

एन एम डी सी



NMDC

एन एम डी सी लिमिटेड NMDC Limited

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

पंजीकृत कार्यालय : 'खनिज भवन', 10-3-311/ए, कैसल हिल्स, मासाब टैंक, हैदराबाद - 500 028.
Regd. Office : 'Khanij Bhavan' 10-3-311/A, Castle Hills, Masab Tank, Hyderabad - 500 028.
नैगम पहचान संख्या / Corporate Identity Number : L13100AP1958 GOI 001674

No. 18(1)/2008- Sectt

2nd July 2016

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

Dear Sir/Madam,

Sub: Postal Ballot Notice

Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; Security ID: NMDC

In furtherance to our intimation dated 7th June 2016 and in terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Postal Ballot Notice and Form.

The Postal Ballot Notice seeks approval of the Members by way of Special Resolution through postal ballot for buyback of not exceeding 80,08,25,526 (Eighty Crore Eight Lakhs Twenty Five Thousand Five Hundred and Twenty Six) equity shares of the Company, from all the members holding equity shares of the Company on a proportionate basis through the "Tender Offer" route at a price of ₹ 94 (Rupees Ninety Four only) per equity share of face value of ₹ 1 each payable in cash for an aggregate consideration not exceeding ₹ 7527,75,99,499 (Rupees Seven Thousand Five Hundred and Twenty Seven Crore Seventy Five Lakh Ninety Nine Thousand Four Hundred and Ninety Nine only).

The Postal Ballot Notice is being sent to all the members, whose names appear on the Register of Members/list of beneficial owners, received from the Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL) as on Friday the 24th June 2016.

The Company has engaged the services of NSDL to provide the facility of casting of votes by using electronic voting system ("e-voting"). The voting through physical postal ballot form and through e-voting shall commence from Monday, the 4th July 2016 at 10.00 a.m. IST and shall end on Tuesday, the 2nd August 2016 at 5.00 p.m. IST.

You are requested to please take a note of the same.

Thanking you

Yours faithfully,

For NMDC Limited

A S Pardha Saradhi

Company Secretary



Encl: A/a

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N M D C
NMDC Limited

(A Government of India Enterprise)

CIN: L13100AP1958GOI001674

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

Tel.: 040-23538757, Fax: 040-23538759, E-mail: cs@nmdc.co.in, Website: www.nmdc.co.in

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

Dear Members,

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 (the "**Companies Act**"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "**Management Rules**") including any statutory modification or re-enactment thereof for the time being in force, and other applicable provisions, if any, that the Resolution appended below for the buyback of equity shares of NMDC Limited (the "**Company**") is proposed to be passed as Special Resolution by way of postal ballot / electronic voting for the postal ballot.

The Board of Directors of the Company at its meeting held on 7th June, 2016 ("**Board Meeting**") has, subject to the approval of the shareholders of the Company by way of Special Resolution through postal ballot and subject to approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved buyback of not exceeding 80,08,25,526 (Eighty Crore Eight Lakhs Twenty Five Thousand Five Hundred and Twenty Six) equity shares of the Company, from all the members holding equity shares of the Company on a proportionate basis through the "Tender Offer" route in accordance with the Companies Act, the Management Rules, the Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998, (the "**Buyback Regulations**"), as amended from time to time at a price of ₹ 94 (Rupees Ninety Four only) per equity share of face value of ₹ 1 each payable in cash for an aggregate consideration not exceeding ₹ 7527,75,99,499 (Rupees Seven Thousand Five Hundred and Twenty Seven Crore Seventy Five Lakh Ninety Nine Thousand Four Hundred and Ninety Nine only) (the "**Buyback**"). The Buyback shall be not exceeding 25% of the aggregate of fully paid up share capital and free reserves of the Company as per audited accounts of the Company for the financial year ended March 31, 2016 (the last audited financial statements available as on the date of Board meeting recommending the proposal of the Buyback).

Pursuant to Sections 68(2) (b), 69 and other applicable legal provisions of the Companies Act and rules made thereunder, it is necessary to obtain the consent of the members holding equity shares of the Company by way of a Special Resolution for the proposed Buyback. Further, as per Section 110 of the Companies Act read with Rule 22(16)(g) of the Management Rules, the consent of the members is required to be obtained for the buyback by means of postal ballot. Accordingly, the Company is seeking your consent for the aforesaid proposal as contained in the Resolution appended below.

An explanatory statement pursuant to Section 102 and other applicable legal provisions of the Companies Act and the Buyback Regulations, pertaining to the said Resolution setting out the material facts and the reasons thereof, is also appended. The said Resolution and explanatory statement are being sent to you along with a postal ballot form (the "**Postal Ballot Form**") for your consideration. Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Shri Datla Hanumanta Raju, Partner, D. Hanumanta Raju & Co, Company Secretaries as the scrutinizer (the "**Scrutinizer**") for the Postal Ballot process.

