

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF THE EQUITY SHARES OF



DCM SHRIRAM

DCM SHRIRAM LIMITED

(Formerly DCM Shriram Consolidated Ltd.)

Registered Office: 5th Floor, Kanchenjunga Building, 18, Barakhamba Road, New Delhi – 110001, India. Investor Service Telephone: 011-42100234 / 206; Fax: 011-23318072; Website: www.dcmshriram.com; Email: ykgupta@dcmshriram.com; Company Secretary and Compliance Officer: Mr. B.L. Sachdeva

This Public Announcement (the "Announcement") is made pursuant to the provisions of Regulation 15(c) read with Regulation 15(d) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998, as amended (the "Buy-Back Regulations"), and contains the disclosures as specified in the applicable provisions of Schedule II to the Buy-Back Regulations.

OFFER FOR BUY-BACK OF EQUITY SHARES FROM OPEN MARKET THROUGH STOCK EXCHANGES
1. DETAILS OF BUY-BACK OFFER AND OFFER PRICE

1.1 The Board of Directors of DCM Shriram Limited (formerly known as DCM Shriram Consolidated Limited) (the "Company") (the Board of Directors of the Company hereinafter referred to as the "Board"), in accordance with the authorization by the Articles of Association of the Company (the "AoA") and pursuant to the resolution passed by it (the "Board Resolution") at its meeting held on February 22, 2014 (the "Board Meeting"), approved the buy-back of the Company's fully paid-up equity shares of face value of Rs. 2 each (the "Equity Shares") from its existing shareholders, other than those who are promoters, members of the promoter group, persons in control and persons acting in concert (such shareholders hereinafter referred to collectively as "Persons in Control") (it is being understood that the "promoter", "promoter group", "persons in control" and "persons acting in concert" will be such persons as have been disclosed under the filings made by the Company under the listing agreement and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "Takeover Regulations"), from the open market through stock exchanges using the electronic trading facilities of the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (hereinafter together referred to as the "Stock Exchanges") for a total consideration not exceeding Rs. 135 crores (the "Maximum Buy-Back Size"), and at a price not exceeding Rs. 90 per Equity Share (the "Maximum Buy-Back Price"), payable in cash (the process being referred hereinafter as "Buy-Back"). The Maximum Buy-Back Size and Maximum Buy-Back Price does not include brokerage costs, Securities and Exchange Board of India ("SEBI") turnover charges, taxes such as securities transaction tax, service tax, stamp duty and other transaction charges (collectively referred to as "Transaction Costs").

1.2 An amount of Rs. 67.50 crores is the minimum Buy-Back size (the "Minimum Buy-Back Size") which is 50% of the Maximum Buy-Back Size.

1.3 The Maximum Buy-Back Price represents a premium of 32.65% and 32.74% over the closing price of the Equity Shares of the Company on the BSE and NSE, respectively, as on February 21, 2014 (being the last trading day prior to the Board Meeting).

1.4 The Board of Directors or a duly authorized committee thereof, shall determine, as per its discretion, the time frame for completion of the Buy-Back and may close the Buy-Back at anytime upon utilizing the Minimum Buy-Back Size within a period of six months from the date of opening of the Buy-Back.

2. AUTHORITY FOR THE OFFER OF BUY-BACK

Pursuant to the provisions and clause 15A of the AoA of the Company, in accordance with Sections 77A, 77AA and 77B of the Companies Act, 1956, the applicable provisions of the Companies Act, 2013, to the extent notified and subject to the Buy-Back Regulations (the "Companies Act") and other applicable laws, the present offer for Buy-Back of Equity Shares from the open market through the Stock Exchanges has been duly authorized by the resolution passed by the Board of Directors at its meeting held on February 22, 2014. Since the Maximum Buy-Back Size (as approved by the Board of Directors at the Board Meeting) is less than 10% of the total called up and paid-up equity capital and free reserves of the Company as on March 31, 2013, in accordance with the Section 77A(2) of the Companies Act, the approval of the shareholders of the Company for the Buy-Back is not required.

3. DISCLOSURES AS PER PART A OF SCHEDULE II OF THE BUY-BACK REGULATIONS

Disclosures as required under Part A of Schedule II of the Buy-Back Regulations are set out herein below:

3.1 The Board of Directors of the Company at its meeting held on February 22, 2014 approved the Buy-Back for a total consideration not exceeding the Maximum Buy-Back Size, at a price not exceeding the Maximum Buy-Back Price, payable in cash from the open market through the Stock Exchanges.

