoter**") have expressed their intention vide its letter dated January 8, 2019 to participate in the Buyback and tenders up to 10,20,40,815 (Ten Crore Twenty Lakh Forty Thousand Eight Hundred Fifteen) Equity Shares of the Company in the Buyback.

Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the Promoter in the Company may increase or decrease from the existing 72.43% holding in the total paid-up equity share capital of the Company as on date of the Board Meeting i.e. January 8, 2019. The Promoter of the Company is already in control over the Company and therefore such increase/decrease in voting rights of the Promoter will not result in any change in control over the Company.

Post Buyback, the non-promoter shareholding of the Company may increase or decrease from the existing 27.57 % of the post Buyback equity share capital of the Company. The non-promoter holding shall not fall below the minimum level required as per listing conditions/SEBI Listing Regulations.

7. AUTHORITY FOR THE BUYBACK

The Buyback is in accordance with the provisions of Article 6A of the Articles of Association of the Company, Section 68, 69, 70 and all other applicable provisions if any, of the Companies Act, 2013 as amended, the Companies (Share Capital and Debenture) Rules, 2014 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 SEBI and Stock Exchanges.

The Board of Directors at their meeting on January 8, 2019 passed a resolution approving buyback of Equity Shares of the Company.

8. NECESSITY OF THE BUYBACK

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. 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:

i. 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 members;

ii. 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 shareholder";

iii. The Buyback may help in improving return on equity;

iv. Optimizes the capital structure.

9. MANAGEMENT DISCUSSION AND ANALYSIS OF THE LIKELY IMPACT OF BUYBACK ON THE COMPANY

9.1 We believe the Buyback is not likely to cause any material impact on the profitability/ earnings of the Company. Assuming there is full response to the Buyback to the extent of 100%, the funds deployed by the Company towards the Buyback would be ₹1,000 Crore (Rupees One Thousand Crore) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, GST, stamp duty, etc.

9.2 We believe the Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations. The Buyback is expected to contribute

to the overall enhancement of shareholder value and result in an increase in the return on equity of the Company.

9.3 In terms of the Buyback Regulations, under the Tender Offer process, the promoter and promoter group of the Company has the option to participate in the Buyback. In this regards, Promoter have expressed their intention, vide its letter dated January 8, 2019 to participate in the Buyback and tenders upto 10,20,40,815 (Ten Crore Twenty Lakh Forty Thousand Eight Hundred Fifteen) Equity Shares of the Company in the Buyback.

The Buyback of Equity Shares will not result in a change in control or otherwise affect the existing management structure of the Company.

9.4 Since the entire shareholding of the Promoter is in demat mode, the details of the date and price of acquisition/ sale of entire Equity Shares that the Promoter has acquired/sold till date as per the information provided by the Promoter vide its letter dated January 8, 2019, are set-out below:

Date of Transaction	**No. of Equity Shares**	**Acquisition/ Sale Consideration (₹)**	**Nature of Transaction/Consideration**
November 15, 1958	4	4,000	Subscription to memorandum by GoI
May 25, 1959	496	4,96,000	Further allotment to GoI
September 17, 1959	500	5,00,000	Further allotment to GoI
January 15, 1960	2,761	27,61,000	Further allotment to GoI
April 20, 1960	292	2,92,000	Further allotment to GoI
June 20, 1960	500	5,00,000	Further allotment to GoI
July 29, 1960	2,000	20,00,000	Further allotment to GoI
October 07, 1960	2,000	20,00,000	Further allotment to GoI
February 20, 1961	2,000	20,00,000	Further allotment to GoI
March 20, 1961	500	5,00,000	Further allotment to GoI
April 20, 1961	5,750	57,50,000	Further allotment to GoI
July 20, 1961	2,000	20,00,000	Further allotment to GoI
August 21, 1961	3,000	30,00,000	Further allotment to GoI
October 20, 1961	2,000	20,00,000	Further allotment to GoI
November 20, 1961	2,500	25,00,000	Further allotment to GoI
February 20, 1962	7,900	79,00,000	Further allotment to GoI
July 20, 1962	7,500	75,00,000	Further allotment to GoI
August 10, 1962	10,000	1,00,00,000	Further allotment to GoI
December 20, 1962	3,500	35,00,000	Further allotment to GoI
March 20, 1963	4,000	40,00,000	Further allotment to GoI
June 17, 1963	7,900	79,00,000	Further allotment to GoI
August 05, 1963	5,000	50,00,000	Further allotment to GoI
October 18, 1963	7,500	75,00,000	Further allotment to GoI
January 25, 1964	2,500	25,00,000	Further allotment to GoI
March 19, 1965	3,500	35,00,000	Further allotment to GoI
August 25, 1965	13,183	1,31,83,000	Further allotment to GoI
May 27, 1966	14,250	1,42,50,000	Further allotment to GoI
July 15, 1966	20,000	2,00,00,000	Further allotment to GoI
October 18, 1966	7,000	70,00,000	Further allotment to GoI
November 19, 1966	9,000	90,00,000	Further allotment to GoI
March 28, 1967	964	9,64,000	Further allotment to GoI
May 15, 1967	12,203	1,22,03,000	Further allotment to GoI
June 13, 1967	15,000	1,50,00,000	Further allotment to GoI
July 13, 1967	10,000	1,00,00,000	Further allotment to GoI
October 19, 1967	18,500	1,85,00,000	Further allotment to GoI
December 06, 1967	20,000	2,00,00,000	Further allotment to GoI
January 29, 1968	14,900	1,49,00,000	Further allotment to GoI
June 03, 1968	1,650	16,50,000	Further allotment to GoI
July 08, 1968	8,350	83,50,000	Further allotment to GoI
July 18, 1969	20,000	2,00,00,000	Further allotment to GoI
December 24, 1969	31,800	3,18,00,000	Further allotment to GoI
February 03, 1970	6,200	62,00,000	Further allotment to GoI
April 04, 1970	24,800	2,48,00,000	Further allotment to GoI
July 04, 1970	16,000	1,60,00,000	Further allotment to GoI
August 28, 1970	13,500	1,35,00,000	Further allotment to GoI

Date of Transaction	No. of Equity Shares	Acquisition/ Sale Consideration (₹)	Nature of Transaction/Consideration
September 08, 1970	8,000	80,00,000	Further allotment to GoI
October 24, 1970	6,700	67,00,000	Further allotment to GoI
November 20,1970	7,800	78,00,000	Further allotment to GoI
December 01, 1970	21,200	2,12,00,000	Further allotment to GoI
February 13, 1971	12,800	1,28,00,000	Further allotment to GoI
March 22, 1971	21,500	2,15,00,000	Further allotment to GoI
May 21, 1971	11,900	1,19,00,000	Further allotment to GoI
July 22, 1971	25,500	2,55,00,000	Further allotment to GoI
September 21, 1971	18,400	1,84,00,000	Further allotment to GoI
November 30, 1971	35,100	3,51,00,000	Further allotment to GoI
January 21, 1972	26,300	2,63,00,000	Further allotment to GoI
February 21, 1972	14,700	1,47,00,000	Further allotment to GoI
April 07, 1972	16,900	1,69,00,000	Further allotment to GoI
August 19, 1972	28,400*	2,84,00,000	Further allotment to GoI
November 14, 1972	81,897*	8,18,97,000	Further allotment to GoI
March 21, 1973	60,403*	6,04,03,000	Further allotment to GoI
May 01, 1978	(11,828)*	1,18,28,000	Cancellation
	(60,403)*	6,04,03,000	Cancellation
December 22, 1978	25,000	2,50,00,000	Further allotment to GoI
May 09, 1980	4,000	40,00,000	Further allotment to GoI
	25,500**	2,55,00,000	Allotment to GoI pursuant to acquisition in Mandovi Pellets Limited
January 03, 1981	10,000	1,00,00,000	Further allotment to GoI
May 23, 1981	10,000	1,00,00,000	Further allotment to GoI
August 31, 1981	8,500	85,00,000	Further allotment to GoI
November 04, 1981	2,500	25,00,000	Further allotment to GoI
January 15, 1982	12,500	1,25,00,000	Further allotment to GoI
June 09, 1982	23,800	2,38,00,000	Further allotment to GoI
March 26, 1983	39,800	3,98,00,000	Further allotment to GoI
July 04, 1983	30,000	3,00,00,000	Further allotment to GoI
September 08, 1983	25,000	2,50,00,000	Further allotment to GoI
November 11, 1983	5,000	50,00,000	Further allotment to GoI
April 19, 1984	13,500	1,35,00,000	Further allotment to GoI
June 30, 1984	8,000	80,00,000	Further allotment to GoI
March 06, 1985	40,000	4,00,00,000	Further allotment to GoI
April 23, 1985	42,600	4,26,00,000	Further allotment to GoI
September 16, 1985	25,000	2,50,00,000	Further allotment to GoI
December 27, 1985	46,000	4,60,00,000	Further allotment to GoI
April 04, 1986	23,300	2,33,00,000	Further allotment to GoI
July 08, 1986	18,000	1,80,00,000	Further allotment to GoI
February 06, 1987	2,000	20,00,000	Further allotment to GoI
April 18, 1987	2,500	25,00,000	Further allotment to GoI
July 11, 1987	2,500	25,00,000	Further allotment to GoI
December 26, 1987	10,300	1,03,00,000	Further allotment to GoI
May 06, 1988	10,000	1,00,00,000	Further allotment to GoI
June 09, 1989	39,700	3,97,00,000	Further allotment to GoI
August 11, 1989	26,000	2,60,00,000	Further allotment to GoI
September 28, 1989	2,500	25,00,000	Further allotment to GoI
February 22, 1990	29,500	2,95,00,000	Further allotment to GoI
May 29,1990	32,400	3,24,00,000	Further allotment to GoI
March 26, 1991	38,000	3,80,00,000	Further allotment to GoI
Sub-division of nominal value of Equity shares of the Company from ₹1000 per Equity Share to Rs.10 per Equity Share *vide* AGM dated September 24, 1992			
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 our Company****
Sub-division of nominal value of Equity shares of the Company from ₹10 per Equity Share to ₹1 per Equity Share *vide* EGM dated April 03, 2008			
June 13, 2008	260,04,40,920	Bonus Issue in the ratio of 2 Equity Shares for 1 Equity	Bonus Issue in the ratio of 2 Equity Shares for 1 Equity Share held

Date of Transaction	No. of Equity Shares	Acquisition/ Sale Consideration (₹)	Nature of Transaction/Consideration
		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 Shares*******
January 9 & 10, 2018	(795,54,641)	12,24,53,03,826	Offer for sale through Stock Exchange Mechanism********
Total Current Holding	**2,29,15,71,551**		

Note:

****** 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 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 ₹10 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 ₹10 each of our Company were transferred to certain institutional investors and other members of the public for cash at an average price of ₹83.50 per equity share aggregating to ₹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 ₹71 per share aggregating to ₹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 ₹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 share.*

******** The President of India acting through Ministry of Steel, Government of India, tendered 80,08,20,108 equity shares of ₹1 each at ₹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 Offer was ₹153.50 per equity share. The aggregate amount raised is gross of Stock Exchange transaction charges and all applicable taxes and charges.*

9.5 Assuming that the Promoter, tenders upto 10,20,40,815 (Ten Crore Twenty Lakh Forty Thousand Eight Hundred Fifteen) Equity Shares in the Buyback (in accordance with the declaration provided by them) and if

- All the public Shareholders participate upto their entitlement (full acceptance), then the aggregate shareholding of the Promoter, post Buyback will increase from 72.43% (i.e. as on Record Date) to 72.74% and the aggregate shareholding of the public in the Company shall decrease from 27.57% to 27.26% of the post Buyback equity share capital of the Company; or

- None of the public shareholders participate, then the aggregate shareholding of the Promoter, post Buyback will decrease from 72.43% (i.e. as on Record Date) to 71.51% and the aggregate shareholding of the public in the Company shall increase from 27.57%(i.e. as on Record Date) to 28.49% of the post Buyback equity share capital of the Company.

9.6 Consequent to the Buyback and based on the number of Equity Shares bought back from the Non-Resident Shareholders, FIIs, FPIs, Indian financial institutions, banks, mutual funds and the public including other bodies corporate, the shareholding pattern of the Company would undergo a change. The FIIs/ FPIs are advised to ensure that their investment in the Company continue to be within the limit prescribed under applicable laws, post completion of the Buyback.

9.7 The debt-equity ratio post Buyback will be compliant with the permissible limit of 2:1 prescribed by Section 68 of the Companies Act and Regulation 4(ii) of the Buyback Regulations, even if the response to the Buyback is to the extent of 100% (full acceptance).

9.8 In compliance with regulation 24(i)(b) of the Buyback Regulations the Company shall not issue any equity shares or other securities (including by way of bonus) till the date of closure of the Buyback.

9.9 The Company shall not raise further capital for a period of one year from the closure of Buyback Offer except in discharge of its subsisting obligations.

9.10 Salient financial parameters consequent to the Buyback based on the audited standalone financial statements as on March 31, 2018 of the Company are as under:

Parameters	**Standalone**	
	Pre- Buyback	**Post-Buyback***
Net-worth (₹ in Crores)	24,353.83	23,353.83
Return on Net worth (%)	15.63	16.30
Earnings Per Share (of ₹1 each)	12.03	12.43
Book Value per Share (₹)	76.97	76.27
Total Debt/ Equity Ratio	0	0
P/E as per the latest audited financial results	9.85	9.54

** Assuming full acceptance of Equity Shares in the Buyback offer in the ratio of Buyback*

Note:

1. Net worth = Equity Capital + Reserves & Surplus – Miscellaneous Expenditure.
2. Total Debt = Long Term Borrowing + Short Term Borrowings + Current Maturities of Long Term Borrowings.