The members holding equity shares of the Company are requested to carefully read the instructions enclosed with the Postal Ballot Form and return the said Form duly completed in the attached self-addressed, postage prepaid envelope, if posted in India, so as to reach the Scrutinizer at his address at D. Hanumanta Raju & Co, Company Secretaries, B-13, F-1, P.S. Nagar, Vijayanagar Colony, Hyderabad – 500 057, Telangana, India not later than close of working hours (5 pm IST) on Tuesday, August 2, 2016. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. The postage will be borne and paid for by the Company.

In compliance with the provision of Section 108 and Section 110 of the Companies Act read with Rule 20 and 22 of the Management Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is also offering e-voting facility as an alternate mode of voting to all members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. Members holding equity shares of the Company are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting. The e-voting module will be disabled after the business hours i.e. 5 pm IST on Tuesday, August 2, 2016 for voting by the members holding equity shares of the Company. The members holding equity shares of the Company have both the options of voting i.e. by e-voting and through Postal Ballot Form. Kindly note that while exercising their vote, members holding equity shares of the Company can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or e-voting. If you are opting for e-voting, then do not vote through Postal Ballot Form and vice versa. In case shareholders cast their vote both by physical postal ballot and e-voting, then voting done through valid e-voting shall prevail and the voting done by postal ballot will be treated as invalid.



The Scrutinizer will submit his report to the Chairman or in his/her absence a person authorized by him/her in writing, after completion of scrutiny of Postal Ballot (including e-voting) in a fair and transparent manner. The results of the Postal Ballot will be announced on or before August 4, 2016 and will be displayed at the Registered Office of the Company and will also be published in newspapers and communicated to BSE Limited (the "BSE"), National Stock Exchange of India Limited (the "NSE") and the Calcutta Stock Exchange Limited where the equity shares of the Company are listed. The results of the Postal Ballot will also be displayed on the Company's website: www.nmdc.co.in and on the website of National Securities Depository Limited ("NSDL"). The date of declaration of the results of the Postal Ballot shall be the date on which the Resolution would be deemed to have passed, if approved by the requisite majority. The members are requested to consider and, if thought fit, pass the following Resolution:

SPECIAL BUSINESS:

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

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

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

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

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

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

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



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

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

By Order of the Board of Directors
For **NMDC Limited**

Place: New Delhi
Date: 7th June, 2016

A.S. Pardha Saradhi
Company Secretary

NOTES:

1. Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act read with Section 110 of the Companies Act setting out the material facts pertaining to the Resolution are annexed hereto along with postal ballot form for your consideration.
2. The Board of Directors of the Company has appointed Shri Datla Hanumanta Raju, Partner, D. Hanumanta Raju & Co, Company Secretaries, Membership no.: FCS 4044, CP No: 1709 as the Scrutinizer for conducting the postal ballot process (including e-voting), in a fair and transparent manner.
3. The Notice is being sent to all the members, whose names appear in the Register of Members/List of Beneficial Owners, received from Central Depository Services (India) Limited (CDSL) and/ or National Securities Depository Limited (NSDL) as on the close of working hours on June 24, 2016 i.e. Cut Off Date.
4. As per Section 108 and Section 110 of the Companies Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, Notice of the Postal Ballot may be served on the members through electronic means. Members who have registered their e-mail IDs with depositories / with the Company/ with Registrar and Share Transfer Agent are being sent this Notice of Postal Ballot along with Postal Ballot Form by e-mail and the members who have not registered their e-mail IDs will receive Postal Ballot Notice along with the Postal Ballot Form by Courier / Registered Post.
5. A Postal Ballot Form and a postage prepaid self-addressed envelope are attached to this Notice. The self-addressed letters bear the address to which duly completed Postal Ballot Form is to be sent.
6. In terms of Section 110 of the Companies Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company has also extended e-voting facility as an alternate, for its shareholders to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The Company has engaged National Securities Depository Limited ("NSDL") to offer E-voting facility to all its members to enable them to cast their votes electronically. Details of e-voting facility are specified under the notice of Postal Ballot.
7. The shareholders who do not receive the Postal Ballot Form may apply to the Company and/ or the Registrar i.e. M/s Aarthi Consultants Private Limited, D. No. 1-2-285, Domalguda, Hyderabad-500029, Telangana, India or may send an email to info@aarthiconsultants.com to receive the duplicate thereof.
8. The Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form, and record their assent (for) or dissent (against) to the Resolution so listed, by returning the same duly completed and signed in the attached postage pre-paid self-addressed envelope. However, Postal Ballot Form(s) if sent by courier or by registered post at the expense of the Shareholder(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the scrutinizer on or before the closing of working hours 5.00 p.m on August 2, 2016, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the shareholder(s). Unsigned Postal Ballot Form/s will be rejected. Members are requested not to send any other paper / document along with the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except their assent or dissent and affixing their signature.
9. The Scrutinizer will submit his final report to the Chairman cum Managing Director as soon as possible after the last date of receipt for Postal Ballot Form but not later than 5.00 p.m on August 4, 2016. The Results of the E-voting/Postal Ballot will be displayed at the Registered Office, displayed on the website of the Company, on the website of NSDL, and intimated to the stock exchanges on which the shares of the Company are listed, and will also be published in newspapers.
10. The Resolution shall be deemed to be passed on the date of declaration of the results of the postal ballot.
11. The Postal Ballot Notice is also being uploaded on the Company's website viz. www.nmdc.co.in and of NSDL viz. www.evoting.nsdl.com.



