

NMDC LIMITED

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

INTERNAL CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING IN DEALING WITH SECURITIES OF NMDC LIMITED

{PURSUANT TO REGULATION 9(1) OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015}

CHAPTER- I

1.0 Preliminary:

This Internal Code of Conduct for Prevention of Insider Trading is framed pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. This code shall be called the Internal Code of Conduct for Prevention of Insider Trading in Dealing with Securities of NMDC Limited ("NMDC" or "Company") and are being framed with an aim that insiders of the Company shall not derive any benefit or assist others to derive any benefit from the access to and possession of Unpublished Price Sensitive Information about the Company which is not in the public domain and thus constitutes insider information.

The existing Code of Internal Procedures and Conduct for Prevention of Insider Trading in dealing with the securities of NMDC Limited shall be repealed with this new Internal Code of Conduct for Prevention of Insider Trading in dealing with Securities of NMDC Limited "CODE" coming into effect.

The amendments to the CODE, if any, shall be effective from the date on which it is notified from time to time.

CHAPTER- II

2.0 (A) Definition:

2.1 "Act" means the Securities and Exchange Board of India Act, 1992.

2.2 "Board" means the Securities and Exchange Board of India.

2.3 "CODE" means this Internal Code of Conduct for Prevention of Insider Trading in Dealing with Securities of NMDC Limited including modification made thereto from time to time by the Company.

2.4 "Company" means NMDC Limited.

2.5 "Compliance Officer" for the purpose of these regulations means the Company Secretary of the Company. In absence of the Company Secretary, the Board of Directors may authorize any other officer of the Company to discharge the duties of Compliance Officer under the regulations.

2.6 "Connected person" means:

- i) any person who is or has during the six months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established:
 - a) an immediate relative of connected persons specified in clause (i); or
 - b) a holding company or associate company or subsidiary company; or
 - c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
 - d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - e) an official of a stock exchange or of clearing house or corporation; or
 - f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
 - i) a banker of the company; or
 - j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;

2.7 "Designated Employees" shall include:

- i) All Directors (The Chairman-cum-Managing Director, Functional Directors, Whole-Time Directors, Executive Directors, Government Nominee Directors and Independent Directors)
- ii) Key Managerial Personnel
- iii) All Heads of Projects and Heads of Departments
- iv) All Executives of Board & Company Affairs Department, Law and Corporate Communications
- v) All Executives at the level of E-3 and above in the following departments;
 - a) Finance & Accounts
 - b) Business Development

- c) Commercial
 - d) Management Services & IE
 - e) Vigilance
 - f) Projects
 - g) Contracts
- vi) SOT to all Functional Directors and CMD and all Executives in their Directors respective secretariats
- vii) Such other employees of the Company including subsidiary companies employees that may be notified by the Compliance Officer from time to time with the approval of the Director (Finance).

2.8 "Designated Persons" shall include:

- i) Connected Persons
- ii) Designated Employees

2.9 "Generally available information" means information that is accessible to the public on a non-discriminatory basis.

***NOTE:** It is intended to define what constitutes generally available information so that it is easier to crystallize and appreciate what unpublished price sensitive information is. Information published on the website of a stock exchange, would ordinarily be considered generally available.*

2.10 "Immediate Relative" shall mean a spouse of a person and includes parent, sibling and child of such person or of the spouse, any of whom is either dependent financially on such person or consults such person in taking decisions relating to trading in securities.

2.11 "Insider" means any person who is:

- i) a Designated Person; or
- ii) in possession of or having access to unpublished price sensitive information.

2.12 "Key managerial personnel" (KMP), in relation to the Company, means—

- i) The Chairman & Managing Director;
- ii) The Whole-Time Director/s;
- iii) The Chief Executive Officer;
- iv) The Company Secretary;
- v) Such other officer as may be prescribed under the Companies Act, 2013.

2.13 "Regulations" means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendment thereof.

2.14 "Reporting Officer" means person to whom Compliance Officer reports.