The key ratios have been computed as below:

Key Ratios basis:

Earnings per Share- Basic (₹)	Net Profit attributable to equity shareholders / Weighted average number of Shares outstanding during the year
Book Value per Share (₹)	(Paid up Equity Share Capital + Reserves and Surplus) / No of Equity Shares Subscribed
Return on Net worth excluding revaluation reserves (%)	Net Profit After Tax / Net Worth excluding revaluation reserves
Debt- Equity Ratio	Total Debt / Net Worth
P/E ratio	Closing price on NSE as on March 28, 2018* (i.e. ₹118.55) / Earnings per share

**Last trading day in Financial Year 2018*

10. BASIS OF CALCULATING BUYBACK PRICE

10.1 The Buyback Offer price of ₹98/- (Rupees Ninety Eight only) 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, the net-worth of the Company and the impact of the Buyback on the key financial ratios of the Company.

10.2 The Buyback Offer Price of ₹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.

10.3 For trends in the market price of the Equity Shares, please refer to paragraph 16 (Stock Market Data) of this Letter of Offer.

10.4 The closing market price of the Equity Shares on the date of intimation to BSE and NSE for the Board Meeting for considering the Buyback was ₹95.75 and ₹95.75 respectively.

10.5 The book value of the Company pre-Buyback as on March 31, 2018 was ₹76.97 on Standalone financial which will decreases to ₹76.27 post Buyback Offer on Standalone financials as mentioned in point 9.10 of this Letter of Offer.

10.6 The earning per share of the Company pre-Buyback as on March 31, 2018 was ₹12.03 on Standalone financial which will increase to ₹12.43 post Buyback Offer on Standalone financial respectively as mentioned in point 9.10 of this Letter of Offer.

10.7 The Return on Net worth of the Company pre Buyback as on March 31, 2018 was 15.63% on Standalone financial which will increase to 16.30% post Buyback Offer on Standalone financial respectively as mentioned in point 9.10 of this Letter of Offer.

11. SOURCES OF FUNDS FOR THE BUYBACK

11.1 Assuming full acceptance, the funds that would be employed by the Company for the purpose of the Buyback of 10,20,40,815 (Ten Crore Twenty Lakh Forty Thousand Eight Hundred Fifteen) Equity Shares at a price of ₹98 (Rupees Ninety Eight only) per Equity Share would be ₹1,000 Crore (Rupees One Thousand Crore) (excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, GST, stamp duty, etc.).

11.2 The Buyback shall be made out of the free reserves of the Company as at March 31, 2018 (i.e. the last audited standalone financial statements available as on the date of Board Meeting recommending the proposal of the Buyback). 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 sheet.

11.3 The fund requirement for the Buyback will be met out of internally generated cash resources of the Company. The Company does not intend to raise additional debt for the explicit purposes of the Buyback. Accordingly, borrowed funds will not be used for the Buyback. However, if required, the Company may borrow funds in the ordinary course of its business.

11.4 This Buyback is not likely to cause any material impact on the earnings of the Company.

12. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT DEPOSITED THEREIN

12.1 In accordance with Regulation 9(xi) of the Buyback Regulations, an Escrow Agreement has been entered into amongst the Company, the Manager to the Buyback and the Escrow Agent on January 29, 2019.

12.2 In accordance with the Buyback Regulations, the Company has opened an Escrow Account in the name and style "NMDC Escrow Account–Buyback 2019" bearing account number 201003042763 with the Escrow Agent, namely, IndusInd Bank Limited having its registered office situated at Indusind Bank Limited, 2401, Gen. Thimmayya Road, Pune – 411001 though its branch office IndusInd Bank Limited, Secunderabad Branch, 1-8-448, Sardar Patel Road, Begumpet, Secunderabad - 500003 . The Company has deposited ₹1,15,00,00,000 in the Escrow Account, in terms of the Buyback Regulations. The Manager to the Buyback has been empowered to operate the Escrow Account in accordance with the Buyback Regulations.

12.3 ***M/s Tej Raj & Pal, Chartered Accountants*** (Firm Reg. No. 304124E) having registered office at Plot No. 1278/2256/4294, Govinda Prasad, Bomikhal, Behind Ekamra Talkies, Bhubaneswar- 751010 Contact Person: CA Dinakar Mohanty (Membership No. 059390), Tel.: 0674 2570677/2572799/6509998 have certified, vide their certificate dated January 8, 2019 that the Company has adequate financial resources for fulfilling all obligations under the Buyback Offer.

12.4 Based on the above certificate, the Manager to the Buyback Offer has satisfied itself about the ability of the Company to implement the Buyback Offer in accordance with the Buyback Regulations.

13. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

13.1 The present capital structure of the Company, is as follows:

Particulars	**Aggregate value at face value** (*₹ in crore*)
Authorised share capital	
4,00,00,00,000 Equity Shares of ₹1/- each	400.00
Issued, subscribed and paid up share capital before the Buyback	
3,16,38,90,474 Equity Shares of ₹1/- each, fully paid up	316.39
Issued, subscribed and paid up share capital after the Buyback*	
3,06,18,49,659 Equity Shares of ₹1/- each, fully paid up	306.19

**Assuming full acceptance of Equity Shares in the Buyback Offer in the Ratio of Buyback*

13.2 Except as stated below, the Company has not bought back any Equity Shares during the 3 years preceding the date of Public Announcement (i.e. January 8, 2019).

No. of Equity shares bought back	Buyback price per Equity Share (₹)	Offer Opening Date	Offer Closing Date
80,08,25,526	94.00	September 19, 2016	September 30, 2016

13.3 As on the date of the Public Announcement (i.e. January 8, 2019), there are no outstanding preference shares, partly paid-up Equity Shares or outstanding convertible instruments or calls in arrears.

13.4 The shareholding pattern of the Company pre-Buyback, as on record date i.e. Friday, January 18, 2019, as well as the post Buyback (assuming full acceptance of the Buyback) shareholding, is as shown below:

	Pre-Buyback		Post-Buyback*	
Particulars	**No. of Equity Shares**	**%of the existing Equity Share Capital**	**No. of Equity Shares**	**% of the post Buyback Equity Share Capital**
Promoter	2,29,15,71,551	72.43	2,22,71,90,762	72.74
Foreign Investors (including Non Resident Indians, FIIs, FPIs and Foreign Mutual Funds	12,07,96,833	3.82	83,46,58,897	27.26
Financial Institutions/ Banks/ Mutual Funds promoted by Banks/ Institutions	59,78,86,633	18.90		
Other (public, public bodies corporate etc.)	15,36,35,457	4.86		
Total	3,16,38,90,474	100.00	3,06,18,49,659	100.00

**Assuming full acceptance of Equity Shares in the Buyback Offer in the Ratio of Buyback*

13.5 Assuming the Promoter tenders 10,20,40,815 (Ten Crore Twenty Lakh Forty Thousand Eight Hundred Fifteen) Equity Shares in the Buyback (in accordance with the declaration provided by them), the aggregate shareholding of the Promoter, post Buyback will increase to 72.74% of the post Buyback equity share capital of the Company, if all the public Shareholders participate upto their entitlement (full acceptance) and will reduce to 71.51% of the post Buyback equity share capital of the Company if none of the public shareholders participate in the Buyback Offer.

13.6 No shares in the Company were either purchased or sold by the Promoter during the period of six months preceding the date of the Board Meeting at which the Buyback was approved i.e. January 8, 2019.

13.7 Except as disclosed below, no Equity Shares have been purchased/ sold/ transferred by the Promoter of the Company during the period of twelve months preceding the date of the Public Announcement (i.e. January 8, 2019).

Aggregate number of Equity Shares purchased or sold	Nature of Transaction	Maximum Price (₹)	Date of Maximum Price	Minimum Price (₹)	Date of Minimum Price
(7,95,54,641)	Offer for Sale	153.50*	January 9, 2018 and January 10, 2018	153.50*	January 9, 2018 and January 10, 2018

**The sale of such equity shares of the Company was carried out through the Offer for Sale Mechanism on BSE and NSE on price priority basis at multiple clearing prices. The floor price was ₹153.50 (Rupees One Hundred Fifty Three and Paisa Fifty only) per equity share. The discount of 5% on Cut off price was offered to Retail Individual investors.*

13.8 There is no pending scheme of amalgamation or compromise or arrangement pursuant to any provisions of the Companies Act, 2013.

13.9 The Company shall not issue any Equity Shares including by way of bonus, from the date of the Public Announcement till the date of closure of this Buyback.

14. BRIEF INFORMATION ABOUT THE COMPANY

14.1 The Company was incorporated on November 15, 1958 under the Companies Act, 1956 as a Government company. The Company's registered office is situated at Khanij Bhavan, 10-3-311/A, Castle Hills, Masab Tank, Hyderbad-500028, Telangana, India. The Company is under the administrative control of the Ministry of Steel, Government of India.

14.2 The Company has been accorded the status of Schedule-A Public Sector Company. In recognition to the Company's growing status, the Company has been categorized by the Department of Public Enterprises as "NAVRATNA" Public Sector Enterprise in 2008.

14.3 Since inception, it is involved in the exploration of wide range of minerals including iron ore, copper, rock phosphate, lime stone, dolomite, gypsum, bentonite, magnesite, diamond, tin, tungsten, graphite, beach sands, etc.

14.4 The Company is India's one of the largest iron ore producer by volume, presently producing about 30 million tonnes of iron ore from its 3 fully mechanized iron ore projects viz., Kirandul Complex (Deposit -14, 11C & 11B, Bacheli Complex (Deposit-5 & 10/11A) of Chhattisgarh State and Donimalai Complex (Donimalai and Kumaraswamy of Karnataka State).

All the NMDC projects including R&D Centre are accredited with the following standards:-

(i) QMS – ISO 9001:2015 (Quality Management System)
(ii) EMS – ISO 14001:2015 (Environmental Management System)
(iii) OHSMS – OHSAS18001:2007 (Occupational Health and Safety Management System)
(iv) SA – SA 8000:2014 (Social Accountability)

14.5 The Equity Shares of the Company are listed on BSE, NSE and CSE.

14.6 A long-term Strategic Management Plan (SMP), 'Vision 2025 has been formulated which envisages iron ore production capacity of 67 MTPA by 2021-22. This expansion plan includes brown field expansion of existing mines and developing green field mines in partnership with Chhattisgarh Mineral Development Corporation. A joint venture of NMDC & CMDC (NCL) is in process of starting operations from Dep-13 Iron Ore Mine in Bailadila Region. To augment the evacuation capacity from Bailadila sector, many projects & schemes are taken up like doubling of KK line, Rowghat- Jagdalpur line, Slurry Pipeline etc.

Besides the expansion plan, the SMP also envisaged introduction of systemic interventions in six strategic transformation areas - Business, Operations, Sustainability, Capital Projects, Human Resource and Information Technology by several initiatives in this respect are under implementation.

14.7 Details of changes in share capital of the Company since incorporation are as follows:

Date of Issue/ Allotment	**No. of Equity Shares**	**Face Value (₹)**	**Issue price (₹)**	**Consideration in Cash/ other than cash**	**Cumulative No. of Equity Shares**	**Equity Share Capital (₹)**	**Cumulative Equity Share Capital (₹)**
November 15, 1958	4	1,000	1,000	Cash	4	4,000	4,000
May 25, 1959	496	1,000	1,000	Cash	500	4,96,000	5,00,000
September 17, 1959	500	1,000	1,000	Cash	1,000	5,00,000	10,00,000
January 15, 1960	2,761	1,000	1,000	Cash	3,761	27,61,000	37,61,000
April 20, 1960	292	1,000	1,000	Cash	4,053	2,92,000	40,53,000
June 20, 1960	500	1,000	1,000	Cash	4,553	5,00,000	45,53,000
July 29, 1960	2,000	1,000	1,000	Cash	6,553	20,00,000	65,53,000
October 07, 1960	2,000	1,000	1,000	Cash	8,553	20,00,000	85,53,000
February 20, 1961	2,000	1,000	1,000	Cash	10,553	20,00,000	1,05,53,000
March 20, 1961	500	1,000	1,000	Cash	11,053	5,00,000	1,10,53,000
April 20, 1961	5,750	1,000	1,000	Cash	16,803	57,50,000	1,68,03,000
July 20, 1961	2,000	1,000	1,000	Cash	18,803	20,00,000	1,88,03,000
August 21, 1961	3,000	1,000	1,000	Cash	21,803	30,00,000	2,18,03,000