3.2 The Buy-Back is being proposed in keeping with the Company's desire to enhance overall shareholder's value. Depending upon the number of Equity Shares actually bought back, the Buy-Back would lead to reduction in outstanding number of Equity Shares, and consequently may lead to an increase in earnings per share and book value per share.

3.3 The Maximum Buy-Back Size represents approximately 9.73% of the aggregate of the total called up and paid-up equity capital and free reserves of the Company as on March 31, 2013 (the date of the latest available standalone audited accounts of the Company). Accordingly, the Maximum Buy-Back Size is within the maximum limit specified under the Companies Act and Regulation 4(1) of the Buy-Back Regulations. Furthermore, under the Companies Act, the Buy-Back of Equity Shares by the Company in any financial year shall not exceed 25% of its total called up and paid-up equity capital in that financial year.

3.4 The Equity Shares are proposed to be bought back at a price not exceeding Rs. 90 per Equity Share, i.e., the Maximum Buy-Back Price. The Maximum Buy-Back Price does not include Transaction Costs. The Maximum Buy-Back Price has been arrived at after considering certain parameters including but not limited to the trend in the market price of the equity shares of the Company on the Stock Exchanges where the Equity Shares of the Company are listed.

3.5 At the Maximum Buy-Back Price of Rs. 90 per Equity Share and for the Maximum Buy-Back Size of Rs. 135 crores, the indicative maximum number of Equity Shares that can be bought back would be 1,50,00,000 Equity Shares, i.e., the Maximum Buy-Back Shares. If the Equity Shares are bought back at a price below the Maximum Buy-Back Price, the number of Equity Shares bought back could exceed the Maximum Buy-Back Shares, but will always be subject to the Maximum Buy-Back Size.

3.6 The Buy-Back will be implemented by the Company through the methodology of open market purchases through the Stock Exchanges using the electronic trading facilities of the Stock Exchanges.

3.7 Aggregate Shareholding:

3.7.1 The aggregate shareholding of the Persons in Control of the Company as on February 22, 2014, i.e., the date of the Board Meeting, was 103,743,794 Equity Shares constituting 62.53% of the total called up and paid-up equity share capital of the Company. As per the records of the Company and information furnished:

a. An aggregate of 4,794 Equity Shares of the Company were purchased by the Persons in Control during a period of six months preceding the date of the Board Meeting at which the Buy-Back was approved i.e., February 22, 2014. No Equity Shares were sold by Person in Control during a period of six months preceding the date of the Board Meeting.

b. With regards to 3.7.1.a above, the maximum purchase price was Rs. 53.10 per Equity Share on August 29, 2013 and the minimum purchase price was Rs. 51.25 per Equity Share on August 29, 2013.

3.7.2 The aggregate shareholding of the directors of the corporate promoters (including shareholding of such directors who are a part of the Persons in Control) as on February 22, 2014, i.e., the date of the Board Meeting, was 191,920 Equity Shares constituting 0.12% of the total called up and paid-up equity share capital of the Company. As per the records of the Company and information furnished:

a. No Equity Shares of the Company were purchased or sold by such directors of the corporate promoter during a period of six months preceding the date of the Board Meeting at which the Buy-Back was approved, i.e., February 22, 2014.

3.8 As per Regulation 15(b) of the Buy-Back Regulations, the Buy-Back shall not be made from any of the Persons in Control of the Company.

3.9 The Company confirms that there are no defaults subsisting in the repayment of deposits, redemption of debentures or preference shares or repayment of term loans to any financial institutions or banks.

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

- a) Immediately following the date of convening of the Board Meeting, there will be no grounds on which the Company could be found unable to pay its debts; and
- b) as regards its prospects for the year immediately following the date of the Board Meeting that, having regard to their intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the view of the Board of Directors, 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.

In forming its opinion for the above purposes, the Board of Directors has taken into account the liabilities as if the Company was being wound up under the provisions of the Companies Act, 1956 (including prospective and contingent liabilities).

