

रजिस्टर्ड ऑफिस/Regd. Office: इंजीनियर्स इंडिया हाऊस/Engineers India House,
1, भीकाएजी कामा प्लेस/Bhikaiji Cama Place, नई दिल्ली/New Delhi – 110066

सीआईएन/CIN: L74899DL1965GOI004352

COMPANY SECRETARIAT

कंपनी सचिवालय

सं. सचिव /No. Secy/906/9/10

20.03.2017

The Manager Department of Corporate Services BSE Limited 25th Floor, P J Towers, Dalal Street, Mumbai- 400001, Maharashtra.	The Manager Listing department National Stock Exchange of India Limited Exchange Plaza, C-1,Block G, Bandra Kurla Complex, Bandra, East, Mumbai-400051, Maharashtra.
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विषय: मार्च 20, 2017 को आयोजित कंपनी के निदेशक मंडल की बैठक का परिणाम

Subject: Outcome of the meeting of Board of Directors of the Company held on March 20, 2017

प्रिय महोदय/महोदया/ Dear Sir/Madam,

In furtherance to our intimation dated March 14, 2017 and in terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please note that the Board of Directors of the Company in their meeting held on March 20, 2017 has inter-alia unanimously:

1. (a) Approved the alteration of Articles of Association of the Company by insertion of Article 3A in the Articles of Association of the Company, to empower the Company to Buyback its shares, subject to the approval of the shareholders of the Company by way of a special resolution through Postal Ballot.
- (b) Approved the proposal to Buyback of not exceeding 4,19,61,780 (Four Crore Nineteen Lakh Sixty One Thousand Seven Hundred Eighty Only) equity shares of the Company (representing 6.23% of the total number of equity shares in the paid-up share capital of the Company) at a price of Rs.157/- (Rupees One Hundred Fifty Seven only) per equity share payable in cash for an aggregate consideration not exceeding Rs. 658.80 crore (Rupees Six Hundred Fifty Eight Crore Eighty Lakhs 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 last audited financial statements available as on the date of Board meeting recommending the proposal of the Buyback) from all the equity shareholders of the Company, as on the record date, on a proportionate basis through a Tender Offer route in accordance with the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014, the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended (the "**Buyback Regulations**"), subject to the approval of the shareholders of the Company by way of a special resolution through Postal Ballot and all other applicable statutory approvals.
2. The Board of Directors noted the intention of the Promoter of the Company to participate in the proposed Buyback.
3. The Board of Directors has constituted a Buyback Committee and delegated its powers to the Buyback Committee to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary expedient, usual or proper in connection with the Buyback.
4. The pre-Buyback shareholding pattern of the Company as on March 17, 2017 is enclosed as Annexure A to this letter.
5. The above said Board Meeting commenced at 10.30 am and concluded at 9.25 p.m. on Monday, 20th March, 2017.

आपसे उपरोक्त को रिकॉर्ड में लेने का अनुरोध करते हैं।

You are requested to kindly take the above on record.

भवदीय/Very truly yours,



राजन कपूर/Rajan Kapur

कंपनी सचिव/Company Secretary

Encl: As above / संलग्नक: यथोक्त

Annexure A

Sr. No.	Category of Shareholders	No. of Shareholders	No. of Shares	% of Shareholding
1.	Promoter and Promoter Group			
	Indian:			
	a) President of India* *3991021 Equity Shares held in CPSE ETF Escrow Account	2	387684027*	57.53
	b) Foreign	NIL	NIL	NIL
	Sub Total (1)		387684027	57.53
2.	Public			
	Foreign Portfolio Investors (Including FIIs)	103	46462226	6.90
	Financial Institutions / Banks	18	14056003	2.09
	Insurance Companies	6	44746050	6.64
	Individuals	164108	69419184	10.30
	Hindu Undivided Family	4090	2192641	0.33
	Non Resident Indian (Repat)	2335	2228797	0.33
	Non Resident (Non Repatriable)	699	983116	0.15
	Unclaimed Shares	NIL	NIL	NIL
	Overseas Corporate Bodies	NIL	NIL	NIL
	Clearing Members	475	2480423	0.37
	Other Bodies Corporate	1795	28713648	4.26
	Others:			
	Alternative Investment Fund	1	14417	0.00
	Foreign Nationals	2	800	0.00
	Mutual Funds	84	73852917	10.96
	NBFC	15	477528	0.07
	Trusts	24	561423	0.08
	Sub Total (2)	173755	286189173	42.47
3.	Non Promoter – Non Public	NIL	NIL	NIL
	Sub Total (3)			
	Total (1+2+3)	173757	673873200	100.00