2.15 "Securities" includes the following Securities issued by the Company from time to-time:

- (i) shares, scrips, bonds, debentures, debenture stock or other marketable securities of a like nature,
- (ii) futures, options, derivatives or hybrids in relation to shares of the Company,
- (iii) Such other instruments recognized as Securities.

2.16 "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.

2.17 "Trading day" means a day on which the recognized stock exchanges are open for trading.

2.18 "Unpublished price sensitive information" means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

- i) financial results;
- ii) dividends;
- iii) change in capital structure;
- iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of Business and such other transactions;
- v) changes in key managerial personnel; and
- vi) Material events in accordance with the listing agreement and amendments thereto:
 - a. Change in the general character or nature of business
 - b. Disruption of operations due to natural calamity
 - c. Commencement of Commercial Production/Commercial Operations
 - d. Developments with respect to pricing/realization arising out of change in the regulatory framework
 - e. Litigation/dispute with a material impact
 - f. Revision in Ratings
 - g. Any other information having bearing on the operation/performance of the company as well as price sensitive information

(B) Interpretation:

- i) All terms used in this CODE but not defined herein shall have the meanings assigned to them under the Regulations, Acts or the Companies Act, 2013 as the case may be.
- ii) Words importing the singular number shall include the plural and vice versa.
- iii) References to one gender shall include all genders.

- iv) The index hereto and headings herein shall not affect the construction of this CODE.
- v) Reference herein to any enactment shall be deemed to include reference to such enactment as re-enacted, amended or extended.
- vi) Any phrase introduced by the terms "including", "include" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- vii) The Appendix and Forms are an integral and inseparable part of this CODE.

CHAPTER- III

3.0 Restriction on Communication and trading by insiders

3.1 Communication or procurement of unpublished price sensitive information

- (i) No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to the Company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (ii) No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to the Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (iii) Notwithstanding anything contained in this regulation, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:–
 - a) entail an obligation to make an open offer under the takeover regulations where the board of directors of the company is of informed opinion that the proposed transaction is in the best interests of the company;
 - b) not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the company is of informed opinion that the proposed transaction is in the best interests of the company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine.
- (iv) The board of directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of furtherance of legitimate purposes, performance of duties or

discharge of legal obligations and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

3.2 Trading when in possession of unpublished price sensitive information

- (i) Subject to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, no insider shall either on his own behalf or on behalf of any other person, trade in securities of the Company that are listed or proposed to be listed on any stock exchange when in possession of any unpublished price sensitive information.
- (ii) The onus of establishing that they were not in possession of unpublished price sensitive information shall be on the Connected Person.

3.3 TRADING PLANS

3.3.1 An insider shall be entitled to formulate a trading plan and present it to the Compliance Officer for approval and public disclosure, pursuant to which trades may be carried out on his behalf in accordance with such plan.

3.3.2 Such trading plan shall:

- (i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
- (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
- (iii) entail trading for a period of not less than twelve months;
- (iv) not entail overlap of any period for which another trading plan is already in existence;
- (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- (vi) not entail trading in securities for market abuse.
- (vii) Application for Trading Plan shall be given in **Form I**.

3.3.3 The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

3.3.4 The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information so as to avoid a violation of clause 3.2 (i) above.

3.3.5 Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.

3.3.6 Letter of intimation of approval of trading plan is at **Form II**.

3.3.7 Such Insider is required to intimate the Compliance Officer regarding execution of trading plan within two trading days of each transaction intimated under the trading plan as per pro-forma provided in **Form III**.

3.3.8 The Compliance Officer shall maintain a register of trading plan of securities by the Insiders and notification to Stock Exchanges as given in **REG-I**.

3.4 TRADING WINDOW

3.4.1 No Designated Person and their immediate relative shall trade in securities of the Company when the "Trading Window" is closed, as referred below or during any other period as may be specified by the Company Secretary/ Compliance Officer from time to time.