3.11 The text of the report dated February 22, 2014 received from M/s Deloitte Haskins & Sells, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

Quote

"In connection with the buy-back of equity shares of face value Re. 2/- each ("Equity Shares") approved by the Board of Directors of DCM Shriram Limited (the "Company") (formerly known as DCM Shriram Consolidated Limited), having its registered office at 5th Floor, Kanchenjunga Building, 18, Barakhamba Road, New Delhi - 110001, at its meeting held on February 22, 2014 in pursuance of the provisions of Section 77A, 77AA and 77B of the Companies Act, 1956, Section 69 and 70 of Companies Act 2013 and the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998, as amended from time to time (the "Buy-Back Regulations"), and based on the information and explanations given to us, we report that:

1. We have inquired into the state of affairs of the Company in relation to its audited accounts for the year ended 31st March 2013, which was approved by the Board of Directors at its meeting, held on 2nd May 2013 and have been audited by us and unaudited financial statements for the 9 months period ended 31st December 2013 which was subjected to limited review by us.
2. The Board of Directors has approved buy-back of the Company's equity to the extent of Rs. 135 crores at a price not exceeding Rs. 90/- per Equity Share at its meeting held on February 22, 2014. The amount of permissible capital payment (including premium) towards buy-back of Equity Shares, as computed below, has been properly determined in accordance with Section 77A(2) of the Companies Act, 1956:

A. Maximum Amount Permitted for Buy-Back

Particulars	Amount (Rs. crores)
Paid-up Equity Share Capital as at 31.03.2013 (A) (1)	33.18
Free Reserves as at 31.03.2013 (1) (2)	
- General Reserve	752.82
- Surplus in Statement of Profit and Loss	539.35
- Securities Premium Account	62.76
Total Free Reserves (B)	1354.93
Total (A + B)	1388.11
Maximum amount permissible for the buy-back i.e. 10% of total paid-up equity capital and free reserves	138.81
Maximum amount approved by the Board of Directors for Buy-back	135.00

1) Based on audited standalone financial statements of the Company as at and for the year ended 31.03.2013.

2) Free Reserves are as per clause (b) of explanation to Section 372A of the Companies Act, 1956.

B. Maximum Paid up Equity Share Capital for Buy-back

Particulars	Number of Shares
Total Paid up Equity Share Capital as at 31.03.2013	16,59,03,320
Maximum Permissible Buy Back of Paid up Equity Share Capital (25% of Paid up Equity Share Capital) in a financial year	4,14,75,830

3. Based on the representations of the Management, and according to the information and explanations given to us, the Board of Directors at its meeting held on February 22, 2014 have formed the opinion as specified in Clause (x) of Part A of Schedule II to the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998, as amended, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from that date.

4. This report has been prepared for the Company and is in reference to the buy-back of Equity Shares of the Company approved by the Board of Directors of the Company at its meeting held on February 22, 2014, in pursuance of the provisions of Section 77A, 77AA and 77B of the Companies Act, 1956, Section 69 and 70 of Companies Act 2013 and the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998, as amended from time to time and should not be used for any other purpose.

For Deloitte Haskins & Sells

Chartered Accountants

(ICAI Reg. no. 015125N)

Partner

Jaideep Bhargava - 90295

Gurgaon

February 22, 2014

Unquote

4. DISCLOSURES AS PER PART B OF SCHEDULE II OF THE BUY-BACK REGULATIONS

Disclosures as required under Part B of Schedule II of the Buy-Back Regulations are set out herein below:

4.1 Details of shareholders' approval for the Buy-Back: Not applicable.

4.2 Maximum and Minimum number of Equity Shares proposed to be bought back and Sources of Funds from which the Buy-Back would be made:

4.2.1 At the Maximum Buy-Back Price of Rs. 90 per Equity Share and for the Minimum Buy-Back Size of Rs. 67.50 crores, the indicative maximum number of Equity Shares that can be bought back would be 75,00,000 Equity Shares i.e. Minimum Buy-Back Shares. At the Maximum Buy-Back Price of Rs. 90 per Equity Share and for the Maximum Buy-Back Size of Rs. 135 crores, the indicative maximum number of Equity Shares that can be bought back would be 1,50,00,000 Equity Shares, i.e., the Maximum Buy-Back Shares. If the Equity Shares are bought back at a price below the Maximum Buy-Back Price, the number of Equity Shares bought back could exceed the Maximum Buy-Back Shares, but will always be subject to the Maximum Buy-Back Size.

The actual number of Equity Shares bought back will depend upon the actual price excluding Transaction Costs paid for the Equity Shares bought back and the aggregate consideration paid for the Buy-Back, subject to the Maximum Buy-Back Size.