Date of Issue/ Allotment	No. of Equity Shares	Face Value (₹)	Issue price (₹)	Consideration in Cash/ other than cash	Cumulative No. of Equity Shares	Equity Share Capital (₹)	Cumulative Equity Share Capital (₹)
October 20, 1961	2,000	1,000	1,000	Cash	23,803	20,00,000	2,38,03,000
November 20, 1961	2,500	1,000	1,000	Cash	26,303	25,00,000	2,63,03,000
February 20, 1962	7,900	1,000	1,000	Cash	34,203	79,00,000	3,42,03,000
July 20, 1962	7,500	1,000	1,000	Cash	41,703	75,00,000	4,17,03,000
August 10, 1962	10,000	1,000	1,000	Cash	51,703	1,00,00,000	5,17,03,000
December 20, 1962	3,500	1,000	1,000	Cash	55,203	35,00,000	5,52,03,000
March 20, 1963	4,000	1,000	1,000	Cash	59,203	40,00,000	5,92,03,000
June 17, 1963	7,900	1,000	1,000	Cash	67,103	79,00,000	6,71,03,000
August 05, 1963	5,000	1,000	1,000	Cash	72,103	50,00,000	7,21,03,000
October 18, 1963	7,500	1,000	1,000	Cash	79,603	75,00,000	7,96,03,000
January 25, 1964	2,500	1,000	1,000	Cash	82,103	25,00,000	8,21,03,000
March 19, 1965	3,500	1,000	1,000	Cash	85,603	35,00,000	8,56,03,000
August 25, 1965	13,183	1,000	1,000	Cash	98,786	1,31,83,000	9,87,86,000
May 27, 1966	14,250	1,000	1,000	Cash	1,13,036	1,42,50,000	11,30,36,000
July 15, 1966	20,000	1,000	1,000	Cash	1,33,036	2,00,00,000	13,30,36,000
October 18, 1966	7,000	1,000	1,000	Cash	1,40,036	70,00,000	14,00,36,000
November 19, 1966	9,000	1,000	1,000	Cash	1,49,036	90,00,000	14,90,36,000
March 28, 1967	964	1,000	1,000	Cash	1,50,000	9,64,000	15,00,00,000
May 15, 1967	12,203	1,000	1,000	Cash	1,62,203	1,22,03,000	16,22,03,000
June 13, 1967	15,000	1,000	1,000	Cash	1,77,203	1,50,00,000	17,72,03,000
July 13, 1967	10,000	1,000	1,000	Cash	1,87,203	1,00,00,000	18,72,03,000
October 19, 1967,	18,500	1,000	1,000	Cash	2,05,703	1,85,00,000	20,57,03,000
December 06, 1967	20,000	1,000	1,000	Cash	2,25,703	2,00,00,000	22,57,03,000
January 29, 1968	14,900	1,000	1,000	Cash	2,40,603	1,49,00,000	24,06,03,000
June 03, 1968	1,650	1,000	1,000	Cash	2,42,253	16,50,000	24,22,53,000
July 08, 1968	8,350	1,000	1,000	Cash	2,50,603	83,50,000	25,06,03,000
July 18, 1969	20,000	1,000	1,000	Cash	2,70,603	2,00,00,000	27,06,03,000
December 24, 1969	31,800	1,000	1,000	Cash	3,02,403	3,18,00,000	30,24,03,000
February 03, 1970	6,200	1,000	1,000	Cash	3,08,603	62,00,000	30,86,03,000
April 04, 1970	24,800	1,000	1,000	Cash	3,33,403	2,48,00,000	33,34,03,000
July 04, 1970	16,000	1,000	1,000	Cash	3,49,403	1,60,00,000	34,94,03,000
August 28, 1970	13,500	1,000	1,000	Cash	3,62,903	1,35,00,000	36,29,03,000
September 08, 1970	8,000	1,000	1,000	Cash	3,70,903	80,00,000	37,09,03,000
October 24, 1970	6,700	1,000	1,000	Cash	3,77,603	67,00,000	37,76,03,000
November 20,1970	7,800	1,000	1,000	Cash	3,85,403	78,00,000	38,54,03,000
December 01, 1970	21,200	1,000	1,000	Cash	4,06,603	2,12,00,000	40,66,03,000
February 13, 1971	12,800	1,000	1,000	Cash	4,19,403	12,80,0000	41,94,03,000
March 22, 1971	21,500	1,000	1,000	Cash	4,40,903	2,15,00,000	44,09,03,000

Date of Issue/ Allotment	No. of Equity Shares	Face Value (₹)	Issue price (₹)	Consideration in Cash/ other than cash	Cumulative No. of Equity Shares	Equity Share Capital (₹)	Cumulative Equity Share Capital (₹)
May 21, 1971	11,900	1,000	1,000	Cash	4,52,803	1,19,00,000	45,28,03,000
July 22, 1971	25,500	1,000	1,000	Cash	4,78,303	2,55,00,000	47,83,03,000
September 21, 1971	18,400	1,000	1,000	Cash	4,96,703	1,84,00,000	49,67,03,000
November 30, 1971	35,100	1,000	1,000	Cash	5,31,803	3,51,00,000	53,18,03,000
January 21, 1972	26,300	1,000	1,000	Cash	5,58,103	26,30,0000	55,81,03,000
February 21, 1972	14,700	1,000	1,000	Cash	5,72,803	1,47,00,000	57,28,03,000
April 07, 1972	16,900	1,000	1,000	Cash	5,89,703	1,69,00,000	58,97,03,000
August 19, 1972	28,400*	1,000	1,000	Cash	6,18,103	2,84,00,000	61,81,03,000
November 14, 1972	81,897*	1,000	1,000	Cash	7,00,000	8,18,97,000	70,00,00,000
March 21, 1973	60,403*	1,000	1,000	Cash	7,60,403	6,04,03,000	76,04,03,000
July 24, 1973	36600*	1,000	1,000	Cash	7,97,003	3,66,00,000	79,70,03,000
October 23, 1973	15000*	1,000	1,000	Cash	8,12,003	1,50,00,000	81,20,03,000
January 22, 1974	8400*	1,000	1,000	Cash	8,20,403	84,00,000	82,04,03,000
December 07, 1974	2500*	1,000	1,000	Cash	8,22,903	25,00,000	82,29,03,000
February 22, 1975	17500*	1,000	1,000	Cash	8,40,403	1,75,00,000	84,04,03,000
April 15, 1976	50000*	1,000	1,000	Cash	8,90,403	5,00,00,000	89,04,03,000
June 15, 1976	15000*	1,000	1,000	Cash	9,05,403	1,50,00,000	90,54,03,000
November 26, 1976	10000*	1,000	1,000	Cash	9,15,403	1,00,00,000	91,54,03,000
January 29, 1977	10000*	1,000	1,000	Cash	9,25,403	1,00,00,000	92,54,03,000
April 01, 1977	30800*	1,000	1,000	Cash	9,56,203	3,08,00,000	95,62,03,000
October 31, 1977	15,000*	1,000	1,000	Cash	9,71,203	1,50,00,000	97,12,03,000
March 10, 1978	24,000*	1,000	1,000	Cash	9,95,203	2,40,00,000	99,52,03,000
May 01, 1978	(11,828)*	1,000	1,000	Cancellation	9,83,375	1,18,28,000	98,33,75,000
May 01, 1978	(2,95,203)*	1,000	1,000	Cancellation	6,88,172	29,52,03,000	68,81,72,000
December 22, 1978	25,000	1,000	1,000	Cash	7,13,172	2,50,00,000	71,31,72,000
May 09, 1980	4,000	1,000	1,000	Cash	7,17,172	40,00,000	71,71,72,000
May 09, 1980	25,500**	1,000	1,000	Other than cash	7,42,672	2,55,00,000	74,26,72,000
January 03, 1981	10,000	1,000	1,000	Cash	7,52,672	1,00,00,000	75,26,72,000
May 23, 1981	10,000	1,000	1,000	Cash	7,62,672	1,00,00,000	76,26,72,000
August 31, 1981	8,500	1,000	1,000	Cash	7,71,172	85,00,000	77,11,72,000
November 04, 1981	2,500	1,000	1,000	Cash	7,73,672	25,00,000	77,36,72,000
January 15, 1982	12,500	1,000	1,000	Cash	7,86,172	1,25,00,000	78,61,72,000
June 09, 1982	23,800	1,000	1,000	Cash	8,09,972	2,38,00,000	80,99,72,000
March 26, 1983	39,800	1,000	1,000	Cash	8,49,772	3,98,00,000	84,97,72,000
July 04, 1983	30,000	1,000	1,000	Cash	8,79,772	3,00,00,000	87,97,72,000
September 08, 1983	25,000	1,000	1,000	Cash	9,04,772	2,50,00,000	90,47,72,000
November 11, 1983	5,000	1,000	1,000	Cash	9,09,772	50,00,000	90,97,72,000
April 19, 1984	13,500	1,000	1,000	Cash	9,23,272	1,35,00,000	92,32,72,000
June 30, 1984	8,000	1,000	1,000	Cash	9,31,272	80,00,000	93,12,72,000
March 06, 1985	40,000	1,000	1,000	Cash	9,71,272	4,00,00,000	97,12,72,000

Date of Issue/ Allotment	No. of Equity Shares	Face Value (₹)	Issue price (₹)	Consideration in Cash/ other than cash	Cumulative No. of Equity Shares	Equity Share Capital (₹)	Cumulative Equity Share Capital (₹)
April 23, 1985	42,600	1,000	1,000	Cash	10,13,872	4,26,00,000	1,01,38,72,000
September 16, 1985	25,000	1,000	1,000	Cash	10,38,872	2,50,00,000	1,03,88,72,000
December 27, 1985	46,000	1,000	1,000	Cash	10,84,872	4,60,00,000	1,08,48,72,000
April 04, 1986	23,300	1,000	1,000	Cash	11,08,172	2,33,00,000	1,10,81,72,000
July 08, 1986	18,000	1,000	1,000	Cash	11,26,172	1,80,00,000	1,12,61,72,000
February 06, 1987	2,000	1,000	1,000	Cash	11,28,172	20,00,000	1,12,81,72,000
April 18, 1987	2,500	1,000	1,000	Cash	11,30,672	25,00,000	1,13,06,72,000
July 11, 1987	2,500	1,000	1,000	Cash	11,33,172	25,00,000	1,13,31,72,000
December 26, 1987	10,300	1,000	1,000	Cash	11,43,472	1,03,00,000	1,14,34,72,000
May 06, 1988	10,000	1,000	1,000	Cash	11,53,472	1,00,00,000	1,15,34,72,000
June 09, 1989	39,700	1,000	1,000	Cash	11,93,172	3,97,00,000	1,19,31,72,000
August 11, 1989	26,000	1,000	1,000	Cash	12,19,172	2,60,00,000	1,21,91,72,000
September 28, 1989	2,500	1,000	1,000	Cash	12,21,672	25,00,000	1,22,16,72,000
February 22, 1990	29,500	1,000	1,000	Cash	12,51,172	2,95,00,000	1,25,11,72,000
May 29,1990	32,400	1,000	1,000	Cash	12,83,572	3,24,00,000	1,28,35,72,000
March 26, 1991	38,000	1,000	1,000	Cash	13,21,572	3,80,00,000	1,32,15,72,000
Sub-division of nominal value of Equity shares of the Company from ₹1,000 per Equity Share to ₹10 per Equity Share vide AGM dated September 24, 1992. The cumulative no. of shares increased from 13,21,572 Equity Shares of ₹1,000 each to 13,21,57,200 Equity Shares of ₹10 each.							
Sub-division of nominal value of Equity shares of the Company from ₹10 per Equity Share to ₹1 per Equity Share vide EGM dated April 03, 2008. The cumulative no. of shares increased from 13,21,57,200 Equity Shares of ₹10 each to 1,32,15,72,000 Equity Shares of ₹1 each							
June 13, 2008	2,64,31,44,000	1	Nil	Other than cash	3,96,47,16,000	2643144000	3,96,47,16,000
October 10, 2016	-80,08,25,526	1	94	Buy-Back***	3,16,38,90,474	(80,08,25,526)	3,16,38,90,474

** Upon the transfer of the Kiriburu Iron Ore Mines and Meghahatuburu Iron Ore Project from the Company to the 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 Miscellaneous Provisions (Modification of paid up Share Capital) Order, 1979 No. 131 dated April 28, 1979, an aggregate of 307,031 equity shares of the Company were cancelled with effect from May 01, 1978. These equity shares comprised 11,828 equity shares (i.e. out of 110,297 equity shares issued on August 19, 1972 and November 14, 1972); 60,403 equity shares issued on March 21, 1973; 36,600 equity shares issued on July 24, 1973; 15,000 equity shares issued on October 23, 1973; 8400 equity shares issued on January 22, 1974; 2500 equity shares issued on December 07, 1974; 17,500 equity shares issued on February 22, 1975; 50,000 equity shares issued on April 15, 1976; 15,000 equity shares issued on June 15, 1976; 10,000 equity shares issued on November 26, 1976; 10,000 equity shares issued on January 29, 1977; 30,800 equity shares issued on April 01, 1977; 15,000 equity shares issued on October 31, 1977 and 24,000 equity shares issued on March 10, 1978*
***allotment of equity shares to Government of India as consideration for the acquisition of 2,550,000 fully paid up equity shares of ₹10/- each in Mandovi Pellets Limited on March 25, 1980 by the Company by way of transfer from the President of India.*
**** Extinguishment of 80,08,25,526 Equity Shares pursuant to Buy-Back Offer in 2016.*

14.8 The Board of Directors of the Company as on the date of publication of Public Announcement (i.e. January 10, 2019) was as under:

S. No.	Name, Qualification, Occupation, Age and DIN	Designation	Director on the Board since:	Other Directorships
1.	Shri Baijendra Kumar Nair **Qualification:** M.Sc and M.Phil degree in Environmental Biology from the University of Kerala **Occupation**: Government Service **Age:** 58 years **DIN:** 03289526	Managing Director Chairman	September 6, 2017	• CMDC ICPL Coal Limited • NMDC-CMDC Limited • NMDC CSR Foundation
2.	Shri Amritava Mukherjee **Qualification:** Cost Accountant	Director (Finance)	November 20, 2018	• NIL