The trading window shall be closed:

- i) The period beginning with 7 days prior to the date of Board Meeting where the Board of Directors are to consider the announcement of financial results /statements (audited or unaudited) for the quarter or half year or the financial year as the case may be and the announcement of all sensitive matters which are and are deemed to be 'unpublished price sensitive information'
- ii) When the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information, for such periods as determined by the Compliance Officer

3.4.2 The remaining days of a year other than the days mentioned under Para 3.4.1 above shall be called "**Valid Trading Window**".

3.4.3. The trading window shall re-open after taking into account various factors including the unpublished price sensitive information in question becoming generally

available and being capable of assimilation by the market, which in any event shall not be earlier than 48 hours after the information becomes generally available.

3.4.4 The trading window shall also be applicable to any person having contractual or fiduciary relation with the company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the company.

3.4.5 All Designated Persons shall conduct their dealings in the securities of the Company only in the "Valid Trading Window" period as mentioned above at clause 3.4.2 and shall not enter into "**Contra Trade**" i.e. opposite or reverse transactions, in the securities of the Company during the next six months following the prior transaction. The Compliance Officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations. Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

3.4.6 The Compliance Officer shall maintain a register of the periods of "Closed Trading Window", wherein he shall record the date of closure and opening of the trading window and the purpose for which trading window is closed. A Pro-forma of the register of periods of closure of Trading Window is given in **REG-II**.

3.5 PRE-CLEARANCE OF TRADES

3.5.1 A Designated Person, who intend to trade in the securities of the Company above the minimum threshold limit of 5,000 equity shares to be traded in a single transaction or 25,000 equity shares to be traded in series of transactions within a week, shall obtain pre-clearance of the transaction as per the procedure as described hereunder.

3.5.2 Application for pre-clearance shall be made only during valid trading period in **Form IV**. Application submitted during closure of trading window shall be invalid.

3.5.3 No Designated Person shall apply for pre-clearance of any proposed trade, if such Designated Person is in possession of unpublished price sensitive information even if the trading window is not closed.

3.5.4 A Designated Person shall make a pre-clearance application to the Compliance Officer in the prescribed format along with an undertaking stating that the insider has not contravened the provision of this CODE.

3.5.5 Letter of intimation of preclearance is at **Form II**.

3.5.6 Immediately on receipt of the pre-clearance application, the date and time of the receipt of the same shall be recorded thereon. The Compliance Officer shall process the preclearance applications and if the preclearance application is in accordance and in compliance with the provisions of this CODE, the Compliance Officer shall endeavor to communicate the pre-clearance immediately but not later than 48 hours from the time of receiving the application. In the absence of the Compliance Officer, the officer authorized by the Compliance Officer shall give the pre-clearance.

3.5.7 The Compliance Officer shall maintain a register of preclearance of securities by the Designated Person as given in **REG-III**.

3.5.8 The Designated Person shall, within seven trading days, execute the trade after the preclearance. If the trade is not executed within seven trading days after the preclearance is given, the Designated Person shall obtain fresh preclearance. Such Designated Person is required to intimate the Compliance Officer regarding execution/ non execution of preapproved transaction within two trading days as per the pro-forma provided in **Form III**.

CHAPTER- IV

4.0 Disclosure of Trading by Insiders

4.1 Initial Disclosures:

Every Promoter, Key Managerial Personnel and Director of the Company and any other person for whom such person takes trading decisions shall disclose his holding of securities of the Company, including that of their immediate relatives as on the date of these regulations taking effect, within 30 days in **Form A**;

Every person on appointment as a Key Managerial Personnel or a Director of the Company or Designated Employee or upon becoming a Promoter shall disclose his holding of securities of the Company, including that of their immediate relatives and any other person for whom such person takes trading decisions as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a Promoter in **Form B**.

4.2 Continual Disclosures:

Every Promoter, Designated Employee and director of Company and any other person for whom such person takes trading decisions shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified by the Compliance Officer from time to time in **Form C**.

The disclosure shall be made within two working days of:

- a. The receipt of intimation of allotment of shares, or
- b. The acquisition or sale of shares or voting rights, as the case may be.