4.2.2 The amount required by the Company for the Buy-Back is intended to be met out of the free reserves, securities premium, cash and bank balances/ deposits and/ or short term investments and/or internal accruals of the Company. Though the Company will not raise debt for financing the Buy-Back, it may continue to borrow funds in the ordinary course of its business.

4.3 Proposed Timetable:

Date of Board Resolution approving the Buy-Back	February 22, 2014
Date of publication of the Announcement	February 27, 2014
Date of opening of the Buy-Back	March 05, 2014
Acceptance of Equity Shares in demat form	Upon the relevant pay-out by the Stock Exchanges.
Extinguishment of Equity Shares in dematerialized form	Within 15 days of acceptance of Equity Shares as mentioned above provided that the Company shall ensure that all Equity Shares bought back are extinguished within 7 days from the last date of completion of Buy-Back.
Extinguishment of Equity Shares in physical form	Within 15 days of the succeeding month in which the share certificates were bought back, provided that the Company shall ensure that all Equity Shares bought back in physical form are extinguished within 7 days from the last date of completion of Buy-Back.
Last Date for the completion of Buy-Back	The earlier of: (i) September 04, 2014, i.e. 6 months from the date of the opening of the Buy-Back; or (ii) when the Maximum Buy-Back Size has been utilized; or (iii) Such date as may be determined by the Board of Directors or a duly authorized committee thereof, in the event the Minimum Buy-Back Size has been utilized in the Buy-Back, even if the Maximum Buy-Back Size has not been utilized or the indicative Maximum Buy-Back Shares have not been bought back (by giving appropriate notice of such earlier date).

Please refer to paragraph 4.4.9 below for buy-back of Equity Shares in physical form.

4.4 Process and Methodology to be adopted for the Buy-Back:

4.4.1 The offer is open to all shareholders/ beneficial owners of the Equity Shares, except the Persons in Control of the Company as indicated in this Announcement.

4.4.2 All subscribed Equity Shares of the Company are fully paid-up though there are forfeited shares as stated in clause 4.10.1. The Company undertakes not to Buy-Back its Equity Shares through negotiated deals, whether on or off the Stock Exchanges, or through spot transactions or through any private arrangements in the implementation of the Buy-Back or locked-in or non-transferable Equity Shares.

4.4.3 The Company proposes to implement the Buy-Back through the methodology of open market purchases through the Stock Exchanges as provided under the Buy-Back Regulations.

4.4.4 For the Buy-Back, the Company has appointed Axis Capital Limited as broker (the "Company's Broker") through whom the purchases and settlement on account of the Buy-Back would be made for both demat and physical segment. Contact details of Axis Capital Limited is mentioned in clause 4.4.10 below.

4.4.5 The Buy-Back will be made only through the order matching mechanism except "all or none" order matching system.

4.4.6 The Company shall place "buy" orders on the BSE and/ or NSE at least once in every week on the normal trading segment to buy the Equity Shares through Company's Brokers, in such quantity and at such prices, not exceeding the Maximum Buy-Back Price of Rs. 90 per Equity Share, as it may deem fit, depending upon the prevailing quotations of the Equity Shares on the Stock Exchanges. When the Company has placed an order for Buy-Back of the Equity Shares, the identity of the Company as purchaser would be available to the market participants of the Stock Exchanges.

4.4.7 The Equity Shares are traded in the compulsory demat mode (Trading Code: BSE - 523367; NSE - DCMSRMCONS). The Company has made necessary application on February 21, 2014 for change in name to Stock Exchanges pursuant to which the trading codes may undergo a change and the same would be intimated. Beneficial owners who desire to sell their Equity Shares in the electronic form under the Buy-Back would have to do so through a stock broker who is a member of either of the Stock Exchanges by indicating to their broker the details of Equity Shares they intend to sell whenever the Company has placed a "buy" order for Buy-Back of the Equity Shares. The trade would be executed at the price at which the order matches and that price would be the price for that seller. The execution of the order, issuance of contract note, and delivery of stock to the member and receipt of payment from the member would be carried out in accordance with the Stock Exchange's and the SEBI's requirements. Orders for Equity Shares in electronic form can be placed on the trading days of the Stock Exchanges.