S. No.	Name, Qualification, Occupation, Age and DIN	Designation	Director on the Board since:	Other Directorships
	and Master of Commerce from Guru Ghasi Das University, Bilaspur **Occupation:** Government Service **Age:** 50 years **DIN:** 08265207			
3.	Shri Pradip Kumar Satpathy **Qualification:** Bachelor of Engineering (Mining) **Occupation:** Government Service **Age:** 57 years **DIN:** 07036432	Director (Production)	December 13, 2014	• NMDC-CMDC Limited • Jharkhand National Mineral Development Corporation Limited • NMDC-SAIL Limited • International Coal Ventures Private Limited
4.	Shri Sandeep Tula **Qualification:** Graduate from Kanpur University, Post Graduate Diploma in Social Work from Kolkata University **Occupation:** Government Service **Age:** 59 years **DIN:** 07261884	Director (Personnel)	August 3, 2016	• Indian Iron and Steel Sector Skill Council • NMDC CSR Foundation
5.	Dr. T R K Rao **Qualification:** Ph.D- Indian Agricultural Research Institute, New Delhi M.S. in Economic Policy management- Columbia University, USA **Occupation:** Government Service **Age:** 57 years **DIN:** 01312449	Director (Commercial)	November 17, 2014	• Krishnapatnam Railway Company Limited • NMDC Power Limited • APMDC SCCL Suliyari Coal Company Limited • Neelachal Ispat Limited • Bastar Railway Private Limited • International Coal Ventures Private Limited • Legacy Iron Ore Limited
6.	Shri Saraswati Prasad **Qualification:** Post Graduate in Physics **Occupation:** Special Secretary & Financial Adviser, Ministry of Steel, Government of India **Age:** 58 years **DIN:**07729788	Government Nominee Director	February 8, 2017	• KIOCL Limited • Steel Authority of India Limited • Rashtriya Ispat Nigam Limited • MECON Limited
7.	Smt.Rasika Chaube **Qualification:** Post Graduate in Psychology and M.Phil from Annamalai University **Occupation:** Additional Secretary, Ministry of Steel, Government of India **Age:** 55 years **DIN:** 08206859	Government Nominee Director	July 16, 2018	• MECON Limited
8.	Shri Ashok Kumar Angurana **Qualification:** Master Degree in Political Science and Master Degree in Public Administration from Harvard Kennedy School, Harvard University, USA **Occupation:** Ex-civil Servant (Retired as Secretary to Government of India) **Age:** 62 Years **DIN:** 06600185	Independent Director	November 16, 2017	NIL

S. No.	Name, Qualification, Occupation, Age and DIN	Designation	Director on the Board since:	Other Directorships
9.	Smt. Bhagwati Mahesh Baldewa **Qualification:** Bachelor of Commerce, Rajasthan Uniersity and Management Program (OMP) from S.P Jain School of Global Management **Occupation:** Business **Age:** 55 years **DIN:** 01537251	Independent Director	November 13, 2015	• Mahesh Vidya Bhavan Limited • SKP Labs Private Limited • The Federation of Telegana and Andhra Pradesh Chambers of Commerce and Industry (FTAPCCI)
10.	Shri Pradip Bhargava **Qualification**:Post Graduate in Mathematics from St. Stephens College, Delhi University and M.Sc. Development Studies from Bath University, U.K. **Occupation**: Retired from the Indian Administrative Service **Age:** 69 years **DIN:**01986827	Independent Director	November 27, 2015	NIL
11.	Dr. Syamal Kumar Sarkar **Qualification**: Doctor of Philosophy in Economics from State University of New York, Stony Brook, New York, USA and M.A. in Economics from State University of New York, Stony Brook, New York, USA **Occupation**: Retired as Secretary, Department of Personnel and Training, Ministry of Personnel, Public Grievances and Pensions, Government of India **Age:** 64 years **DIN:** 07387840	Independent Director	November 27, 2015	NIL
12.	Shri Shyam Murari Nigam **Qualification**: Post Graduate in Physics, Post Graduate Mathematics and Bachelor of Law from Kanpur University **Occupation**:Retired as Member, Central Board of Direct Taxes (CBDT), Department of Revenue, Ministry of Finance and Special Secretary to the Government of India **Age:** 63 years DIN: 07355272	Independent Director	November 27, 2015	NIL
13.	C.A. Arun Kumar Srivastava **Qualification:** Chartered Accountant from Institute of Chartered Accountants of India, New Delhi, M.Com (Applied Economics) from University of Lucknow and Bachelor of Commerce from University of Lucknow **Occupation:** Service **Age:** 62 years **DIN:** 01940109	Independent Director	November 13, 2015	• PCS Management Consultancy Private Limited • Proton Treatment Private Limited

14.9 The details of changes in the Board of Directors during the last 3 years from the date of the publication of the Public Announcement (i.e. January 10, 2019) are as under:

S. No.	Name of Director, Designation & DIN	Date of Joining / Appointment	Date of Cessation	Reason
1.	Shri Syedain Abbasi Govt. Nominee Director DIN: 01790604	October 18, 2012	October 11, 2017	Change in ex officio position
2.	Shri Sunil Barthwal Govt. Nominee Director DIN: 07066759	October 11, 2017	May 24, 2018	Change in ex officio position
3.	Shri Puneet Kansal Govt. Nominee Director DIN: 07151526	May 24, 2018	July 16, 2018	Change in ex officio position
4.	Smt. Rasika Chaube Govt. Nominee Director DIN: 08206859	August 24, 2018	Continuing	Appointment
5.	Shri D.S. Ahluwalia Director (Finance) DIN: 02164448	January 1, 2015	May 1, 2018	Superannuation.
6.	Smt. Bharathi S. Sihag Govt. Nominee Director DIN: 02154196	March 16, 2015	February 8, 2017	Change in ex officio position
7.	Dr. T.R.K. Rao Director (Personnel) (Addl. Charge) DIN: 01312449	December 1, 2015	August 3, 2016	Order of Ministry of Steel, Govt. of India
8.	Dr. Narendra K. Nanda Director (Technical) DIN: 02455894	December 1, 2008	November 30, 2018	Completion of Tenure
9.	Smt. Bharathi S. Sihag CMD (Addl. Charge) DIN: 02154196	January 1, 2016	December 1, 2016	Change in ex officio position
10.	Shri Sandeep Tula, Director (Personnel) DIN: 01312449	August 3, 2016	Continuing	Appointment
11.	Shri R. Sridharan CMD (Addl. Charge) DIN: 05332433	December 7, 2016	September 6, 2017	Order of Ministry of Steel, Govt. of India
12.	Shri Saraswati Prasad Govt. Nominee Director DIN: 07729788	February 8, 2017	Continuing	Appointment
13.	Shri N. Baijendra Kumar, IAS CMD DIN: 03289526	September 6, 2017	Continuing	Appointment
14.	Shri Bahram Navroj Vakil Govt. Nominee Director DIN:NA*	September 6, 2017	June 18, 2018	Resignation
15.	Shri Rajesh Kumar Mangal Independent Director DIN: 03033081	November 13, 2015	November 13, 2018	Completion of tenure
16.	CA. Arun Kumar Srivastava Independent Director DIN: 01940109	November 13, 2015	Continuing	Appointment
17.	Smt. Bhagwati Mahesh Baldewa Independent Director DIN: 01537251	November 13, 2015	Continuing	Appointment
18.	Shri Pradip Bhargava Independent Director DIN: 01986827	November 27, 2015	Continuing	Appointment
19.	Dr. Syamal Kumar Sarkar Independent Director	November 27, 2015	Continuing	Appointment

S. No.	Name of Director, Designation & DIN	Date of Joining / Appointment	Date of Cessation	Reason
	DIN: 07387840			
20.	Shri S.M. Nigam Independent Director DIN: 07355272	November 27, 2015	Continuing	Appointment
21.	Shri Amitava Mukherjee Director (Finance) DIN: 08265207	November 20, 2018	Continuing	Appointment
22.	Shri Ashok Kumar Angurana Independent Director DIN: 06600185	November 16, 2017	Continuing	Appointment

*DIN is not available

14.10 The buyback will not result in any benefit to the Directors of the Company/ Promoter and person in control of the Company/ group companies except to the extent of their intention to participate in the Buyback and actual participation in the Buyback and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the Equity Share Capital post Buyback.

The Directors of the Company and the Company Secretary hold Equity Shares as on the date of the Public Announcement (i.e. January 8, 2019) as per the details below:

S. No.	Name of the Shareholder	No. of Equity Shares held	No. of Equity Shares held in dematerialised form	Percentage of issued Equity Share capital
1.	Shri P.K. Satpathy Director (Production)	320	320	Negligible
2.	Shri Pradip Bhargava Independent Director	320	100	Negligible

15. FINANCIAL INFORMATION ABOUT THE COMPANY

15.1 The salient financial information of the Company as given below is extracted from the audited standalone financial statement for last three years being March 31, 2018, March 31, 2017 and March 31, 2016 and unaudited standalone financial results which were subjected to limited review for six month period ended September 30, 2018.:

(₹ in Crore)

Key Financials	**For Six Months Period ended September 30,2018**	**For the year ended March 31, 2018**	**For the year ended March 31, 2017**	**For the year ended March 31, 2016**
	(Limited Review)*	**(Audited)***	**(Audited)***	**(Audited)***
Revenue from Operations	4859.91	11614.91	8829.64	6457.27
Other Income	256.09	519.73	908.81	1809.25
Total Income	5116.00	12134.64	9738.45	8266.52
Total Expenses (excluding interest & depreciation)	2176.60	5806.14	5227.83	3706.79
Interest	20.46	37.10	20.76	65.59
Depreciation	129.10	256.04	196.18	216.60
Exceptional Items: Expense/(Income)	-	(144.30)	-	184.78
Profit Before Tax	**2789.84**	**6179.66**	**4,293.68**	**4,092.76**
Provisions for Tax (including Deferred Tax)	1,178.02	2,373.34	1,704.04	1,380.05
Profit/(Loss) discontinuing operation	(0.18)	(0.44)	(0.50)	(0.49)
Profit/ (Loss) After Tax	**1,611.64**	**3805.88**	**2589.14**	**2,712.22**
Paid-up Equity Share Capital	316.39	316.39	316.39	396.47
Reserve & Surplus, excluding revaluation reserves & Misc. expenditures to the extent not written off	25,673.11	24,037.44	22,202.55	28,721.12
Net worth, excluding revaluation reserves & Misc. expenditures to the extent not written off	25,989.50	24,353.83	22,518.94	29,117.59
Total Debt, excluding working capital loans	0	0	0	0

**Prepared under IND-AS*

15.2 The financial ratios of the Company as given below is extracted from the audited standalone financial statement for last three years being March 31, 2018, March 31, 2017 and March 31, 2016 and unaudited standalone financial results which were subjected to limited review for six month period ended September 30, 2018 are as under:

Particulars	For Six Months Period ended September 30, 2018 (Limited Review)	For the year ended March 31, 2018 (Audited)	For the year ended March 31, 2017 (Audited)	For the year ended March 31, 2016 (Audited)
Earnings per Share (₹/-)	5.09*	12.03	7.22	6.84
Debt/ Equity Ratio	-	-	-	-
Book Value (₹/- per Share)	82.14	76.97	71.17	73.44
Return on Net worth (%)	6.20*	15.63	11.50	9.31
Total Debt/ Net worth (%)	-	-	-	-

*Not annualized

Notes:

1. Net worth = Equity Capital + Reserves & Surplus – Miscellaneous Expenditure
2. Total Debt = Long Term Borrowings + Short Term Borrowings + Current Maturities of Long Term Borrowings.

Key Ratios basis:

Earnings per Share (₹)	Net profit attributable to the equity shareholders / Weighted average number of Shares outstanding during the year
Book Value (₹ per Share)	(Paid up Equity Share Capital + Reserves and Surplus) / No. of Equity Shares Subscribed
Return on Net worth excluding revaluation reserves (%)	Net Profit After Tax/ Net Worth excluding revaluation reserves
Debt/Equity Ratio	Total Debt/ Net Worth

15.3 The salient financial information of the Company extracted from the audited consolidated financial statement for last three years being March 31, 2018, March 31, 2017 and March 31, 2016 are given below:

(₹ in Crore)

Key Financials	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016
	(Audited)	*(Audited)*	*(Audited)*
Revenue from Operations	11,614.91	8.829.64	6,457.27
Other Income	523.22	910.17	1,810.68
Total Income	12,138.13	9,739.81	8,267.95
Total Expenses (excluding interest & depreciation)	5,812.13	5,234.81	3,715.31
Interest	37.10	20.78	65.65
Depreciation	256.63	196.65	218.02
Exceptional Items: Expense / (Income)	(144.30)	-	184.78
Profit Before Tax	6,176.57	4,287.57	4,084.19
Provisions for Tax (including Deferred Tax)	2,373.34	1,704.04	1,380.05
Profit/(Loss) discontinuing operation	(0.44)	(0.50)	(0.49)
Profit/ (Loss) After Tax	3,802.79	2,583.03	2,703.65
Paid-up Equity Share Capital	316.39	316.39	396.47
Reserve & Surplus, excluding revaluation reserves & Misc. expenditures to the extent not written off	24,101.02	22,265.82	28,783.62
Net worth, excluding revaluation reserves	24,417.41	22,582.21	29,180.09
Total Debt, excluding working capital loans	0.00	0.00	0.00

**Prepared under IND-AS*

The Company has opted to publish the quarterly and half yearly financial results on **Standalone basis** as provided under regulation 33(3)(b) of the Securities and Exchange Board of India (Listing Obligation and

Disclosure Requirement), Regulations, 2015. Hence Company has not prepared the consolidated financials post March 31, 2018.