The Compliance Officer shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

4.3 Annual Disclosures:

Every Promoter, Designated Employee and director of the Company and any other person for whom such person takes trading decisions be required to give annual disclosure within 30 days from the end of Financial year in the prescribed **Form E**.

Explanation: It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this clause, shall be made when the transactions effected after the prior disclosure cross the threshold specified above.

4.4 Disclosure by other connected person: The other connected person or class of connected persons may require to make disclosures of holdings and trading in securities of the Company in **Form D** and at such frequency as may be determined by the Compliance Officer with the approval of the Director (Finance), from time to time.

CHAPTER- V

5.0 Miscellaneous:

5.1 The Compliance Officer shall be responsible for:

- (i) Compliance of policies, procedures, maintenance of records/registers, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the CODE under the overall supervision of the Board of Directors of the Company.
- (ii) Putting up a report to the Board of Directors at the end of the Financial Year regarding the compliance of the CODE.
- (iii) Maintenance of records of disclosures made under this CODE for a period of 5 years.

5.2 PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT

Any Director, Key Managerial Personnel or Designated Employee, who trades in securities of the Company or communicates any unpublished price sensitive information in contravention of this CODE may be penalized and appropriate action may be taken by the Company.

5.3 POWER OF SEBI

The action by the Company shall not preclude SEBI and other authorities from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015. In case the SEBI Regulation or any Statutory Provisions are more stringent than those contained in the CODE, the SEBI Regulations / Statutory Provisions will prevail.

5.4 CLARIFICATIONS:

For all queries concerning this CODE, employees may please contact the Compliance Officer.

Disclaimer

THIS POLICY IS ONLY INTERNAL CODE OF CONDUCT AND ONE OF THE MEASURES TO AVOID INSIDER TRADING. EVERY CONNECTED PERSON IS REQUIRED TO FAMILIARISE HIMSELF WITH THE SEBI REGULATION AS IT WILL BE THE RESPONSIBILITY OF EACH CONNECTED PERSON (AND HIS RELATIVES) TO ENSURE COMPLIANCE OF THIS CODE, SEBI REGULATION AND OTHER RELATED STATUTES FULLY.

FORM-I
APPLICATION FOR TRADING PLAN TO TRADE IN SECURITIES OF NMDC LIMITED

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

Dear Sir,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, and the Company's Internal Code of Conduct and Procedures for Prevention of Insider Trading in Dealing in Securities and Code of Fair Disclosure Practices, I seek approval for trading plan in Securities of NMDC (give description) as per the details given below:

Name, Designation & Emp. No.:

PAN No:

Department:

Email ID:

Date of Joining/ becoming the Insider:

| S.NO. | No. of Securities held (including that of the immediate relative as on the date of application) | Folio No. / DP ID & Client ID | Nature of new transaction for which approval is sought | Estimated number of Securities to be dealt |
|--------------|--|--|---|---|
| 1 | 2 | 3 | 4 | 5 |
| | | | | |

| Estimated consideration value | Whether proposed transaction under self name or by immediate relative | Name of the Immediate relative, if the transaction is made by Immediate Relatives | Proposed Date of Trades/ Date of allotment | Previous approval no. and date of purchase/ allotment |
|--------------------------------------|--|--|---|--|
| 6 | 7 | 8 | 9 | 10 |
| | | | | |

UNDERTAKING

In this connection I solemnly confirm and declare:

- a) that I do not have access and/or have not received any "Unpublished Price Sensitive Information" up to the time of signing the undertaking;
- b) that the trading plan once approved shall be irrevocable and I shall mandatorily implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.
- c) that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in my possession at the time of the formulation of the plan has not become generally available at the time of the commencement of implementation.

- d) that I have not contravened the Code of Conduct for Prevention of Insider Trading and Code of Fair Disclosure Practices as notified by the Company from time to time.
- e) that I shall adhere to Clause 3.4.5 of the CODE.
- f) that I am aware that, I shall be liable to face penal consequences as set forth in the CODE including disciplinary action under the CODE of the Company, in case the above declarations are found to be misleading or incorrect at any time.
- g) that I hereby made a full and true disclosure in the matter.