4.4.8 It may be noted that all the Equity Shares bought back by the Company may not be at a uniform price.

4.4.9 **Buy-Back of Equity Shares in physical form:** The Company shall approach the Stock Exchanges for permission to use a separate window for Buy-Back of Equity Shares in physical form ("Physical Shares") in terms of Regulation 15A of the Buy-Back Regulations (the "Physical Shares Buy-Back Window"). Upon the receipt of the permission from the Stock Exchanges to use their Physical Shares Buy-Back Window, the Company shall Buy-Back the Physical Shares from the shareholders. The procedure for Buy-Back of Physical Shares in the Physical Shares Buy-Back Window shall be subject to the requirements provided by the Stock Exchanges and any directions in this regard. As per Regulation 15A of the Buy-Back Regulations:

- (a) A separate window shall be created by the Stock Exchanges, which shall remain open during the Buy-Back period, for Buy-Back of Physical Shares.
- (b) The Company shall Buy-Back Physical Shares from eligible shareholders through the Physical Shares Buy-Back Window, only after verification of the identity proof and address proof by the Axis Capital Limited.
- (c) The price at which the Equity Shares are bought back shall be the volume weighted average price of the Equity Shares bought-back, other than in the physical form, during the calendar week in which such Equity Shares were received by the Axis Capital Limited.
- (d) Provided that the price of Equity Shares tendered during the first calendar week of the Buy-Back shall be the volume weighted average market price of the Equity Shares of the Company during the preceding calendar week.
- (e) In case no Equity Shares were bought back in the normal market during calendar week, the preceding week when the Company has last bought back the Equity Shares may be considered.

4.4.10 Registered shareholders of the Company holding Physical Shares and proposing to participate in the Buy-Back will be required to submit the complete set of documents for verification procedures to be carried out including the (i) original share certificate(s), (ii) valid share transfer form(s) duly filled, stamped and signed by the transferors (i.e. by all registered shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company, (iii) self-attested copy of the shareholder's PAN Card. In addition, the shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card, Passport or Driving License, (iv) any other relevant documents such as power of attorney, corporate authorization (including board resolution/ specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable, either by registered post or courier or hand delivery to –

Axis Capital Limited

5th Floor, Axis House, C-2 Wadia International Centre

P. B. Marg, Worli, Mumbai - 400 025

Tel: (91 22) 4325 2525

Fax: (91 22) 4325 5599

Investor Grievance email: Sudhir.Agarwal@axiscap.in

Contact Person: Mr. Sudhir Agarwal

Registered shareholders of the Company holding Physical Shares should note that Physical Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the Physical Shares for Buy-Back by the Company shall be subject to verification as per the Buy-Back Regulations and any further directions in this regard.

4.4.11 Nothing contained herein shall create any obligation on the part of the Company to Buy-Back any Equity Shares or confer any right on the part of any shareholder to offer any Equity Shares for Buy-Back, and/ or impair any power of the Company or the Board of Directors/ duly constituted committee thereof to terminate any process in relation to the Buy-Back, as may be permissible by law. If the Company is not able to complete the Buy-Back to the equivalent of the Minimum Buy-Back Size by last date for the completion of Buy-Back i.e. September 04, 2014, then the amount held in the Escrow Account upto a maximum of 2.5% of the Maximum Buy-Back Size, shall be liable to be forfeited and deposited in the Investor Protection and Education Fund of SEBI.

4.4.12 The Company shall submit the information regarding the Equity Shares bought back to the Stock Exchanges on a daily basis in accordance with the Buy-Back Regulations. The Company shall also upload the information regarding the Equity Shares bought back on its website on a daily basis.

4.5 Method of Settlement:

4.5.1 The Company will pay the consideration to the Company's Brokers on or before the pay-in-date for each settlement, as applicable to the respective Stock Exchanges.

4.5.2 The beneficial owners holding Equity Shares in the demat form would be required to transfer the number of Equity Shares sold by tendering the delivery instructions to their respective depository participant ("DP") for debiting their beneficiary account maintained with the DP and crediting the same to the pool account of the broker through whom the trade was executed.

4.5.3 The Company has opened a depository account styled "DCM Shriram Limited – Buyback Account" with DP ID IN300484 and Client ID 17856355 with Axis Bank Limited. The ISIN of the Company is INE499A01024. The Equity Shares bought back in the demat form would be transferred into the aforesaid account by the Company's Brokers on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.

4.5.4 The Demat Shares bought back by the Company shall be extinguished and destroyed in the manner specified in the Securities and Exchange Board of India (Depository and Participants) Regulations, 1996, as amended and its bye-laws, in the manner specified in the Buy-Back Regulations. The Equity Shares lying in credit in the Buy-Back Demat Account will be extinguished within 15 days of acceptance of the Demat Shares provided that the Company undertakes to ensure that all Demat Shares bought back by the Company are extinguished within 7 days from the last date of completion of the Buy-Back.