15.4 The financial ratios of the Company as given below is extracted from the audited Consolidated financial statement for last three years being March 31, 2018, March 31, 2017 and March 31, 2016 are as under:

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016
	(Audited)	(Audited)	(Audited)
Earnings per Share (₹)	12.04	7.10	6.42
Debt/ Equity Ratio	0.00	0.00	0.00
Book Value (₹ per Share)	77.18	71.37	73.60
Return on Net worth (%)	15.57	11.44	9.27
Total Debt/ Net worth %)	0.00	0.00	0.00

Notes:

1. Net worth = Equity Capital + Reserves & Surplus – Miscellaneous Expenditure.
2. Total Debt = Long Term Borrowings + Short Term Borrowings + Current Maturities of Long Term Borrowings.

15.5 The debt equity ratio of the Company based on the audited standalone and consolidated financial statements for the year ended March 31, 2018 is as following

	Standalone		Consolidated	
Parameters	Pre-Buyback	Post-Buyback*	Pre- Buyback	Post-Buyback*
Total Debt/ Equity Ratio	0.00	0.00	0.00	0.00

**(Assuming full acceptance of Equity Shares in the Buyback Offer in the ratio of Buyback)*

Ratio basis:

1. Net worth = Equity Capital + Reserves & Surplus – Miscellaneous Expenditure.
2. Total Debt = Long Term Borrowings + Short Term Borrowings + Current Maturities of Long Term Borrowings.
3. Debt- Equity Ratio= Total Debt/ Net Worth

15.6 The size of the buyback offer in percentage aggregate of fully paid-up share capital and free reserves on a standalone basis and consolidated basis for the financial year 2017-18 is as under

Particulars	Standalone	Consolidated
Issued, subscribed and fully paid up equity share capital (₹ in Crore)	316.39	316.39
Free Reserves	23,999.79	23,789.82
Total Paid up capital and free reserves	24,316.18	24,106.21
Buyback Offer (₹ in Crore)	1,000.00	1,000.00
Size of the Buyback Offer (in %) of fully paid-up share capital and free reserves	4.11%	4.15%

15.7 Buyback is in compliance with Regulation 4(ii) of Buyback Regulations on both standalones as well as consolidated basis.

15.8 The Company shall comply with the SEBI Takeover Regulations, as may be applicable. The Company hereby declares that it has complied with Sections 68, 69 and 70 of the Companies Act, 2013 and the rules made thereunder

16. STOCK MARKET DATA

16.1 The Company's Equity Shares are listed on BSE, NSE and CSE. The maximum volume of trading in the Equity Shares of the Company is recorded on NSE. The high, low and average market prices in preceding three financial years (April to March period) and the monthly high, low and average market prices for the six months preceding the date of publication of the Public Announcement (i.e. January 10, 2019) from July 2018 to December 2018 and the corresponding volumes on the NSE is as follows:

Period	High* (₹)	Date of High	Number of Shares traded on that date	Low* (₹)	Date of Low	Number of shares traded on that date	Average Price (₹)*	Total volume traded in the period (Shares)
Preceding 3 years								
April 1, 2015 to March 31, 2016	139.35	April 13, 2015	22,55,499	75.15	February 12, 2016	20,11,558	103.07	51,14,31,862
April 1, 2016 to March 31, 2017	152.40	March 2, 2017	45,32,364	85.20	June 2, 2016	18,39,519	114.93	82,04,98,889
April 1, 2017 to March 31, 2018	162.70	January 8, 2018	51,49,595	102.80	June 27, 2017	24,18,565	126.94	86,64,96,365
Preceding 6 months								
July , 2018	109.00	July 2, 2018	15,60,896	93.50	July 19, 2018	25,83,915	101.12	4,69,09,517
August, 2018	115.25	August 7, 2018	84,47,685	100.20	August 16, 2018	30,19,823	106.80	10,56,43,917
September, 2018	124.40	September 14, 2018	36,54,360	108.75	September 5, 2018	29,84,704	116.89	8,57,08,690
October , 2018	117.50	October 3, 2018	32,22,722	104.05	October 26, 2018	28,54,970	110.09	6,13,48,345
November, 2018	118.10	November 2, 2018	30,76,117	92.85	November 29, 2018	66,60,041	103.97	7,26,91,735
December, 2018	98.20	December 20, 2018	14,31,220	88.60	December 11, 2018	28,96,614	94.34	5,77,38,275

Source: www.nseindia.com

*High and Low price for the period are based on intra day prices and Average Price is based on average of closing price.

16.2 The closing market price of the Equity Shares of the Company:

(a) As on January 7, 2019 i.e. the trading day before January 8, 2019, being the date of Board Meeting approving the Buyback was ₹94.95 per Equity Share on NSE.
(b) As on January 8, 2019, i.e. the date of Board Meeting approving the Buyback was ₹94.95 per Equity share on NSE.
(c) As on January 9, 2019, i.e. the day immediately after January 8, 2019, being the date of Board Meeting approving the Buyback was ₹91.25 per Equity Share on NSE.
(d) As on January 10, 2019, i.e., the date of publication of Public Announcement was ₹91.10 per Equity Share on NSE.

17. DETAILS OF STATUTORY APPROVALS

17.1 The Buyback Offer is subject to approval, if any required, under the provisions of the Companies Act, 2013 , FEMA, the Buyback Regulations and/or such other applicable rules and regulations in force for the time being.

17.2 Non-Resident Shareholders (excluding OCBs) permitted under the automatic process prescribed under applicable FEMA and the rules and regulations framed thereunder read with the consolidated Foreign Direct Investment policy issued by the Government of India, are not required to obtain approvals from RBI, subject to the adherence to pricing guidelines, documentation and reporting requirements for such transfers as specified by RBI.

17.3 By agreeing to participate in the Buyback, the Non Resident and NRI shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reportings, if required, including FC-TRS form, if necessary and undertake to provide assistance to the

Company for such regulatory reporting, if required by the Company

17.4 Erstwhile OCB are required to obtain specific prior approval from RBI for tendering Equity Shares in the Buyback Offer. The Company shall not accept Equity Shares from OCB Shareholders in respect of whom such RBI approval is required and copies of such approvals are not submitted.

17.5 As on date, there are no other statutory or regulatory approvals required to implement the Buyback Offer, other than that indicated above. If any statutory or regulatory approval becomes applicable subsequently, the Buyback Offer will be subject to such statutory or regulatory approval(s). In the event of any delay in receipt of any statutory / regulatory approvals, changes to the proposed timetable of the Buyback Offer, if any, shall be intimated to the Stock Exchanges.

17.6 The Buyback has been approved by the Board of Directors in their meeting held on January 8, 2019.

18. DETAILS OF REGISTRAR TO THE BUYBACK OFFER

Eligible Shareholders holding Shares in dematerialized form and Shareholder Brokers (who have submitted bids on behalf of Eligible Shareholders holding shares in physical form) are required to send the Tender Form, TRS, physical share certificate (for physical Shareholders only) and other documents by superscribing the envelope as "**NMDC Buyback Offer 2019**" to the Registrar to the Buyback Offer either by registered post/courier or hand delivery at their below office, so that the same are received within 2 (two) days from the Buyback Closing Date i.e. March 1, 2019 by 5:00 pm:

AARTHI CONSULTANTS PVT LTD
1-2-285, Domalguda, Hyderabad 500 029;
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

TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUYBACK OFFER.

ELIGIBLE SHAREHOLDERS ARE ADVISED TO ENSURE THAT THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS ARE COMPLETE IN ALL RESPECTS; OTHERWISE THE SAME ARE LIABLE TO BE REJECTED.

19. PROCESS AND METHODOLOGY FOR THE BUYBACK

19.1 The Company proposes to buyback not exceeding 10,20,40,815 (Ten Crore Twenty Lakh Forty Thousand Eight Hundred Fifteen) Equity Shares from the Eligible Shareholders of the Company, on a proportionate basis, through the Tender Offer process at a price of ₹98 (Rupees Ninety Eight only) per Equity Share, payable in cash for an aggregate consideration not exceeding of ₹1,000 Crore (Rupees One Thousand Crore) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, GST, stamp duty, etc. The maximum number of Equity Shares proposed to be bought back represents 3.23% of the total number of Equity Shares in the paid-up share capital of the Company. The Buyback is in accordance with the provisions of Section 68, 69, 70 and all other applicable provisions, if any, of the Companies Act 2013 and rules made thereunder, in accordance with Article 6A of the Articles of Association of the Company and the Buyback Regulations and subject to such other approvals, permissions and sanctions as may be necessary, from time to time from statutory authorities including but not limited to SEBI, Stock Exchanges, RBI etc. The Buyback Offer Size is 4.11% of the aggregate of the fully paid-up equity 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).

The Company expresses no opinion as to whether Eligible Shareholders should participate in the Buyback and, accordingly, Eligible Shareholders are advised to consult their own advisors to consider participation in

the Buyback.

19.2 The aggregate shareholding of the Promoter as on Record Date is 2,29,15,71,551 (Two Hundred Twenty Nine Crore Fifteen Lakh Seventy One Thousand Five Hundred Fifty One) Equity Shares, which represents 72.43% (Seventy Two Point Forty Three percent) of the existing Equity Share capital of the Company. In terms of the Buyback Regulations, under the Tender Offer process, the promoter and the promoter group of the company has the option to participate in the Buyback. In this regards, the promoter (the President of India acting through Ministry of Steel, Government of India) of the Company has expressed their intention, vide its letter dated January 8, 2019 to participate in the Buyback and propose to tender up to 10,20,40,815 (Ten Crore Twenty Lakh Forty Thousand Eight Hundred Fifteen) Equity Shares.

19.3 Assuming that the above stated Promoter tenders 10,20,40,815 (Ten Crore Twenty Lakh Forty Thousand Eight Hundred Fifteen) Equity Shares, in the Buyback (in accordance with the declaration provided by them), the aggregate shareholding of the Promoter, post Buyback will increase to 72.74% of the post Buyback equity share capital of the Company, if all the public Shareholders participate upto their entitlement (full acceptance) and will reduce to 71.51% of the post Buyback equity share capital of the Company if none of the public shareholders participate in the Buyback Offer.

19.4 Record Date, Ratio of the Buyback and entitlement of each Shareholder

a) The Company has fixed Friday, January 18, 2019 as the Record Date for the purpose of determining the Buyback Entitlement and the names of the Shareholders, who are eligible to participate in the Buyback Offer.

b) The Equity Shares proposed to be bought back by the Company shall be divided in two categories:

- Reserved category for Small Shareholders ("**Reserved Category**"); and
- General category for all Eligible Shareholders other than Small Shareholders ("**General Category**")

c) As defined in the Buyback Regulations, a "**Small Shareholder**" is a shareholder who holds Equity Shares having market value, on the basis of closing price on the stock exchanges in which the highest trading volume as on Record Date, of not more than ₹2,00,000 (Rupees Two Lakh only). As on the Record Date, the volume of Shares traded on NSE was 39,38,111 shares and on BSE was 1,20,404 Shares. Accordingly, NSE being the exchange with higher turnover, the closing price was ₹90.70 and hence all Shareholders holding not more than 2,205 Equity Shares as on the Record Date are classified as 'Small Shareholders' for the purpose of the Buyback Offer.

d) Based on the above definition, there are 2,63,963 Small Shareholders with aggregate shareholding of 7,66,53,540 Shares, as on Record Date, which constitutes 2.42% of the paid up equity share capital of the Company and 75.12% of the number of 10,20,40,815 Equity Shares which are proposed to be bought back as part of this Buyback Offer.

e) In compliance with Regulation 6 of the Buyback Regulations, the reservation for the Small Shareholders, will be 1,53,06,123 Equity Shares which is higher of:

i. Fifteen percent of the number of Equity Shares which the Company proposes to Buyback i.e. 15% of 10,20,40,815 Equity Shares which works out to 1,53,06,123 Equity Shares; or
ii. The number of Equity Shares entitled as per their shareholding as on Record Date [i.e. (7,66,53,540/ 3,16,38,90,474) x 10,20,40,815] which works outs to 24,72,206 Equity Shares.

All the outstanding Equity Shares have been used for computing the entitlement of Small Shareholders since the Promoter i.e. (the President of India, acting through Ministry of Steel, Government of India) also intends to offer Equity Shares held by them in the Buyback.

f) Based on the above and in accordance with Regulation 6 of the Buyback Regulations, 1,53,06,123 Equity Shares will be reserved for Small Shareholders. Accordingly, General Category shall consist of 8,67,34,692 Equity Shares.

g) Based on the above entitlements, the Ratio of Buyback for both categories is decided as below:

Category	Ratio of Buyback
Reserved Category	90 Equity Shares out of every 451 fully paid-up Equity Shares held on the Record Date
General Category	5 Equity Shares out of every 178 fully paid-up Equity Shares held on the Record Date

The above Ratio of Buyback is approximate and providing indicative Buyback Entitlement. Any computation of entitled Equity Shares using the above Ratio of Buyback may provide a slightly different number due to rounding off. The actual Buyback Entitlement for Reserved Category is 19.9679271173 % and General Category is 2.809460170%.

19.5 Fractional Entitlements

If the Buyback Entitlement, after applying the abovementioned ratios to the Equity Shares held on Record Date, is not a round number (i.e. not in the multiple of 1 (one) Equity Share) then the fractional entitlement shall be ignored for computation of Buyback Entitlement to tender Equity Shares in the Buyback Offer, for both categories of Eligible Shareholders.

On account of ignoring the fractional entitlement, those Small Shareholders who hold 5 (Five) or less Equity Shares as on Record Date will be dispatched a Tender Form with zero entitlement. Such Small Shareholders are entitled to tender Additional Equity Shares as part of the Buyback Offer and will be given preference in the Acceptance of one Equity Share, if such Small Shareholders have tendered for Additional Equity Shares. The Company shall make best efforts subject to Buyback Regulations in accepting Equity Shares tendered by such Eligible Shareholder to the extent possible and permissible.