All documents referred to in this Postal Ballot Notice, Explanatory Statement setting out material facts are open for inspection by the Members at the Registered Office of the Company between 11.00 a.m. to 4.00 p.m. on all working days except Saturdays, Sundays and national holidays.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

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

With an objective of rewarding members holding equity shares of the Company, through return of surplus cash, the Board at its meeting held on Tuesday, June 7, 2016 has approved the proposal of recommending buyback of equity shares as contained in the Resolution in the Notice. As per the relevant provisions of the Companies Act, 2013 (hereinafter "Companies Act") and other applicable provisions of Companies Act and Buyback Regulations, the Explanatory Statement contains relevant and material information to enable the members holding equity shares of the Company to consider and approve the Special Resolution on the Buyback of the Company's equity shares.

Requisite details relating to the Buyback are given below:

a) Necessity for 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. The Board at its meeting held on Tuesday, the June 7, 2016, considered the accumulated free reserves as well as the cash liquidity reflected in the audited accounts for the financial year ended March 31, 2016 and considering these, the Board decided to allocate a sum of not exceeding ₹ 7527,75,99,499 (Rupees Seven Thousand Five Hundred and Twenty Seven Crore Seventy Five Lakh Ninety Nine Thousand Four Hundred and Ninety Nine only) for returning to the members holding equity shares of the Company through the Buyback.

After considering several factors and benefits to the members holding equity shares of the Company, the Board decided to recommend Buyback of not exceeding 80,08,25,526 (Eighty Crore Eight Lakhs Twenty Five Thousand Five Hundred and Twenty Six) equity shares (representing 20.20 % of the total number of equity shares in the paid-up share capital of the Company) at a price of ₹ 94 (Rupees Ninety Four only) per equity share for an aggregate consideration of not exceeding ₹ 7527,75,99,499 (Rupees Seven Thousand Five Hundred and Twenty Seven Crore Seventy Five Lakh Ninety Nine Thousand Four Hundred and Ninety Nine only). Buyback 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, by reduction in the equity base, thereby leading to long term increase in shareholders' value;
- iv. The Buyback gives an option to the members holding equity shares of the Company, who can choose to participate and get cash in lieu of equity shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment;
- v. Optimizes the capital structure.

b) Method to be adopted for the Buyback

The Buyback shall be on a proportionate basis from all the members holding equity shares of the Company through the "Tender Offer" route, as prescribed under the Buyback Regulations. The Buyback will be implemented in accordance with the Companies Act and the Share Capital Rules to the extent applicable, and on such terms and conditions as may be deemed fit by the Company.

As required under the Buyback Regulations, the Company will announce a record date (the "Record Date") for determining the names of the members holding equity shares of the Company who will be eligible to participate in the Buyback.

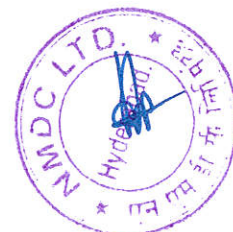
In due course, each shareholder as on the Record Date, will receive a Letter of Offer along with a Tender / Offer Form indicating the entitlement of the shareholder for participating in the Buyback.

The equity shares to be bought back as a part of the buyback is divided in two categories:

- (a) Reserved category for small shareholders; and
- (b) General category for all other shareholders.

As defined in Regulation 2(1) (la) of the Buyback Regulations, a "small shareholder" is a shareholder who holds equity shares having market value, on the basis of closing price on stock exchanges as on Record Date, of not more than ₹ 2,00,000 (Rupees Two Lacs only).

In accordance with the proviso to Regulation 6 of the Buyback Regulations, 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 part of this Buyback. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder".



Based on the holding on the Record Date, the Company will determine the entitlement of each shareholder to tender their shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of equity shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs.

Shareholders' participation in Buyback will be voluntary. Members holding equity shares of the Company can choose to participate and get cash in lieu of shares to be 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. Members holding equity shares of the Company may also accept a part of their entitlement. Members holding equity shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any.

The maximum tender under the Buyback by any shareholder cannot exceed the number of equity shares held by the shareholder as on the Record Date.

The equity shares tendered as per the entitlement by members holding equity shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations. The settlement of the tenders under the Buyback is expected to be done using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015.

Detailed instructions for participation in the Buyback (tender of equity shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the members holding equity shares of the Company as on the Record Date.

c) Maximum amount required under the Buyback, its percentage of the total paid up capital and free reserves and the sources of funds from which the Buyback would be financed

The maximum amount required under the Buyback will be not exceeding ₹ 7527,75,99,499 (Rupees Seven Thousand Five Hundred and Twenty Seven Crore Seventy Five Lakh Ninety Nine Thousand Four Hundred and Ninety Nine only) which is not exceeding 25% of the aggregate of the fully paid-up share capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2016. The Buyback would be financed out of free reserves 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, the ratio of the aggregate of secured and unsecured debts owed by the Company shall be not more than twice the paid-up capital and free reserves after the Buyback.