4.5.5 In respect of Equity Shares bought back and accepted in physical form during a month, the same would be extinguished and the share certificates physically destroyed within 15 days of the succeeding month, provided that the Company shall ensure that all the Equity Shares bought back are extinguished within 7 days of the last day of completion of the Buy-Back in the manner specified in the Buy-Back Regulations.

4.5.6 Consideration for the Equity Shares bought back by the Company shall be paid only by way of cash.

4.6 Brief Information about the Company:

The Company was incorporated on February 6, 1989 as "DCM Engineering Industries Private Limited". Subsequently, the Company became a public limited company and the word "private" was deleted from its name and fresh certificate of incorporation was issued on September 21, 1989. The name was subsequently changed to "DCM Industries Limited" on March 01, 1990 and then to "DCM Shriram Consolidated Limited" on July 20, 1990. Pursuant to a special resolution passed by our shareholders on February 14, 2014, the name of Company is changed to "DCM Shriram Limited", and fresh certificate of incorporation dated February 21, 2014 was issued by Registrar of Companies.

The business portfolio of the Company comprises primarily of following: Fertiliser (Urea), Shriram Farm Solutions (Crop care chemicals, Soluble fertilizers, Micro nutrients, Seeds, Bulk fertilizers like DAP (Di Ammonia Phosphate)/ MOP (Murate of Potash)/SSP (Single Super Phosphate), Bioseed (Hybrid Seeds), Sugar, Chlor Alkali (Caustic Soda and Chlorine), Plastics (PVC Resins, Calcium Carbide), Cement, Others (Fenesta windows, Textiles).

The Equity Shares of Company are presently listed on BSE and NSE.

4.7 Brief Financial Information about the Company:

4.7.1 Financials Information based on the standalone audited financial information of the Company as at and for the last three years ended March 31, 2013, 2012 and 2011 and limited review financial information for the nine months period ending December 31, 2013 of the Company, is as follows:

Particulars	(Rs. in Crores)			
	Nine Months Ended		Year Ended	
	December 31, 2013*	March 31, 2013	March 31, 2012	March 31, 2011
	(Unaudited)	(Audited)	(Audited)	(Audited)
Key Financials				
Revenue from operations (gross)	4821.42	5652.14	5152.85	4226.62
Less: Excise duty	189.47	252.21	197.15	144.63
Revenue from operations (net)	4631.95	5399.93	4955.70	4081.99
Other income	33.94	46.12	29.89	16.72
Total Revenue	4665.89	5446.05	4985.59	4098.71
Cost of materials consumed	838.08	1917.87	1728.67	1289.58
Purchase of Stock-in-Trade	1580.13	1484.83	1727.21	1509.89
Changes in inventories of finished goods, Work-in-progress and Stock-in-Trade	708.82	(62.44)	(327.81)	(218.90)
Employee benefits expense	282.32	363.01	355.54	322.90
Finance costs	118.69	152.65	157.56	101.37
Depreciation and amortization expense	100.80	143.82	154.07	157.59
Other expenses	838.65	1188.74	1169.94	987.15
Total Expenses	4467.49	5188.48	4965.18	4149.58
Profit before tax and exceptional items	198.40	257.57	20.41	(50.87)
Exceptional Items	-	(53.58)	(38.06)	-
Profit/(loss) before tax	198.40	203.99	(17.65)	(50.87)
Profit for taxation / Tax expense	12.22	13.45	(3.39)	(20.21)
Profit/(loss) after tax	186.18	190.54	(14.26)	(30.66)
Dividend (including tax thereon)	-	29.86	7.72	7.72
Share Capital	33.34	33.34	33.34	33.34
Reserves and surplus	- ⁵	1367.12	1206.41	1228.39
Net worth (1)	-	1400.46	1239.75	1261.73
Total debt (2)	-	1526.72	1789.39	1669.24

Notes:

(1) Net worth = Share capital + Reserves and surplus (excluding revaluation reserves).

(2) Total debt includes all amounts of unsecured and secured debts as disclosed in the balance sheet of the Company and includes long term borrowings, short term borrowings and current maturities of long term debts.