19.6 Basis of Acceptance of Equity Shares validly tendered in the Reserved Category

Subject to the provisions contained in this Letter of Offer, the Company will accept the Shares tendered in the Buyback Offer by the Small Shareholders in the Reserved Category in the following order of priority:

a) Full acceptance (i.e. 100%) of Shares from Small Shareholders in the Reserved Category who have validly tendered their Shares, to the extent of their Buyback Entitlement, or the number of Shares tendered by them, whichever is less.

b) Post the acceptance as described in paragraph 19.6 (a) above, in case, there are any Shares left to be bought back from Small Shareholders in the Reserved Category, the Small Shareholders who were entitled to tender zero Shares (on account of ignoring the fractional entitlement), and have tendered Additional Shares, shall be given preference and one Equity Share each from the Additional Shares tendered by these Small Shareholders shall be bought back in the Reserved Category.

c) Post the acceptance as described in paragraph 19.6 (a) and (b) above, in case, there are any validly tendered unaccepted Shares in the Reserved Category **("Reserved Category Additional Shares"**) and Shares left to be bought back in Reserved Category, the Reserved Category Additional Shares shall be accepted in a proportionate manner and the acceptances shall be made in accordance with the Buyback Regulations, i.e. valid acceptances per Shareholder shall be equal to the Reserved Category Additional Shares tendered by the Shareholder divided by the total Reserved Category Additional Shares and multiplied by the total number of Shares remaining to be bought back in Reserved Category. For the purpose of this calculation, the Reserved Category Additional Shares taken into account for such Small Shareholders, from whom one Equity Share has been accepted in accordance with paragraph 19.6 (b) above, shall be reduced by one.

d) Adjustment for fractional results in case of proportionate acceptance, as described in paragraph 19.6 (c) above, will be made as follows:

- For any Small Shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
- For any Small Shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is less than 0.50, then the fraction shall be ignored.

19.7 Basis of Acceptance of Equity Shares validly tendered in the General Category

Subject to the provisions contained in this Letter of Offer, the Company will accept the Shares tendered in the Buyback Offer by Eligible Shareholders (other than Small Shareholders) in the General Category in the following order of priority:

a) Full Acceptance (i.e.100%) of Shares from Eligible Shareholders in the General Category who have validly tendered their Shares, to the extent of their Buyback Entitlement, or the number of Shares tendered by them, whichever is less.

b) Post the acceptance as described in paragraph 19.7 (a) above, in case, there are any validly tendered unaccepted Shares in the General Category **("General Category Additional Shares"**) and Shares left to be bought back in General Category, the General Category Additional Shares shall be accepted in a proportionate manner and the acceptances shall be made in accordance with the Buyback Regulations, i.e. valid acceptances per Eligible Shareholder shall be equal to the General Category Additional Shares validly tendered by the Eligible Shareholders divided by the total General Category Additional Shares and multiplied by the total number of Shares remaining to be bought back in General Category.

c) Adjustment for fractional results in case of proportionate acceptance, as described in paragraph 19.7 (b) above, will be made as follows:

- For any Eligible Shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
- For any Eligible Shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional acceptance is less than 0.50, then the fraction shall be ignored.

19.8 Basis of Acceptance of Shares between Categories

a) After acceptances of tenders, as mentioned in 19.6 and 19.7 above, in case, there are any Shares left to be bought back in one category ('**Partially filled Category**'), and there are additional unaccepted validly tendered Shares ('**Further Additional Shares')** in the second Category ('**Over Tendered Category**'), then the Further Additional Shares in the Over Tendered Category shall be accepted in a proportionate manner i.e. valid Acceptances per Shareholder shall be equal to the Further Additional Shares validly tendered by an Eligible Shareholder in the Over Tendered Category divided by the total Further Additional Shares in the Over Tendered Category and multiplied by the total Shares left to be bought back in the Partially filled Category.

b) If the Partially Filled Category is the General Category and the Over Tendered Category is the Reserved Category, then any Small Shareholder who has tendered Additional Shares shall be eligible for priority acceptance of one Equity Shares before acceptance in paragraph 19.8(a) above out of the Shares left to be bought back in the Partially Filled Category, provided no acceptance could take place from such Shareholder in accordance with paragraph 19.6.

c) Adjustment for fraction results in case of proportionate acceptance, as defined in paragraph 19.8(a) above:

- For any Eligible Shareholder, if the number of Further Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
- For any Eligible Shareholder, if the number of Further Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is less than 0.50, then the fraction shall be ignored.

19.9 For avoidance of doubt, it is clarified that the Shares accepted under the Buyback Offer from each Eligible Shareholder, in accordance with above clauses, shall be lower of the following:

- the number of Shares tendered by the respective Shareholder, and
- the number of Shares held by the respective Shareholder, as on the Record Date.

19.10 For the avoidance of doubt, it is clarified that the Equity Shares tendered by any Eligible Shareholder over and above the number of Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance in accordance with above clauses.

19.11 Clubbing of Entitlements

In order to ensure that the same Eligible Shareholders with multiple demat accounts/ folios do not receive a higher entitlement under the Small Shareholder category, the Registrar to the Buyback Offer will club together the Equity Shares held by such shareholders with a common PAN for determining the category (Small Shareholder or General Category) and the Buyback Entitlement. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of shareholders holding Physical Shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buyback Offer will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, pension funds/ trusts, insurance companies etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar to the Buyback as per the shareholder records received from the Depositories.

20. PROCEDURE FOR TENDER OFFER AND SETTLEMENT

20.1 The Buyback is open to all Eligible Shareholder(s) holding Shares either in physical and/or dematerialized form on the Record Date.

20.2 The Company proposes to effect the Buyback through Tender Offer process, on a proportionate basis. This Letter of Offer and Tender Form, outlining the terms of the Buyback Offer as well as the detailed disclosures as specified in the Buyback Regulations, will be mailed to Eligible Shareholders whose names appear on the register of members of the Company, or who are beneficial owners of Equity Shares as per the records of Depositories, on the Record Date and who have their email IDs registered with the Depositories and for all remaining Eligible Shareholders who do not have their email IDs registered with the Depositories, the Letter of Offer along with Tender Form will be sent physically. However, on receipt of a request by the Registrar to the Buyback to receive a copy of Letter of Offer in physical format from such Eligible Shareholder to whom Letter of Offer and Tender Form were emailed, the same shall be sent physically.

20.3 The Company will not accept any Equity Shares offered for Buyback where there exists any restraint order of a Court for transfer / disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.

20.4 The Company shall comply with Regulation 24(v) of the Buyback Regulations which states that the Company shall not buyback the locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferrable.

20.5 Eligible Shareholders' participation in Buyback will be voluntary. Shareholders can choose to participate, in part or in full, and get cash in lieu of the Shares accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. Shareholders may also tender a part of their Buyback Entitlement. Shareholders also have the option of tendering Additional Shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Shareholders, if any. Acceptance of any Shares tendered in excess of the Buyback Entitlement by the Shareholder, shall be in terms of procedure outlined in paragraph 19 (*Process and Methodology for the Buyback*) of this Letter of Offer.

20.6 The Company shall accept all the Equity Shares validly tendered for the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date.

20.7 Eligible Shareholders will have to transfer the Equity Shares from the same demat account in which they were holding the Equity Shares as on the Record Date and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar, and the such tendered shares may be accepted subject to appropriate verification and validation by the Registrar.

20.8 As elaborated under Paragraph 19.4(b) above, the Equity Shares proposed to be bought as a part of the Buyback is divided into two categories: (a) Reserved Category for Small Shareholders and (b) the General

Category for other Eligible Shareholders, and the Buyback Entitlement of an Eligible Shareholder in each category shall be calculated accordingly.

20.9 After accepting the Equity Shares tendered on the basis of Buyback Entitlement, Equity Shares left to be bought as a part of the Buyback, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buyback Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buyback Entitlement, in other category.

20.10 The Buyback shall be implemented by the Company using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, Notice Number 20170202-34 dated February 02, 2017, from BSE 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 to time.

20.11 The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date.

20.12 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 by the Company. The contact details of the Company's Broker are as follows:

IDBI Capital Markets & Securities Limited
6th floor, IDBI Tower, WTC Complex, Cuffe Parade, Mumbai 400 005
Contact Person: Ms. Charushila Parkar
Tel: +91 (22) 2217 1700; **Fax**: +91 (22) 2215 1787;
Email:charushila.parkar@idbicapital.com; **Website**: www.idbicapital.com;
SEBI Registration Number: INZ000007237; **CIN**: U65990MH1993GOI075578

20.13 The Company has appointed BSE to provide a separate Acquisition Window to facilitate placing of sell orders by the Eligible Shareholders who wish to tender Equity Shares in the Buyback. BSE would be the Designated Stock Exchange for this Buyback Offer. All Eligible Shareholders may place orders in the Acquisition Window, through their respective stock brokers ("**Shareholder Broker**").

20.14 In the event Shareholder Broker(s) of Eligible Shareholder is not registered with BSE then that Eligible Shareholder can approach any BSE registered stock broker and can make a bid by using quick Unique Client Code ("**UCC**") facility through that BSE registered stock broker after submitting the details as may be required by that stock broker to be in compliance with the SEBI regulations. In case Eligible Shareholder is not able to bid using quick UCC facility through any other BSE registered stock broker then the Eligible Shareholder may approach Company's Broker to bid by using quick UCC facility.

20.15 The Eligible Shareholder approaching BSE registered stock broker (with whom he does not have an account) may have to submit following details:

(a) **In case of Eligible Shareholder being an Individual or HUF**

(i) If Eligible Shareholder is registered with KYC Registration Agency ("KRA"):

A. Forms required:
- Central Know Your Client (CKYC) form
- Know Your Client (KYC) form

B. Documents required (all documents self-attested):
- Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (Demat Master /Latest Demat statement)

(ii) If Eligible Shareholder is not registered with KRA:

A. Forms required:

- CKYC form
- KRA form
- KYC form

B. Documents required (all documents self-attested):
- PAN card copy
- Address proof
- Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (Demat master /Latest Demat statement)

It may be noted that other than submission of above forms and documents in person verification may be required.

(b) **In case of Eligible Shareholder other than Individual and HUF:**

(i) If Eligible Shareholder is KRA registered:

A. Form required:
- KYC form

B. Documents required (all documents certified true copy):
- Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (Demat master /Latest Demat statement)
- Latest list of directors/authorised signatories/partners/trustees
- Latest shareholding pattern
- Board resolution
- Details of ultimate beneficial owner along with PAN card and address proof
- Last 2 years financial statements

(ii) If Eligible Shareholder is not KRA registered:

A. Forms required:
- KRA form
- KYC form

B. Documents required (all documents certified true copy):
- PAN card copy of company/ firm/trust
- Address proof of company/ firm/trust
- Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (Demat Master /Latest Demat statement)
- Latest list of directors/authorised signatories /partners/trustees
- PAN card copies & address proof of directors/authorised signatories/partners/trustees
- Latest shareholding pattern
- Board resolution/partnership declaration
- Details of ultimate beneficial owner along with PAN card and address proof
- Last 2 years financial statements
- MOA/Partnership deed /trust deed

Additionally, registered Equity Shareholders holding Equity Shares in Physical form must also provide the documents mentioned in paragraph 20.21.

It may be noted that above mentioned list of documents is an indicative list. The requirement of documents and procedures may vary from broker to broker.

20.16 At the beginning of the Tendering Period, the order for buying Equity Shares shall be placed by the Company through the Company's Broker. During the Tendering Period, the order for selling the Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective Shareholder Broker during normal trading hours of the secondary market. In the tendering process, the Company's Broker may also process the orders received from the Shareholders.

20.17 Shareholder Broker can enter orders for demat Shares as well as physical Shares.

20.18 Modification / cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the Tendering Period of the Buyback offer. Multiple bids made by single Eligible Shareholder for selling the Shares shall be clubbed and considered as 'one' bid for the purposes of Acceptance.

20.19 The cumulative quantity tendered shall be made available on BSE website- www.bseindia.com throughout the trading session and will be updated at specific intervals during the Tendering Period.

20.20 All documents sent by the Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.

20.21 Procedure to be followed by Eligible Shareholders holding Equity Shares in the electronic/ dematerialised form

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 a bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the acquisition window of the BSE.

The Eligible Shareholder would need to transfer the tendered Equity Shares to the special account of India Clearing Corporation Limited ("**Clearing Corporation**" / "**ICCL**"), by using the early pay in mechanism as prescribed by the BSE or the Clearing Corporation prior to placing the bid by the Shareholder Broker. This shall be validated at the time of order/bid entry. The details of the settlement number for the Buyback shall be informed in the issue opening circular that will be issued by BSE/ Clearing Corporation. Modification/cancellation of orders will be allowed during the Tendering Period. The details of the special account of the Clearing Corporation shall be informed in the issue opening circular that will be issued by the BSE and/or the 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 closing of trading hours on the last day of the Tendering Period (Buyback Closing Date). 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 exchange bidding system to the Eligible Shareholder on whose behalf the bid has been placed. TRS will contain details of order submitted like Bid ID No., Application No., DP ID, Client ID, Number of Equity Shares tendered etc.

Eligible Shareholders who have tendered their Equity Shares in the Buyback may deliver the Tender Form duly signed (by all Shareholders in case shares are in joint names) in the same order in which they hold the shares, along with the TRS generated by the exchange bidding system either by registered post or courier or hand delivery to the Registrar to the Buyback Offer at the address mentioned on the cover page of this Letter of Offer not later than 2 (two) days from the Closing Date i.e. March 1, 2019 (by 5 PM). The envelope should be superscribed as "**NMDC Buyback Offer 2019**". In case of non-receipt of the completed Tender Form and other documents, but receipt of Shares in the special account of the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for demat Shareholders.