d) Buyback Price and the basis of arriving at the Buyback Price

The equity shares of the Company are proposed to be bought back at a price of ₹ 94 (Rupees Ninety four only) per equity share (the "Buyback Offer Price"). The Buyback Offer Price has been arrived at after considering various factors such as the average closing prices of the equity shares of the Company on stock exchanges where the equity shares of the Company are listed, the net worth of the Company and the impact of the Buyback on the key financial ratios of the Company. The Buyback Offer price of ₹ 94 (Rupees Ninety four only) per Equity Share represents (i) premium of 4.08% and 4.07% over the volume weighted average price of the equity shares on BSE and NSE respectively, for 2 weeks preceding the date of intimation to the BSE and NSE for the Board Meeting to consider the proposal of the Buyback; (ii) premium of 7.55% and 8.86% over the closing market price of the equity shares on BSE and NSE respectively, as on the date of the intimation to BSE and NSE for the Board Meeting to consider the proposal of the Buyback.

e) Number of shares that the Company proposes to buyback and the time limit for completing the Buyback

The Company proposes to Buyback not exceeding 80,08,25,526 (Eighty Crore Eight Lakhs Twenty Five Thousand Five Hundred and Twenty Six) equity shares of face value of ₹ 1 each of the Company. The Buyback is proposed to be completed within 12 months of the date of Special Resolution approving the proposed Buyback.

f) Compliance with Section 68(2) (c) of the Companies Act

The aggregate paid-up share capital and free reserves as at March 31, 2016 is ₹ 301,11,03,97,996 (Rupees Thirty Thousand One Hundred and Eleven Crore Three Lakh Ninety Seven Thousand Nine Hundred and Ninety Six only). Under the provisions of the Companies Act, the funds deployed for the Buyback cannot exceed 25% of the aggregate of the fully paid-up share capital and free reserves of the Company i.e. ₹ 7527,75,99,499 (Rupees Seven Thousand Five Hundred and Twenty Seven Crore Seventy Five Lakh Ninety Nine Thousand Four Hundred and Ninety Nine only). The maximum amount proposed to be utilized for the Buyback, is not exceeding ₹ 7527,75,99,499 (Rupees Seven Thousand Five Hundred and Twenty Seven Crore Seventy Five Lakh Ninety Nine Thousand Four Hundred and Ninety Nine only) and is therefore within the limit of 25% of aggregate of fully paid-up share capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2016 (the last audited financial statements available as on the date of Board meeting recommending the proposal of the Buyback).

Further, under the Companies Act, the number of equity shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity share capital of the Company in that financial year. Accordingly, the maximum number of equity shares that can be bought back in the current financial year is 99,11,79,000 (Ninety Nine Crore Eleven Lakh and Seventy Nine Thousand) equity shares. Since the Company proposes to Buyback upto 80,08,25,526 (Eighty Crore Eight Lakhs Twenty Five Thousand Five Hundred and Twenty Six) equity shares, the same is within the aforesaid 25% limit.



- g) The aggregate shareholding of the Promoter and of the Directors of the Promoter where Promoter is a Company and of Persons who are in Control of the Company, and of Directors and Key Managerial Personnel of the Company as on the date of this Notice:

S. No.	Name of shareholder	No. of Equity Shares held	No. of Equity Shares held in dematerialized form	Percentage of issued Equity Share capital
1.	President of India acting through Ministry of Steel, Government of India	3,17,19,46,300	3,17,19,46,300	80.00
2.	Shri Narendra K. Nanda, Director (Technical)	320	320	Negligible
3.	Shri P.K. Satpathy, Director (Production)	320	320	Negligible
4.	Shri Pradip Bhargava, Independent Director	100	100	Negligible

- h) No shares or other specified securities in the Company were either purchased or sold by persons mentioned in clause (g) during a period of six months preceding the date of the board meeting at which the buyback was approved and from that date till the date of notice of Postal Ballot for Buyback.
- (i) The Promoter has expressed its intention, vide its letter dated 7th June, 2016 to participate in the Buyback and tender an aggregate of 99,11,79,000 (Ninety Nine Crore Eleven Lakh and Seventy Nine Thousand) equity shares. Since the entire shareholding of the Promoter is in the demat mode, the details of the date and price of acquisition/ sale of entire Equity Shares that the Promoter has acquired/sold till date 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 Government of India ("Gol")
May 25, 1959	496	4,96,000	Further allotment to Gol
September 17, 1959	500	5,00,000	Further allotment to Gol
January 15, 1960	2,761	27,61,000	Further allotment to Gol
April 20, 1960	292	2,92,000	Further allotment to Gol
June 20, 1960	500	5,00,000	Further allotment to Gol
July 29, 1960	2,000	20,00,000	Further allotment to Gol
October 07, 1960	2,000	20,00,000	Further allotment to Gol
February 20, 1961	2,000	20,00,000	Further allotment to Gol
March 20, 1961	500	5,00,000	Further allotment to Gol
April 20, 1961	5,750	57,50,000	Further allotment to Gol
July 20, 1961	2,000	20,00,000	Further allotment to Gol
August 21, 1961	3,000	30,00,000	Further allotment to Gol
October 20, 1961	2,000	20,00,000	Further allotment to Gol
November 20, 1961	2,500	25,00,000	Further allotment to Gol
February 20, 1962	7,900	79,00,000	Further allotment to Gol
July 20, 1962	7,500	75,00,000	Further allotment to Gol
August 10, 1962	10,000	1,00,00,000	Further allotment to Gol
December 20, 1962	3,500	35,00,000	Further allotment to Gol
March 20, 1963	4,000	40,00,000	Further allotment to Gol
June 17, 1963	7,900	79,00,000	Further allotment to Gol
August 05, 1963	5,000	50,00,000	Further allotment to Gol
October 18, 1963	7,500	75,00,000	Further allotment to Gol
January 25, 1964	2,500	25,00,000	Further allotment to Gol
March 19, 1965	3,500	35,00,000	Further allotment to Gol
August 25, 1965	13,183	1,31,83,000	Further allotment to Gol
May 27, 1966	14,250	1,42,50,000	Further allotment to Gol
July 15, 1966	20,000	2,00,00,000	Further allotment to Gol
October 18, 1966	7,000	70,00,000	Further allotment to Gol