* Data for nine months period ending December 31, 2013 as per limited review information filed with stock exchanges

\$ Not reported in limited review

Particulars	Nine months ended	Year Ended		
	December 31, 2013*	March 31, 2013	March 31, 2012	March 31, 2011
	(Unaudited)	(Audited)	(Audited)	(Audited)
Key Ratios				
Earning per Share – Basic / Diluted (Rs.) (a)	11.22#	11.49	(0.86)	(1.85)
Book Value Per Share (Rs.) (b)	- \$	84.41	74.73	76.05
Return on Average Net worth (%) (c)	- \$	14.43%	-1.14%	-2.41%
Debt-Equity ratio (d)	- \$	1.10	1.46	1.34

- 4.10.2 There are no partly paid up equity shares or calls in arrears as on the date of this Announcement though there are forfeited shares as stated in clause 4.10.1. The Company does not have any convertible debentures or convertible preference shares or any other convertible instruments outstanding.
- 4.10.3 The shareholding pattern of the Company is as follows:

Category of Shareholders	As on February 24, 2014		Post Buy-Back#	
	No. of Equity Shares	Shareholding as a % of total no. of Equity Shares	No. of Equity Shares	Shareholding as a % of total no. of Equity Shares
(A) Shareholding of Promoter and Promoter Group				
(1) Indian	103743794	62.53	103743794	68.75
(2) Foreign	0	0	0	0
Total shareholding of Promoter and Promoter Group (A)	103743794	62.53	103743794	68.75
(B) Public Shareholding				
(1) Institutions			47159526	31.25
– Mutual Funds / UTI	1432512	0.86		
– Financial Institutions / Banks	42330	0.03		
– Central Government / State Government(s)	29640	0.02		
– Insurance Companies	17009292	10.25		
– Foreign Institutional Investors	893572	0.54		
– Any Others	0	0.00		
– Sub Total	19407346	11.70		
(2) Non-Institutions				
– Bodies Corporate	4652234	2.80		
– Individuals	22089621	13.32		
– Any Others (Non Resident Indians and Trust & Foundation)	16010325	9.65		
– Sub Total	42752180	25.77		
Total Public shareholding (B)	62159526	37.47		
(C) Shares held by Custodians and against which Depository Receipts have been issued				
(1) Promoter and Promoter Group	0	0.00		
(2) Public	0	0.00		
Sub Total (C)	0	0.00		
Total (A)+(B)+(C)	165903320	100.00	150903320	100.00

- #Post Buy-Back shareholding assuming that the indicative Maximum Buy-Back Shares are bought back. The shareholding post Buy-Back may differ depending upon the actual number of Equity Shares bought back.
- 4.11 The Company shall not issue any Equity Shares including by way of bonus till the date of closure of the Buy-Back offer. Further, the Company shall not raise further capital for a period of one year from the closure of Buy-Back offer, except in discharge of its subsisting obligations if any.
- 4.12 The aggregate shareholding of the Persons in Control of the Company as on February 26, 2014, i.e. the date of