Pre-clearance may kindly be accorded in terms of provisions of the CODE of Conduct for Internal CODE Of Conduct and Procedures for prevention of Insider Trading in Dealing in Securities and Code of Fair Disclosure Practices of NMDC.

Date.....

Signature:.....

Place.....

Name & Designation:.....

FOR OFFICE USE

Serial number of the application received:

Date & time of receipt of the Application:

Date & time of communication of the pre-clearance or otherwise:

Reasons for not giving pre-clearance:

Signature of the Compliance Officer/ Authorized Officer

FORM-II
LETTER OF INTIMATION OF PRE-CLEARANCE/TRADING PLAN

Name.....

Employee No.....

Designation.....

Dear Sir,

With reference to your above application seeking approval for undertaking transactions in Securities detailed therein, please be informed that you are hereby authorised/not authorised to undertake the transaction(s) as detailed in your said application for approval of Trading Plan/ Pre-clearance. Kindly note that in terms of the Internal Code of Conduct and Procedures for Prevention of Insider Trading in Dealing in Securities of NMDC Limited and Code of Fair Disclosure Practices of NMDC Limited for Prevention of Insider Trading, the above mentioned transaction is to be completed within i.e. within seven trading days of the pre-clearance, in case of pre-clearance. In case of approval of Trading Plan, such plan shall be irrevocable and you have to mandatorily implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

Further, you are required to file the details of the executed transactions in the attached format within two (2) trading days from the date of transaction/deal.

Kindly also note that in terms of the Internal Code Of Conduct and Procedures for prevention of Insider Trading in dealing with Securities and Code of Fair Disclosure Practices of NMDC, you shall not enter into "Contra Trade" i.e. opposite or reverse transactions, in the securities of the Company during the next six months following the prior transaction as specified under Clause 3.4.5 of the CODE.

In case of pre-clearance, the above sanction automatically stands withdrawn if subsequently the trading window is declared closed involving the period of sanction therein.

For and on behalf of NMDC Limited
Compliance Officer/Authorised Officer

FORM III
FORMAT FOR DISCLOSURE OF PRE-APPROVED/ TRADING PLAN TRANSACTIONS
(To be submitted within two trading days of transaction/Dealing in Securities of the Company)

Date: _____

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

Dear Sir,

DETAILS OF PRE-APPROVED/ TRADING PLAN TRANSACTION

Ref: Your Approval letter No. _____ dated _____

I hereby inform you that I

- **have not traded any Securities, (in case of pre-clearance only)**
- **have traded to the _____ Securities (give description) as mentioned below on _____ (insert date)**

| Name of holder | First or joint holder | No. of Securities dealt with | Bought / Sold/ Subscribed | DP ID/CLIENT ID (electronic form) or Folio no. for physical where the Securities will be debited or credited | Price (Rs) |
|-----------------------|------------------------------|-------------------------------------|----------------------------------|--|-------------------|
| | | | | | |
| | | | | | |

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 (Three) years and produce to the Compliance Officer/SEBI any of the following documents:

1. Broker's contract note
2. Proof of payment to/from brokers
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction)

I declare that the above information is correct and that no provisions of the Company's Internal Code of Conduct and Procedures for prevention of Insider Trading in dealing with Securities and/or applicable laws/regulations have been contravened for effecting the above said transaction(s).

I agree to hold the above Securities for minimum holding period as specified under Clause 3.4.5 of the Code.

Yours truly,

Signature: _____

Name: _____

Emp No: _____

Dept/ Div. _____

- Strike out whichever is not applicable.