Date of Transaction	No. of Equity Shares	Acquisition/ Sale Consideration (₹)	Nature of Transaction/Consideration
November 19, 1966	9,000	90,00,000	Further allotment to Gol
March 28, 1967	964	9,64,000	Further allotment to Gol
May 15, 1967	12,203	1,22,03,000	Further allotment to Gol
June 13, 1967	15,000	1,50,00,000	Further allotment to Gol
July 13, 1967	10,000	1,00,00,000	Further allotment to Gol
October 19, 1967	18,500	1,85,00,000	Further allotment to Gol
December 06, 1967	20,000	2,00,00,000	Further allotment to Gol
January 29, 1968	14,900	1,49,00,000	Further allotment to Gol
June 03, 1968	1,650	1,650,000	Further allotment to Gol
July 08, 1968	8,350	83,50,000	Further allotment to Gol
July 18, 1969	20,000	2,00,00,000	Further allotment to Gol
December 24, 1969	31,800	3,18,00,000	Further allotment to Gol
February 03, 1970	6,200	62,00,000	Further allotment to Gol
April 04, 1970	24,800	2,48,00,000	Further allotment to Gol
July 04, 1970	16,000	1,60,00,000	Further allotment to Gol
August 28, 1970	13,500	1,35,00,000	Further allotment to Gol
September 08, 1970	8,000	80,00,000	Further allotment to Gol
October 24, 1970	6,700	67,00,000	Further allotment to Gol
November 20, 1970	7,800	78,00,000	Further allotment to Gol
December 01, 1970	21,200	2,12,00,000	Further allotment to Gol
February 13, 1971	12,800	1,28,00,000	Further allotment to Gol
March 22, 1971	21,500	2,15,00,000	Further allotment to Gol
May 21, 1971	11,900	1,19,00,000	Further allotment to Gol
July 22, 1971	25,500	2,55,00,000	Further allotment to Gol
September 21, 1971	18,400	1,84,00,000	Further allotment to Gol
November 30, 1971	35,100	3,51,00,000	Further allotment to Gol
January 21, 1972	26,300	2,63,00,000	Further allotment to Gol
February 21, 1972	14,700	1,47,00,000	Further allotment to Gol
April 07, 1972	16,900	1,69,00,000	Further allotment to Gol
August 19, 1972	28,400*	2,84,00,000	Further allotment to Gol
November 14, 1972	81,897*	8,18,97,000	Further allotment to Gol
March 21, 1973	60,403*	6,04,03,000	Further allotment to Gol
May 01, 1978	(11,828)*	(1,18,28,000)	Cancellation
	(60,403) *	(6,04,03,000)	Cancellation
December 22, 1978	25,000	2,50,00,000	Further allotment to Gol
May 09, 1980	4,000	40,00,000	Further allotment to Gol
	25,500**	2,55,00,000	Allotment to Gol pursuant to acquisition in Mandovi Pellets Limited
January 03, 1981	10,000	1,00,00,000	Further allotment to Gol
May 23, 1981	10,000	1,00,00,000	Further allotment to Gol
August 31, 1981	8,500	85,00,000	Further allotment to Gol
November 04, 1981	2,500	25,00,000	Further allotment to Gol
January 15, 1982	12,500	1,25,00,000	Further allotment to Gol
June 09, 1982	23,800	238,00,000	Further allotment to Gol
March 26, 1983	39,800	3,98,00,000	Further allotment to Gol
July 04, 1983	30,000	3,00,00,000	Further allotment to Gol