- the Announcement, is 103,743,794 Equity Shares constituting 62.53% of the total called up and paid-up equity share capital of the Company. As per the records of the Company and information furnished:
- 4.12.1 An aggregate of 413,472 Equity Shares of the Company were purchased by the Persons in Control during a period of twelve months preceding the date of the Announcement, i.e., February 26, 2014.
- 4.12.2 With regards to 4.12.1 above, the maximum purchase price was Rs. 59.80 per Equity Share on May 06, 2013 and the minimum purchase price was Rs. 51.25 per Equity Share on August 29, 2013.
- 4.13 The aggregate shareholding of the directors of the corporate promoter (including shareholding of such directors who are a part of the Persons in Control) as on February 26, 2014, i.e. the date of the Announcement, is 191,920 Equity Shares constituting 0.12% of the total called up and paid-up equity share capital of the Company. As per the records of the Company and information furnished:
- 4.13.1 No Equity Shares of the Company were purchased and sold by such directors of the corporate promoter during a period of twelve months preceding the date of the Announcement, i.e., February 26, 2014.
- 4.14 **Management Discussion and Analysis of the likely impact of the Buy-Back on the Company:**
- 4.14.1 This Buy-Back is not likely to cause any material impact on the earnings of the Company, except for a reduction in the treasury income that the Company could have otherwise earned on the funds deployed.
- 4.14.2 The Buy-Back is expected to contribute to an overall enhancement of shareholder value going forward. Depending upon the number of Equity Shares actually bought back, the Buy-Back would lead to reduction in outstanding number of Equity Shares, and consequently may lead to an increase in earnings per share and book value per share. The Buy-Back may also lead to a possible improvement in the return on net worth.
- 4.14.3 As per Regulation 15(b) of the Buy-Back Regulations, the Buy-Back shall not be made from any of the Persons in Control of the Company. There will be no change in the aggregate number of Equity Shares held by the Persons in Control as a result of the Buy-Back. However, the shareholding of the Persons in Control as a result of the Buy-Back would stand increased to 68.75% from 62.53% of the total called up and paid-up equity share capital assuming that the indicative Maximum Buy-Back Shares are bought back. Any consequential increase in the shareholding/voting rights of the promoter would be exempt in terms of proviso to regulation 10(4)(c) of the Takeover Regulation, subject to compliance of the provisions of the said Takeover Regulations. Shri Ajay S. Shriram, Chairman and Sr. Managing Director, Shri Vikram S. Shriram, Vice Chairman & Managing Director and Shri Ajit S. Shriram, Deputy Managing Director, being interested in the resolution approving the Buy-Back in their capacity as promoter directors of the Company, have abstained from voting in the Board Resolution in relation to approving the Buy-Back. The Buy-Back will not result in a change in control or otherwise affect the existing management structure of the Company.
- 4.14.4 Consequent to the Buy-Back and based on the number of Equity Shares bought back by the Company from various public shareholders including mutual funds/ UTI, financial institutions/ banks, insurance companies as well as non-institutions such as bodies corporates, non-resident shareholders, Non-Resident Indian (NRI) shareholders etc., the shareholding pattern of the Company would undergo a consequential change.
- 4.14.5 As required under the Companies Act, the ratio of the debt owed by the Company will not be more than twice the capital and free reserves of the Company after the Buy-Back.
- 4.14.6 The Company shall not withdraw the Buy-Back after the date of this Announcement.
- 4.14.7 There is no pending scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act as on the date of this Announcement.
- 4.15 **Statutory Approvals:**
- 4.15.1 The Buy-Back has been authorized by the Board of Directors through the Board Resolution.
- 4.15.2 To the best of the knowledge of the Company, no other statutory approvals are required for the Buy-Back, as on date of this Announcement. The Company shall obtain such statutory approvals as may be deemed necessary from time to time, if any.
- 4.16 **Collection and Bidding Centers: Not Applicable**

- 4.17 **Compliance Officer and Investor Service Center:**
In case of any queries, the shareholders/ beneficial owners may contact the following address on any working day i.e. Monday to Friday between 10:00 AM to 6:00 PM.
Mr. B.L. Sachdeva
Company Secretary and Compliance Officer
5th Floor, Kanchenjunga Building, 18,
Barakhamba Road, New Delhi – 110001, India
Tel: 011-42100234
Fax: 011-23318072
Email: ykgupta@dcmsshriram.com
Website: www.dcmsshriram.com
- 4.18 **Registrar to the Buy-Back:**
MCS Limited
F-65, 1st Floor, Okhla Industrial Area,
Phase - I, New Delhi - 110020
Tel: +91 11-41406149
Fax: +91 11- 41709881
Contact Person: Mr. Virender Sharma
Email: admin@mcsdel.com
Website: www.mcsdel.com
5. **MANAGER TO THE BUY-BACK**
The Company has appointed the following as Manager to the Buy-Back:
**AXIS CAPITAL**
Axis Capital Limited
Axis House, Level 1, C-2 Wadia International Centre,
P.B. Marg, Worli, Mumbai – 400 025. India
Tel.: +91 22 4325 2525
Fax: +91 0224325 3000
Contact Person: Ms. Kanika Goyal
Email: dsl.buyback@axiscap.in
Website: www.axiscapital.co.in
6. **DIRECTORS' RESPONSIBILITY**
As per Regulation 19(1)(a) of the Buy-Back Regulations, the Board accepts responsibility for the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc. which may be issued in relation to the Buy-Back and confirm that the information in such documents contains and will contain true, factual and material information and does not and will not contain any misleading information.
For and on behalf of the **Board of Directors of DCM Shriram Limited**

Sd/- Shri Ajay S. Shriram Chairman and Sr. Managing Director	Sd/- Shri Vikram S. Shriram Vice Chairman & Managing Director	Sd/- Mr. B.L. Sachdeva Company Secretary and Compliance Officer
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Date : February 26, 2014

Place : New Delhi