The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or partial acceptance.

Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Eligible Shareholders would be returned to them by Clearing Corporation. 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 Eligible Shareholder. In case of custodian participant orders, excess demat Shares or unaccepted demat Shares, if any, will be returned to the respective custodian depository pool account.

Eligible Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):

i. Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the

Tender Form; and

ii. In case of companies, the necessary certified corporate authorizations (including board and/ or general meeting resolutions).

20.22 Procedure to be followed by Registered Eligible Shareholders holding Equity Shares in the Physical form

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:

a) The Tender Form duly signed (by all Shareholders in case shares are in joint names) in the same order in which they hold the shares.

b) Original share certificates

c) Valid share transfer form(s) i.e. 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 favor of the Company.

d) Self-attested copy of the PAN Card(s) of all Shareholders.

e) Any other relevant documents such as (but not limited to):
   i. Duly attested Power of Attorney if any person other than the Eligible Shareholder has signed the relevant Tender Form
   ii. Necessary corporate authorisations, such as Board Resolutions etc., in case of companies

f) In addition to the above, 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 of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.

Based on these documents, the concerned Shareholder Broker shall place a bid on behalf of the Shareholders holding Equity Shares in physical form 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 Shareholder. TRS will contain the details of order submitted like Folio No., Certificate No., Distinctive No., No. of Equity Shares tendered etc.

Any Shareholder Broker who places a bid for physical Equity Shares, is required to deliver Tender Form, TRS, original share certificate(s), valid share transfer form(s) & other documents (as mentioned in Paragraph hereinabove) either by registered post or courier or hand delivery to the Registrar to the Buyback Offer at the address mentioned on the cover page of this Letter of Offer not later than 2 (two) days from the Buyback Closing Date i.e. March 1, 2019 (by 5 PM). 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 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'.

In case any person has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback Offer before the Buyback Closing Date.

20.23 Additional requirements in respect of tenders by Non-resident shareholders

a) While tendering their Equity Shares under the Buyback Offer, all Eligible Shareholders being Non-

resident Shareholders should provide relevant confirmations/ declarations vide the duly filled-in and signed (by all shareholders in case the Equity Shares are held in joint names) Tender Forms (including a copy of the permission received from RBI wherever applicable). In the event relevant confirmations / declarations are not provided in the Tender Forms or there is ambiguity in the information provided, the Company reserves the right to reject such Tender Forms.

b) FII/FPI shareholders should also enclose a copy of their SEBI registration certificate.

c) In case the Equity Shares are held on repatriation basis, the Non-Resident Shareholders should enclose documents in support of the same. Such documents should include:

- a copy of the permission received by them from RBI at the time of the original acquisition of Shares
- a letter from the Shareholder's authorized dealer/bank confirming that at the time of acquiring the said Equity Shares, payment for the same was made by the Non-resident shareholder from the appropriate account as specified by RBI in its approval.
- Any other document which evidences repatriability of sale proceeds in respect of the tendered Shares.

In case the Non-resident shareholder is not in a position to produce supporting documents towards enabling repatriation, the Shares would be deemed to have been acquired on non-repatriation basis and in that case the Non-Resident Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Shares accepted under the Offer i.e. by way of credit to an non-repatriation bank account or issuance of Rupee demand draft.

d) If any of the above stated documents, as applicable, are not enclosed along with the Tender Form, the Equity Shares tendered under the Buyback Offer are liable to be rejected.

20.24 Non-receipt of the Letter of Offer by, or accidental omission to dispatch the Letter of Offer to any Eligible Shareholder, shall not invalidate the Buyback Offer in any way. Shareholders not receiving the Letter of Offer, if they so desire, may also apply on the Tender Form downloaded from SEBI website (www.sebi.gov.in) or obtain a duplicate copy of the same by writing to the Registrar to the Buyback Offer. Please note that the Company shall accept Equity Shares validly tendered for the Buyback Offer on the basis of their holding and entitlement as appearing in the records of the Company as on the Record Date.

20.25 The acceptance of the Buyback Offer made by the Company is entirely at the discretion of the Eligible Shareholders of the Company. The Company does not accept any responsibility for the decision of any Eligible Shareholder to either participate or to not participate in the Buyback Offer. The Company will not be responsible in any manner for any loss of Share certificate(s) and other documents during transit and the Eligible Shareholders are advised to adequately safeguard their interest in this regard.

20.26 The instructions and authorizations contained in the Tender Form constitute an integral part of the terms of this Buyback Offer.

20.27 **In case of non-receipt of the Letter of Offer / Tender Form:**

a) **In case the Equity Shares are in dematerialised form**: An Eligible Shareholder may participate in the Offer by downloading the Tender Form from the website of the Company i.e. www.nmdc.co.in or send an application in writing on plain paper signed by all Eligible Shareholders (in case of joint holding), stating name and address of Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name/ID, beneficiary account number, number of Equity Shares tendered for the Buyback.

b) **In case the Equity Shares are in physical form:** An Eligible Shareholder may participate in the Buyback Offer by providing an application in writing on a plain paper signed by all Eligible Shareholders (in case of joint holding) stating name, address, folio number, number of Equity Shares held, share certificate number, number of Equity Shares tendered for the Buyback Offer and the distinctive numbers thereof, enclosing the original share certificate(s), copy of Eligible Shareholders' PAN card(s), executed share transfer form in favour of the Company and other necessary documents. The transfer form SH-4 can be downloaded from the Company's website i.e. www.nmdc.co.in Shareholders/ Shareholder Broker must ensure that the Tender Form, along with TRS and the requisite documents, reach the Registrar to the Buyback Offer no later than 2 (two) days from the Buyback Closing Date March 1, 2019 (by 5 P.M). If the signature(s) of the Eligible Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar of the Company or are not in the same order (although

attested), such applications are liable to be rejected under this Buyback Offer.

Eligible Shareholder(s) who intend to participate in the Buyback using the 'plain paper' option as mentioned in this paragraph are advised to confirm their entitlement from the Registrar to the Buyback Offer, before participating in the Buyback.

Please note that Eligible Shareholder(s) who 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) and have to ensure that their bid is entered by their respective Shareholder Broker or broker in the electronic platform to be made available by BSE before the Buyback Closing Date, otherwise the same are liable to be rejected.

20.28 Acceptance of orders

The Registrar shall provide details of order Acceptance to Clearing Corporation within specified timelines.

20.29 Method of Settlement

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

(i) 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 will receive funds payout in their bank account from Clearing Corporation. The payment of consideration to all Shareholders validly participating in the Buyback will be made in Indian National Rupees.

(ii) The Equity Shares bought back in the demat form would be transferred directly to the 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.

(iii) Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Eligible Shareholders would be returned to them by Clearing Corporation. 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 participant. The custodian participants would return these unaccepted shares to their respective clients on whose behalf the bids have been placed.

(iv) Equity Shares in Physical form, to the extent tendered but not accepted, will be returned back to the concerned Shareholders directly by Registrar to the Buyback Offer. The Company will issue a new single share certificate for all the unaccepted and excess physical shares and return the same to the sole/first Shareholder (in case of joint Shareholders). Share certificates in respect of unaccepted and excess / rejected Shares and other documents, if any, will be sent by Registered Post / Speed Post at the Shareholders' sole risk to the sole/first Shareholder (in case of joint Shareholders), at the address recorded with the Company, not later than March 1, 2019.

(v) Every Shareholder Broker who puts in a valid bid on behalf of an Eligible Shareholder, would issue a contract note and pay the consideration for the Equity Shares accepted under the Buyback and return the balance unaccepted Equity Shares to their respective clients. Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

(vi) Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for payment to them of 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 market transaction). The Buyback consideration received by the selling Shareholders from their respective Shareholder Broker, in respect of accepted Equity Shares, could be net of such costs, applicable taxes charges and expenses (including brokerage) and the Manager to the Buyback Offer and Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Shareholders.

(vii) 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 and Companies Act, 2013.

20.30 Settlement of Funds/Payment Consideration

The settlements of fund obligation for dematerialised and physical Equity Shares shall be effected as per the SEBI circulars and as prescribed by Exchange and Clearing Corporation from time to time.

For Equity Shares accepted under the Buyback, the Eligible Shareholders holding Equity Shares in dematerialised form will receive funds payout in the Shareholder's bank account as provided by the Depository system from Clearing Corporation and in case of physical shares the Clearing Corporation will release the funds to the Shareholder Broker(s) as per secondary market pay out mechanism. If Eligible Shareholders' bank account details are not available or if the funds transfer instruction is rejected by RBI/Bank, due to any issue then such funds will be transferred to the concerned Shareholder Brokers' settlement bank account for onward transfer to their respective Eligible Shareholders.

20.31 Special Account opened with the Clearing Corporation

The details of transfer of the dematerialised Equity Shares to the special account by trading member or custodians shall be informed in the issue opening circular that will be issued by the BSE or ICCL.

20.32 Rejection Criteria

The Equity Shares tendered by Eligible Shareholders would be liable to be rejected on the following grounds:

For Eligible Shareholders holding shares in the dematerialized form if:

a. the Shareholder is not a Eligible Shareholder of the Company as on the Record Date; or
b. if there is a name mismatch in the dematerialised account of the Shareholder.

For Eligible Shareholders holding Equity Shares in the physical form if:

a. The documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours of March 1, 2019 (Friday) by 5:00 p.m.;
b. If there is any other company share certificate enclosed with the Tender Form instead of the share certificate of the Company;
c. If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders;
d. If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate; or
e. In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar.

21. NOTE ON TAXATION

Disclosures in this paragraph are based on expert opinion obtained by the Company.

SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX PROVISIONS INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE ASSESSING OFFICERS IN THEIR CASE, AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF SUCH ADVICE.

THE SUMMARY OF THE TAX CONSIDERATIONS IN THIS SECTION ARE BASED ON THE CURRENT PROVISIONS OF THE TAX LAWS OF INDIA AND THE REGULATIONS THEREUNDER, THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, WHICH ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT TAX IMPLICATIONS.

IN VIEW OF THE PARTICULARISED NATURE OF TAX CONSEQUENCES, SHAREHOLDERS

ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX PROVISIONS INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE TAX OFFICERS IN THEIR CASE, AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE.

THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF SUCH ADVICE. THEREFORE, SHAREHOLDERS CANNOT RELY ON THIS ADVICE AND THE SUMMARY TAX IMPLICATIONS RELATING TO THE TREATMENT OF INCOME TAX IN THE CASE OF BUY BACK OF LISTED EQUITY SHARES ON THE STOCK EXCHANGE SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.

The below provisions of Income Tax Act, 1961 ("**Income Tax Act**"):

1. CLASSIFICATION OF INCOME

i. Based on the provisions of the Income Tax Act, shares can be classified under the following two categories**:**

- Shares held as investment (Income from transfer taxable under the head "Capital Gains")
- Shares held as stock-in-trade (Income from transfer taxable under the head "Profits and Gains from Business or Profession")

2. CLASSIFICATION OF SHAREHOLDERS- Shareholders can be classified under the following categories

a. Resident Shareholders being:

- Individuals , Hindu Undivided Family (HUF),Association of Persons (AOP) and Body of Individuals (BOI)
- Others

b. Non Resident Shareholders being:

- Non Resident Indians (NRIs)
- Foreign Institutional Investors (FIIs)
- Others:
  - Company
  - Other than Company

3. SHARES HELD AS INVESTMENT

As per the provisions of the Income Tax Act, where the shares are held as investments, income arising from the transfer of such shares is taxable under the head "Capital Gains". Capital gains on buyback of shares are governed by the provisions of Section 46A of the Income Tax Act and would attract capital gains in the hands of shareholders as per provisions of Section 48 of the Income Tax Act. The provisions of Buyback tax under Section 115QA in Chapter XIIDA of the Income Tax Act do not apply for shares listed on the stock exchange.

i) Period of holding

The taxability as per the provisions of the Income Tax Act is discussed below.

a. Nature of capital gains as per the provisions of the Income Tax Act.

As per the provisions of the Income Tax Act for the purpose of determining as to whether the capital gains are short-term or long-term in nature:

- Where a capital asset, being listed equity shares of the Company being bought back, is held for a period of less than or equal to 12 months prior to the date of transfer, the same shall be treated as a short-term capital asset, and the gains arising there from shall be taxable as short-term capital gains(STCG).
- Similarly, where listed equity shares are held for a period of more than 12 months prior to the date of transfer, the same shall be treated as a long-term capital asset and the gains arising there from shall be taxable as long-term capital gains (LTCG).

ii) Buyback of shares through a recognized stock exchange

Where transaction for transfer of such equity shares (i.e. buyback) is executed through a recognized stock exchange, they are liable to Securities Transaction Tax ('STT'). STT is a tax payable in India on

the value of securities on every purchase or sale of securities that are listed on the Indian Stock Exchange. Currently, the STT rate applicable on the purchase or sale of shares on the stock exchange is 0.1% of the value of security.

The taxability of buyback proceeds in the hands of the eligible shareholder should be as under:

- As per the provisions of the ITA as amended by the Finance Act, 2018, the exemption to LTCG provided u/s. 10(38) of ITA has been withdrawn and tax is levied on LTCG exceeding ₹1 Lac in a financial year arising on transfer of listed equity shares @ 10% without allowing the benefit of indexation. However, gains accrued on such equity shares till 31st January, 2018 have been exempted by providing that the cost of acquisition in respect of such equity shares which would be transferred on or after 1st April, 2018 shall be higher of i) the actual cost of acquisition of such equity shares acquired before 1st February, 2018 or ii) the lower of a) the highest price of such equity shares quoted on the recognised stock exchange on the 31st January, 2018; or b) the actual sale value of such equity shares.