FORM-IV
APPLICATION FOR PRE-CLEARANCE TO TRADE IN SECURITIES OF NMDC LIMITED

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

Dear Sir,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, and the Company's Internal Code of Conduct and Procedures for Prevention of Insider Trading in Dealing in Securities and Code of Fair Disclosure Practices, I seek approval for trading in Securities of NMDC (give description) as per the details given below:

Name, Designation & Emp. No.:

PAN No:

Department:

Email ID:

Date of Joining/ becoming the Insider:

| S.NO. | No. of Securities held (including that of the immediate relative as on the date of application) | Folio No. / DP ID & Client ID | Nature of new transaction for which approval is sought | Estimated number of Securities to be dealt |
|--------------|--|--|---|---|
| 1 | 2 | 3 | 4 | 5 |
| | | | | |

| Estimated consideration value | Whether proposed transaction under self name or by immediate relative | Name of the Immediate relative, if the transaction is made by Immediate Relatives | Proposed Date of Trades/ Date of allotment | Previous approval no. and date of purchase/ allotment |
|--------------------------------------|--|--|---|--|
| 6 | 7 | 8 | 9 | 10 |
| | | | | |

UNDERTAKING

In this connection I solemnly confirm and declare:

- a) that I do not have access and/or have not received any "Unpublished Price Sensitive Information" up to the time of signing the undertaking;
- b) that in case I have access to or receive " Unpublished Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer of any change in my position and that I shall refrain from Dealing in Securities till the time such information becomes public;
- c) that I have not contravened the Code of Conduct for Prevention of Insider Trading and Code of Fair Disclosure Practices as notified by the Company from time to time.
- d) that I shall adhere to Clause 3.4.5 of the CODE.

- e) that I undertake to submit the necessary report within two days of execution of the transaction/a 'Nil' report if the transaction is not undertaken.
- f) that I am aware that, I shall be liable to face penal consequences as set forth in the CODE including disciplinary action under the CODE of the Company, in case the above declarations are found to be misleading or incorrect at any time.
- g) that I hereby undertake **not** to transact in Securities in the sanctioned period in case trading window is declared closed subsequently.
- h) that I hereby made a full and true disclosure in the matter.

Pre-clearance may kindly be accorded in terms of provisions of the CODE of Conduct for Internal CODE Of Conduct and Procedures for prevention of Insider Trading in Dealing in Securities and Code of Fair Disclosure Practices of NMDC.

Date.....

Signature:.....

Place.....

Name & Designation:.....

FOR OFFICE USE

Serial number of the application received:

Date & time of receipt of the Application:

Date & time of communication of the pre-clearance or otherwise:

Reasons for not giving pre-clearance:

Signature of the Compliance Officer/ Authorized Officer

FORM A

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (a) read with Regulation 6 (2) – Initial disclosure to the Company]

Name of the company: NMDC Limited

ISIN of the company: INE584A01023

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

| Name, PAN, CIN/DIN & address with contact nos. | Category of Person (Promoters/ KMP/ Directors/immediate relative to/others etc) | Securities held as on the date of regulation coming into force | | % of Shareholding |
|--|---|--|-----|-------------------|
| | | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. | |
| 1 | 2 | 3 | 4 | 5 |
| | | | | |

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives of the company held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

| Open Interest of the Future contracts held as on the date of regulation coming into force | | | Open Interest of the Option Contracts held as on the date of regulation coming into force | | |
|---|--|-------------------------------|---|--|-------------------------------|
| Contract Specifications | Number of units (contracts * lot size) | Notional value in Rupee terms | Contract Specifications | Number of units (contracts * lot size) | Notional value in Rupee terms |
| 6 | 7 | 8 | 9 | 10 | 11 |
| | | | | | |

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature:

Designation:

Date:

Place:

FORM B**SEBI (Prohibition of Insider Trading) Regulations, 2015**

[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a director/KMP/Promoter]

Name of the company: NMDC Limited

ISIN of the company: INE584A01023

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

| Name, PAN, CIN/DIN & address with contact nos. | Category of Person (Promoters/ KMP/ Directors/immediate relative to/others etc) | Securities held at the time of becoming Promoter/ appointment of Director / KMP | | % of Shareholding |
|--|---|---|-----|-------------------|
| | | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. | |
| 1 | 2 | 3 | 4 | 5 |
| | | | | |