Date of Transaction	No. of Equity Shares	Acquisition/ Sale Consideration (₹)	Nature of Transaction/Consideration
September 08, 1983	25,000	2,50,00,000	Further allotment to Gol
November 11, 1983	5,000	50,00,000	Further allotment to Gol
April 19, 1984	13,500	1,35,00,000	Further allotment to Gol
June 30, 1984	8,000	80,00,000	Further allotment to Gol
March 06, 1985	40,000	4,00,00,000	Further allotment to Gol
April 23, 1985	42,600	4,26,00,000	Further allotment to Gol
September 16, 1985	25,000	2,50,00,000	Further allotment to Gol
December 27, 1985	46,000	4,60,00,000	Further allotment to Gol
April 04, 1986	23,300	2,33,00,000	Further allotment to Gol
July 08, 1986	18,000	1,80,00,000	Further allotment to Gol
February 06, 1987	2,000	20,00,000	Further allotment to Gol
April 18, 1987	2,500	25,00,000	Further allotment to Gol
July 11, 1987	2,500	25,00,000	Further allotment to Gol
December 26, 1987	10,300	1,03,00,000	Further allotment to Gol
May 06, 1988	10,000	1,00,00,000	Further allotment to Gol
June 09, 1989	39,700	3,97,00,000	Further allotment to Gol
August 11, 1989	26,000	2,60,00,000	Further allotment to Gol
September 28, 1989	2,500	25,00,000	Further allotment to Gol
February 22, 1990	29,500	2,95,00,000	Further allotment to Gol
May 29, 1990	32,400	3,24,00,000	Further allotment to Gol
March 26, 1991	38,000	3,80,00,000	Further allotment to Gol
Sub-division of nominal value of Equity shares of the Company from ₹1000 per Equity Share to ₹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	2,600,440,920	NIL	Bonus Issue in the ratio of 2 Equity Shares for 1 Equity Share held
March 27, 2010	(332,243,200)	(9930,42,00,000)	Offer for Sale*****
December 12, 2012	(39,64,71,600)	(5973,27,00,000)	Offer for sale through Stock Exchange Mechanism*****
23-10-2013	(280)	(39,000)	Offer and allotment of equity shares to an eligible employee of NMDC Limited as per CCEA approval dated 25-10-2012
Total Current Holding	3171946300		

Notes:

*Upon the transfer of the Kiriburu Iron Ore Mines and Meghahatubure Iron Ore Project of the Company to Steel Authority of India and pursuant to an order of the Ministry of Steel and Mines under the Public Sector Iron and Steel Companies (Restructuring) and Miscellaneous Provisions (Modification of paid up Share Capital) Order, 1979 No. 131 dated April 28, 1979, out of 110,297 equity share (i.e.28400 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 2,550,000 equity shares of ₹ 10/- each fully paid up in Mandovi Pellets Limited on March 25, 1980 by the Company by way of transfer from President of India.

*** 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 ₹ 177,855,000/-. 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 Promoters to our employees at a price of ₹ 71 per share aggregating to ₹ 365,934/-. The MoS had approved this transfer vide its letter no. 6(2)/94-RMI (Vol-II) dated December 20, 1996



***** Offer for Sale of 33,22,43,200 equity shares of ₹ 1/- each of NMDC Limited by the President of India for an issue price at ₹ 300/- per share for the FPO of NMDC Ltd with ₹ 285/- per share for retail and eligible employees.

***** Offer for sale through Stock Exchange Mechanism of 39,64,71,600 equity shares of ₹ 1/- each of NMDC Limited by the President of India at a floor price at ₹ 147/- per share. The average sale price in NSE was ₹ 150.80 per share in BSE it was ₹ 150.84 per share.

(j) Confirmations from Company as per the provisions of Buyback Regulations and Companies Act

- i. The Company shall not issue any equity shares or other securities (including by way of bonus) till the date of closure of the Buyback;
- ii. The Company shall not raise further capital for a period of one year from the closure of the Buyback offer, except in discharge of subsisting obligations.
- iii. The Company shall not withdraw the Buyback after the draft letter of offer is filed with SEBI or the public announcement of the offer to Buyback is made;
- iv. The Company shall not Buyback locked-in shares and non-transferable shares or other specified securities till the pendency of the lock-in or till the shares or other specified securities become transferable.
- v. The Company shall transfer from its free reserves a sum equal to the nominal value of the equity shares purchased through the Buyback to the Capital Redemption Reserve account and the details of such transfer shall be disclosed in its subsequent audited balance sheet.
- vi. The Company confirms that no defaults have been made by Company in the repayment of deposits accepted either before or after the commencement of the Companies Act, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.

(k) The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:

- a) Immediately following the date of this Board meeting and the date on which the results of the Postal Ballot/ E-voting will be declared, there will be no grounds on which the Company could be found unable to pay its debts;
- b) As regards the Company's prospects for the year immediately following the date of this Board meeting as well as for the year immediately following the date on which the results of the Postal Ballot/ E-voting will be declared approving the Buyback, 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 that date of this Board meeting and the date on which the results of the Postal Ballot/ E-voting will be declared; 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 (to the extent applicable) and Companies Act (to the extent notified), as the case may be, including prospective and contingent liabilities.

l) Report addressed to the Board of Directors by the Company's Auditors on the permissible capital payment and the opinion formed by directors regarding insolvency:

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

Quote

To,
The Board of Directors
NMDC Limited
(A Government of India Enterprise)
Khanij Bhawan
10-3-311/A, Castle Hills,
Masab Tank, Hyderabad-500028
Telangana, India.