  However, as per a draft notification issued on 24th April, 2018, an exemption from the requirement of STT being paid at the time of acquisition of shares, is sought to be provided to certain modes of acquisition including acquisition of shares by a non-resident under the FDI policy and acquisition of unlisted shares subsequently listed on the stock exchange. Once such exceptions are notified, if acquisition is made in such specified modes, the rates specified above shall continue to apply, even if no STT was paid at the time of acquisition of the shares.

  If STT is not paid at the time of acquisition of the shares being bought back, entire LTCG arising to the shareholder shall be subject to tax @ 10% under Section 112 of the IT Act (or 20% after claiming indexation benefit which is relevant in case of resident shareholders).

- STCG arising from such transaction would be subject to tax @ 15% under Section 111A of the Income Tax Act.

iii) Further, in case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is considered while computing the tax on such STCG taxable under Section 111A of the Income Tax Act. In such cases, where the total income as so reduced by such STCG is below the maximum amount not chargeable to tax, then such STCG shall be reduced by the amount by which the total income as so reduced falls short of the maximum amount which is not chargeable to income tax and on the balance of STCG, if any, income tax @ 15% is charged. In addition to the above STCG tax, surcharge, health and education cess are leviable

iv) Further in case of Eligible Shareholders being companies as defined under the Income Tax Act, the tax provisions of minimum alternate tax on book profits as provided u/s. 115JB of the Income Tax Act need to be considered depending on their income and losses, etc. for the year.

v) For non-residents, taxability of capital gains would be subject to beneficial provisions of applicable Double Taxation Avoidance Agreement ("**DTAA**") entered into by India with relevant country in which the shareholder is resident but subject to fulfilling relevant conditions and submitting/ maintaining necessary documents prescribed under the Income Tax Act.

As an overall point, since the buyback is undertaken on the stock exchange, such transaction is chargeable to Securities Transaction Tax ("STT"). STT is a tax payable in India on value of securities on every purchase or sale of securities that are listed on the Indian Stock Exchange.

4. SHARES HELD AS STOCK-IN-TRADE

i. If the shares are held as stock-in-trade by any of the shareholders of the Company, then the gains would be characterized as business income and taxable under the head "Profit and Gains from Business or profession". In such a case, the provisions of section 46A of the Income Tax Act would not apply.

ii. Resident Shareholders

- For individuals, HUF, AOP, BOI, profits would be taxable at slab rates.
- Domestic company having turnover or gross receipts not exceeding ₹250 Crore in the previous year i.e. 2016 -17 would be taxable @ 25%
- For persons other than individuals, HUF, AOP, BOI profits would be taxable at the rate of 30%.

No benefit of indexation by virtue of period of holding would be available in any case.

iii. Non Resident Share holders

- For Non Residents, taxability of profits as business income would be subject to beneficial provisions of applicable DTAA entered into by India with relevant shareholder country but subject to fulfilling relevant conditions and submitting/ maintaining necessary documents prescribed under the Income Tax Act.
- Where DTAA provisions are not applicable:
  - For non-resident individuals, HUF, AOP, BOI, profits would be taxable at slab rates
  - For foreign companies, profits would be taxed in India@40%
  - For other non-resident shareholders, such as foreign firms, profits would be taxed in India@30%

  In addition to the above, Surcharge, Education Cess and Secondary and Higher Education Cess are leviable.

5. TAX DEDUCTION AT SOURCE

i. In case of Resident Shareholders

In absence of any specific provision under the Income Tax Act, the Company is not required deduct tax on the consideration payable to resident shareholders pursuant to the said Buyback.

ii. In the case of Non-Resident Shareholders

Since the buy-back is through the stock exchange, the responsibility of discharge of the tax due on the gains (if any) is primarily on the non-resident shareholder. It is there of recommended that non-resident shareholder may consult their custodians/authorized dealers/tax advisors appropriately to compute gains (if any) and immediately pay taxes in India (either through deduction at source or otherwise) in consultation with their custodians/ authorized dealers/ tax advisors appropriately.

The non-resident shareholders undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to the non-resident shareholders on buyback of Equity Shares by the Company. The non-resident shareholders also undertake to provide the Company, on demand, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buyback of Equity Shares by the Company, copy of tax return filed in India, evidence of the tax paid etc.

6. RATE OF SURCHARGE AND CESS

In addition to the above Capital Gain Tax, Surcharge, Education Cess and Secondary and Higher Education Cess are leviable as under:

i. Surcharge:

- In case of domestic companies: Surcharge @ 12% is leviable where the total income exceeds ₹10 crores and @ 7% where the total income exceeds ₹1 crore but upto ₹10 crores.
- In case of companies other than domestic companies: Surcharge @ 5% is leviable where the total income exceeds ₹10 crores and @ 2% where the total income exceeds ₹1 crore but upto ₹10 crores.
- In case of Firms: Surcharge @12% is leviable where the total income exceeds ₹1 crore.
- In case of other assesse (i.e. other than companies and Firms): Surcharge @10% is leviable where the total income exceeds ₹50 Lakhs but not more than ₹1 crore and Surcharge @15% is leviable where the total income exceeds ₹1 Crore.

ii. Cess:

a. Health and education cess @ 4% is leviable in all cases.

7. GENERAL

a) The above note on taxation sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the disposal of equity shares.

b) Several of these benefits are dependent on the shareholders fulfilling the conditions prescribed under the provisions of the relevant sections under the relevant tax laws.

THE TAX RATE AND OTHER PROVISIONS MAY UNDERGO CHANGES.

SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE ASSESSING OFFICERS IN THEIR CASE, AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF SUCH ADVICE.

This note is neither binding on any regulators nor can there be any assurance that they will not take a position contrary to the comments mentioned herein. Hence you should consult with your own tax advisors for the tax provisions applicable to your particular circumstances.

22. DECLARATION BY THE BOARD OF DIRECTORS

Declaration as required under clause (ix) and clause (x) of Schedule I to the Buyback Regulations, as under:

The Board of Directors made the below mentioned declaration as on the date of passing the board resolution approving the Buyback i.e. January 8, 2019:

i. The Board of Directors of the Company confirms that there are no defaults subsisting in the repayment of deposits or 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.

ii. The Board of Directors of the Company confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed an opinion that:

   a. immediately following the date of the Board Meeting on January 8, 2019 approving the Buyback, there will be no grounds on which the Company can be found unable to pay its debts;

   b. as regards the Company's prospects for the year immediately following the date of the Board Meeting having regard to the Board's intentions with respect to the management of the Company's business during the said year and to the amount and character of the financial resources which will in the Board's view be available to the Company during the said 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 the Board Meeting approving the Buyback; and

   c. in forming an opinion as aforesaid, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act, 1956 or Companies Act, 2013 or the Insolvency and Bankruptcy Code 2016, as the case may be, including prospective and contingent liabilities.

This declaration is made and issued by the Board of Directors in terms of the resolution passed at its meeting held on January 8, 2019.

For and on behalf of the **Board of Directors of Company**

Sd/- N. Baijendra Kumar Chairman cum Managing Director **(DIN:** 03289526**)**	Sd/- Amitava Mukherjee Director (Finance) **(DIN:** 08265207**)**

23. AUDITORS CERTIFICATE

The text of the report dated January 8, 2019 received from Tej Raj & Pal, Chartered Accountants, Statutory Auditors of the Company addressed to the Board of Directors of the Company is reproduced below:

Quote

Auditor's Report as prescribed in Clause (xi) of Schedule I of the Buy-Back Regulations

To,
The Board of Directors,
NMDC Limited
10 - 3 - 311 / A, Khanij Bhavan,
Castle Hills, Masab Tank,
Hyderabad,
Telangana, 500028

Dear Sirs,

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:

(i) 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 months ended September 30, 2018 as approved by the Board of Directors in their meeting held on November 13, 2018;

(ii) 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:

	Standalone
Particulars	**Amount (in Rs. Crores) As on March 31, 2018**
Issued, subscribed and fully paid up equity shares:	
3,16,38,90,474 Equity 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

(iii) 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 January 8, 2019, is unreasonable in all the circumstances in the present context.

(iv) The Board of Directors in their meeting held on January 8, 2019 have formed the opinion 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 within a period of one year from that date.

(v) 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 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 to in paragraph (i) to (v) above.

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
Chartered Accountants
Firm Regn. No. 304124E

(s/d)
CA Dinakar Mohanty
Partner
Membership No.: 059390
Place: New Delhi
Date: January 8, 2019
Unquote

24. DOCUMENTS FOR INSPECTION

The following material documents are available for inspection by shareholders of the Company at the Registered Office: NMDC Limited, Khanij Bhavan, 10-3-311/A, Castle Hills, Masab Tank, Hyderabad-500028, from 10:00 a.m. IST to 5:00 p.m. IST on all working days except Saturday, Sunday and public holidays, during the Tendering Period.

i. Copy of the Certificate of Incorporation;
ii. Memorandum and Articles of Association of NMDC Limited;
iii. Copy of the annual reports of NMDC Limited for the last three financial years ended March 31, 2018, March 31, 2017 and March 31, 2016 and unaudited limited review financial results approved by Board of Directors for the six months ended September 2018;
iv. Certified true copy of the resolution passed by the Board of Directors at the meeting held on January 8, 2019 approving proposal for Buyback;
v. Copy of Report dated January 8, 2019 received from M/s Tej Raj & Pal, Chartered Accountants, the Statutory Auditors of the Company, in terms of clause (xi) of Schedule I of the Buyback Regulations;
vi. Copy of Declaration of solvency and an affidavit verifying the same in Form SH-9, as prescribed under section 68(6) of the Companies Act, 2013;
vii. SEBI Comments vide letter no. SEBI/HO/CFD/DCR-2/OW/P/2019/3090/1 dated January 31, 2019;
viii. Copy of Escrow Agreement dated January 29, 2019 between NMDC Limited, Indusind Bank Limited and IDBI Capital Markets & Securities Limited;
ix. Copy of the certificate from M/s Tej Raj & Pal, Chartered Accountants, the Statutory Auditors of the Company, dated January 8, 2019 certifying that the Company has adequate funds for the purposes of Buyback;
x. Copy of Public Announcement dated January 8, 2019 published in the newspapers on January 10, 2019 regarding Buyback of Equity Shares; and
xi. Opinion dated January 8, 2019 obtained by the Company on taxation from M/s Tej Raj & Pal.

25. DETAILS OF COMPLIANCE OFFICER

Shri A.S. Pardha Saradhi,
Company Secretary
NMDC Limited
Khanij Bhavan, 10-3-311/A,
Castle Hills, Masab Tank,
Hyderabad-500028
Tel: 040-23538757
Fax: 040-23538759
Email: cs@nmdc.co.in;
Website: www.nmdc.co.in

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.

26. DETAILS OF THE REMEDIES AVAILABLE TO THE SHAREHOLDERS/ BENEFICIAL OWNERS

i. In case of any grievances relating to the Buyback (i.e. non-receipt of the Buyback consideration, Share certificate, demat credit, etc.) the investor can approach the Compliance Officer and/or Manager to the Buyback and/or Registrar to the Buyback for redressal.

ii. If the Company makes any default in complying with the provisions of Section 68, 69, 70 of the Companies Act, 2013, or the rules made thereunder, the Company or any officer of the Company who is in default shall be punishable with imprisonment for a term and its limit, or with a fine and its limit or with both in terms of

the Companies Act, 2013.

iii. The address of the concerned office of the Registrar of Companies is as follows:

Registrar of Companies, Telangana, Hyderabad
2nd Floor, Corporate Bhawan,
GSI Post, Tattiannaram Nagole, Bandlaguda
Hyderabad - 500 068

27. DETAILS OF INVESTOR SERVICE CENTRE

In case of any query, the shareholders may also contact the Registrar & Transfer Agent on any day except Saturday, Sunday and Public holidays between 10:00 AM and 5:00 PM at the following address:

AARTHI CONSULTANTS PVT LTD
1-2-285, Domalguda, Hyderabad 500 029;
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

28. MANAGER TO THE BUYBACK OFFER

IDBI CAPITAL MARKETS & SECURITIES LIMITED
6th Floor, IDBI Tower, WTC Complex, Cuffe Parade, Mumbai-400005
Contact Person: Sumit Singh;
Tel: +91 (22) 2217 1700; **Fax**: +91 (22) 2215 1787;
E-mail: nmdc.buyback@idbicapital.com;
Website: www.idbicapital.com;
SEBI Registration No.: INM000010866; **Validity Period**: Permanent;
CIN: U65990MH1993GOI075578

29. DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THE LETTER OF OFFER

As per Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors of the Company accept full responsibility for the information contained in this Letter of Offer and confirms that the information in this Letter of Offer contain true, factual and material information and does not contain any misleading information. The Letter of Offer is issued under the authority of the Board of Directors by the Buyback Committee through Resolution passed by the Buyback Committee meeting held on February 4, 2019.

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

s/d	**s/d**	**s/d**
N. Baijendra Kumar	Amitava Mukherjee	A S Pardha Saradhi
Chairman cum Managing Director	Director (Finance)	Company Secretary
(DIN: 03289526**)**	**(DIN:** 08265207**)**	**(M. Number:** ACS8380**)**

Date: February 4, 2019
Place: Hyderabad

Enclosure:
1. Tender Form for Demat Shareholders
2. Tender Form for Physical Shareholders