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

| Open Interest of the Future contracts held at the time of becoming Promoter/ appointment of Director / KMP | | | Open Interest of the Option Contracts held at the time of becoming Promoter/ appointment of Director / KMP | | |
|--|--|-------------------------------|--|--|-------------------------------|
| Contract Specifications | Number of units (contracts * lot size) | Notional value in Rupee terms | Contract Specifications | Number of units (contracts * lot size) | Notional value in Rupee terms |
| 6 | 7 | 8 | 9 | 10 | 11 |
| | | | | | |

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature:

Designation:

Date:

Place:

FORM C
SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]

Name of the company: NMDC Limited
ISIN of the company: INE584A01023

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

| Name, PAN, CIN/DIN, & address with contact nos. | Category of Person (Promoters/ KMP / Directors / immediate Relative to/others etc.) | Securities held prior to acquisition/disposal | | Securities acquired/Disposed | | | | Securities held post acquisition/disposal | | Date of allotment advice/ acquisition of shares/ sale of shares specify | | Date of allotment advice/ acquisition of shares/ sale of shares specify | Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/Inter-se transfer, ESOPs etc.) |
|---|---|--|---------------------------|--|-----|-------|---|--|---------------------------|---|----|---|--|
| | | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. and % of shareholding | Type of security (For eg. Shares, Warrants, Convertible Debentures etc.) | No. | Value | Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke) | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. and % of shareholding | From | To | | |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 |
| | | | | | | | | | | | | | |

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

| Trading in derivatives (Specify type of contract, Futures or Options etc) | | | | | | Exchange on which the trade was executed |
|---|-------------------------|----------------|--|----------------|--|--|
| Type of contract | Contract specifications | Buy | | Sell | | |
| | | Notional Value | Number of units (contracts * lot size) | Notional Value | Number of units (contracts * lot size) | |
| 15 | 16 | 17 | 18 | 19 | 20 | 21 |
| | | | | | | |

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:

Designation:

Date:

Place:

FORM D (Indicative format)
SEBI (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3) – Transactions by Other connected persons as identified by the company

Details of trading in securities by other connected persons as identified by the company

| Name, PAN, CIN/DIN, & address with contact nos. of other connected Persons as Identified by the company | Connect ion with company | Securities held prior to acquisition/disposal | | Securities acquired/Disposed | | | | Securities held post acquisition/disposal | | Date of allotment advice/ acquisition of shares/ sale of shares specify | | Date of intimation to company | Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/Inter-se transfer, ESOPs etc.) |
|---|--------------------------|--|---------------------------|--|-----|-------|--|--|---------------------------|---|----|-------------------------------|--|
| | | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. and % of shareholding | Type of security (For eg. Shares, Warrants, Convertible Debentures etc.) | No. | Value | Transact Ion Type (Buy/ Sale/ Pledge / Revoke/ Invoke) | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. and % of shareholding | From | To | | |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 |
| | | | | | | | | | | | | | |

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015

Details of trading in derivatives by other connected persons as identified by the company

| Trading in derivatives (Specify type of contract, Futures or Options etc) | | | | | | Exchange on which the trade was executed |
|---|-------------------------|----------------|--|----------------|--|--|
| Type of contract | Contract specifications | Buy | | Sell | | |
| | | Notional Value | Number of units (contracts * lot size) | Notional Value | Number of units (contracts * lot size) | |
| 15 | 16 | 17 | 18 | 19 | 20 | 21 |
| | | | | | | |

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:

Designation:

Date:

Place:

FORM E
**PROFORMA FOR ANNUAL DISCLOSURE OF SECURITIES HOLDING TO BE SUBMITTED BY THE PROMOTER,
DIRECTOR, DESIGNATED EMPLOYEES OR ANY OTHER PERSON**

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

Dear Sir,

I, the Promoter, Director, Designated Employees or any other person furnish below the details of transaction(s) in the Securities, during the financial year as well as shareholding as on 31st March.....