Dear Sirs,

Sub: Proposed buyback of Equity Shares of not exceeding 25% of the aggregate of the fully paid-up equity share capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2016, on a proportionate basis (the "Buyback"), from the Eligible Shareholders by way of a tender offer through the stock exchange mechanism by NMDC Limited (the "Company").

We, M/s Tej Raj & Pal, Chartered Accountants, the Statutory Auditors of the Company, have been informed that the Board of Directors of the Company in their meeting held on 7th June, 2016 have decided to buy back Company's fully paid up equity shares as allowed under Section 68, 69 and 70 of the Companies Act, 2013 at a price of ₹ 94 (Rupees Ninety Four only) per share. In terms of the requirements of Clause (xi) of Schedule II, Part A of the Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998 (hereinafter "Buyback Regulations"), we confirm as under:



- (i) We have inquired into the state of affairs of the Company, in relation to its audited accounts for the year ended March 31, 2016, as approved by the Board of Directors in the meeting held on 27th May, 2016, as approved by the Board of Directors in their meeting held on 7th June, 2016;
- (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) (c) of the Companies Act, 2013:

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

- (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 7th June, 2016 is unreasonable in all the circumstances in the present context.
- (iv) The Board of Directors in their meeting held on June 7, 2016, have formed the opinion in terms of Clause (xi) of Part A of the Schedule II of the Buyback 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 and from the date on which the result of the shareholders' resolution with regard to the Buyback is declared.
- (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 Buyback Regulations is the responsibility of the Company's management. Our responsibility is to report on the amount of permissible capital for the buyback and report that the audited accounts on the basis of which calculation with reference to buyback is done and read the resolution of the Board of Directors for the meeting held on June 7, 2016 referred to in paragraph (i) and (v) above.

This report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Buyback Regulations solely to enable the Board of Directors of the Company to include it in postal ballot notice, public announcement and letter of offer to be circularised to the shareholders and filed with various regulatory agencies and providing to parties including the Manager to the offer, in connection with buyback of not exceeding 80,08,25,526 (Eighty Crore Eight Lakhs Twenty Five Thousand Five Hundred and Twenty Six) equity shares, in pursuance of provisions of section 68, 69 and 70 of the Companies Act, 2013, Buyback Regulations and should not be used for any other purpose or by any other person.

For M/s Tej Raj & Pal
Chartered Accountants
Firm Registration Number: 304124E

CA B. Vijay
Partner
Membership No.: 214678
Place: Delhi
Date: June 7, 2016

Unquote

For any clarifications related to the Buyback process, members holding equity shares of the Company may contact Shri A.S. Pardha Saradhi, Company Secretary, Tel: +040-23538757; Email: cs@nmdc.co.in.

All the material documents referred to in the Explanatory Statement such as the Memorandum and Articles of Association of the Company, relevant Board Resolution for the Buyback, the Auditors Report dated June 7, 2016 and the audited accounts of the Company for the financial



year ended March 31, 2016 are available for inspection by the members of the Company at its Registered Office on any working day except Saturdays, Sundays and National Holidays between 11.00 am and 4.00 pm up to the last date of receipt of Postal Ballot Form specified in the accompanying Notice.

In the opinion of the Board, the proposal for Buyback is in the interest of the Company and its members holding equity shares of the Company. The Directors, therefore, recommend passing of the Special Resolution as set out in the accompanying Notice.

None of the Directors or any Key Managerial Personnel of the Company is, in anyway, concerned or interested, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

By Order of the Board of Directors
For **NMDC Limited**

Place: New Delhi
Date: 7th June, 2016

A.S. Pardha Saradhi
Company Secretary

INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

1. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after Signature to the Scrutinizer in the attached self-addressed postal prepaid envelope which shall be properly sealed with adhesive or adhesive tape. However, letters containing Postal Ballot Form, if sent by courier, at the expense of the shareholder will also be accepted. The shareholders are requested to convey their assent and dissent in the enclosed Postal Ballot Form.
2. The self-addressed letters bear the address of the Scrutinizer to which duly completed Postal Ballot Form is to be sent.
3. The Postal Ballot Form should be signed by the shareholders as per the specimen signatures registered with the Registrar/ Depository. In case the equity shares are jointly held, Postal Ballot Form should be completed and signed (as per specimen signatures registered with Registrar/ Depository) by the first name shareholder and his/her absence, by the next named shareholder. Holder(s) of Power of Attorney(s) (POA) on behalf of the shareholder(s) may vote on the Postal Ballot enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
4. In case of Equity Shares held by the shareholders other than the individual shareholders, the duly completed Postal Ballot Forms should be signed by the authorized signatory, whose signature was already registered with Registrar and Share Transfer Agent or it should be accompanied by a certified copy of Board Resolution/ authority and with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
5. The Duly Completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours of August 2, 2016 (5.00 pm). Postal Ballot Form received after this date will be treated as if reply from such Shareholder has not been received. The shareholders are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
6. Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the shareholder(s) as on June 24, 2016.
7. Shareholders are requested not to send any paper (other than the Resolution/authority as mentioned under instructions above) along with the Postal Ballot Form in the enclosed self-addressed postage prepaid letter as all such documents will be sent to the Scrutinizer and if any extraneous paper is found therein, the same would not be considered and would be destroyed by the Scrutinizer.
8. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint shareholders. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
9. In case a Member is desirous of obtaining a printed postal ballot form or a duplicate, he or she may send an email to info@aarthiconsultants.com.
10. The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick (✓) mark in both the columns will render the Form invalid.
11. Incomplete, unsigned or incorrectly filled Postal Ballot Form shall be rejected. No other form or photocopy of the attached Postal Ballot Form will be permitted.