Name, Designation & Emp. No.:

Department:

Date of Joining/ becoming the Promoter, Director, Designated Employees or any other person:

I. Details of transaction/shareholding in own name

| No. of Securities held as on 01.04.20 | Details of Securities purchased during the year | | Details of Securities sold during the year | | No. of Securities held as on 31.03.20 | Folio No./ DPID & Client ID |
|---------------------------------------|---|-------|--|-------|---------------------------------------|-----------------------------|
| | No | Value | No | Value | | |
| | | | | | | |

II. Details of transaction/shareholdings of immediate relative

| Name of the Immediate Relative | Relationship | No. of Securities held as on 01.04.20 | Details of Securities Purchased during the year | | Details of Securities Sold during the year | | No. of Securities Held as on 31.03.20 | Folio No./ DPID & Client ID |
|--------------------------------|--------------|---------------------------------------|---|-------|--|-------|---------------------------------------|-----------------------------|
| | | | No | Value | No | Value | | |
| | | | | | | | | |

I declare that I have complied with the requirement of minimum holding period as specified under Clause 3.4.5 of the CODE.

Name & Signature:

Date:

Place:

REG-I
REGISTER OF APPROVAL OF TRADING PLAN IN SECURITIES AND NOTIFICATION TO STOCK EXCHANGES

| S. No | NAME | DESIGNATION | DEPARTMENT | DATE & TIME OF RECEIPT OF TRADING PLAN APPLICATION | NATURE OF TRANSACTION | ESTIMATED NUMBER OF SECURITIES INDICATED IN THE APPLICATION |
|--------------|-------------|--------------------|-------------------|---|------------------------------|--|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| | | | | | | |

| ESTIMATED CONSIDERATION VALUE INDICATED IN THE APPLICATION | NAME OF THE IMMEDIATE RELATIVE IF THE TRANSACTION IS IN THE NAME OF THE IMMEDIATE RELATIVE | DATE OF COMMUNICATION OF THE APPROVAL BY THE COMPLIANCE OFFICER | REASONS FOR NON APPROVAL, IF NOT CLEARED | NUMBER OF SECURITIES ACTUALLY TRADED | DATE OF NOTIFICATION TO STOCK EXCHANGES | REMARKS |
|---|---|--|---|---|--|----------------|
| 8 | 9 | 10 | 11 | 12 | 13 | 14 |
| | | | | | | |

REG-II
REGISTER OF PERIODS OF CLOSER OF TRADING WINDOW

| S. No. | DATE OF NOTIFYING CLOSER OF TRADING WINDOW, IF ANY | START DATE OF CLOSER OF TRADING WINDOW | DATE OF OPENING OF TRADING WINDOW | PURPOSE FOR WHICH TRADING WINDOW CLOSED | REMARKS |
|---------------|---|---|--|--|----------------|
| 1 | 2 | 3 | 4 | 5 | 6 |
| | | | | | |

REG-III
REGISTER OF PRE-CLEARANCE FOR TRADE IN SECURITIES

| S. N o. | NAME | DESIGNATION | DEPARTMENT | DATE & TIME OF RECEIPT OF PRECLEARANCE APPLICATION | NATURE OF TRANSACTION (PURCHASE OR SALE) | ESTIMATED NUMBER OF SECURITIES INDICATED IN THE APPLICATION |
|----------------|-------------|--------------------|-------------------|---|---|--|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| | | | | | | |

| ESTIMATED CONSIDERATION VALUE INDICATED IN THE APPLICATION | NAME OF THE IMMEDIATE RELATIVE IF THE TRANSACTION IS IN THE NAME OF THE IMMEDIATE RELATIVE | DATE OF COMMUNICATION OF THE CLEARANCE BY THE COMPLIANCE OFFICER | REASONS FOR NON CLEARANCE, IF NOT CLEARED | DATE OF PLACEMENT BEFORE COMMITTEE | NUMBER OF SECURITIES ACTUALLY TRADED | REMARKS |
|---|---|---|--|---|---|----------------|
| 8 | 9 | 10 | 11 | 12 | 13 | 14 |
| | | | | | | |