The Procedure with respect to e-voting is provided below: -

In compliance with the provisions of Section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to offer its Members facility to exercise their right to vote in respect of the businesses to be transacted through e-Voting Services.

The Company has engaged the services of National Securities Depository Limited (NSDL) as the Authorised Agency to provide the facility of casting of votes by using an electronic voting system ("e-voting"). The detailed process, instructions and manner for availing e-voting facility is provided herein below:

The E-voting period begins on July 4, 2016 at 10.00 a.m. and ends on August 2, 2016 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of June 24, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.



A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- (i) Open email and open PDF file viz. "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting.
Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "NMDC Limited"
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to dh300@gmail.com, with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Postal Ballot [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form:

EVEN (e-voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No.(ii) to Sl. No. (xii) above, to cast vote.
 - (iii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) on the e-voting system of NSDL for Shareholders and e-voting user manual for Shareholders available at the Downloads section of <http://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in or call on toll free no.: 1800-222-990.
 - (iv) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - (v) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - (vi) The e-voting period commences on Monday, July 4, 2016 (10.00 am) and ends on Tuesday, August 2, 2016 (5.00 pm). During this period shareholder of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date June 24, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
 - (vii) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of June 24, 2016.
 - (viii) If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on <http://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.
 - (ix) Shri. Datla Hanumanta Raju, Practicing Company Secretary (Membership No. FCS 4044), has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - (x) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.nmdc.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him/her in writing. The results shall also be immediately forwarded to the stock exchanges on which the shares of the Company are listed.
- C. The facility of E-voting would be provided once for every folio/ client id, irrespective of the number of joint holders. For any grievances connected with voting by electronic means, shareholders may contact Mr Rajiv Ranjan, E-mail Id: Rajivr@nsdl.co.in.
- D. The scrutinizer's decision on the validity of e-voting will be final.



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N M D C

NMDC Limited

(A Government of India Enterprise)

CIN: L13100AP1958GOI001674

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

Tel.: 040-23538757, Fax: 040-23538759,

E-mail: cs@nmdc.co.in Website: www.nmdc.co.in

POSTAL BALLOT FORM

(to be returned to the Scrutinizer appointed by the Company)

Serial no: _____

1. **Name of Shareholder (s)** :
(Including joint holders, if any)
(In block letters)
2. **Registered Address of the sole/
First named shareholder**
3. **Registered Folio No./ *DPID No. :
& Client No.**
(*Applicable to shareholders holding
Shares in dematerialized form)
4. **No. of Shares held** :
5. I/We hereby exercise my/our vote in respect of the following Resolution as mentioned in the Notice, to be passed through postal ballot for the business stated in Postal Ballot Notice dated 7th June, 2016 of the Company by sending my/our assent/dissent to the said Resolution by placing the tick (✓) mark against the appropriate box below:

Resolution	No. of shares held	For/ assent to the resolution	Against/ dissent to the resolution
Special resolution pursuant to the provisions of Sections 68, 69 & 70 of the Companies Act, 2013 and Rules framed there under including any amendments, statutory modifications or re-enactments thereof, and in compliance with Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, for buy-back of equity shares upto maximum amount permissible i.e. 25% of total paid-up equity share capital and free reserves as on 31 st March, 2016.			

Place:-

Date:-

(Signature of the Shareholder)

ELECTRONIC VOTING PARTICULARS

EVEN (e-voting Event Number)	USER ID	PASSWORD/PIN



GENERAL INSTRUCTIONS

- a) The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the Shareholders.
- b) Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the shareholder(s) as on June 24, 2016.
- c) Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the shareholder or his/her duly constituted attorney or in case of bodies corporate, the duly authorized person. Voting rights in Postal Ballot cannot be exercised by a Proxy.
- d) Voting period commences on and from July 4, 2016 (10.00 a.m.) and ends on August 2, 2016 (5.00 p.m.).
- e) Kindly note that the shareholder(s) can opt for only one mode of voting, i.e. either Physical Ballot or e-voting. However, in case shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid e-voting shall prevail and the voting done by physical Postal Ballot Form will be treated as invalid.
- f) The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
- g) The Company shall announce the results of the Postal Ballot at its Registered Office at Khanij Bhavan, 10-3-311/A, Castle Hills, Masab Tank, Hyderabad-500028 on or before Thursday, August 4, 2016 (5.00p.m.) The date of declaration of Postal Ballot results will be taken as the date of passing of the Resolution contained in this Notice.
- h) Any query in relation to the Resolution proposed to be passed by Postal Ballot may be sent to the Company at NMDC Limited, Khanij Bhavan, 10-3-311/A, Castle Hills, Masab Tank, Hyderabad-500028; Email Id : cs@nmdc.co.in

