DCM SHRIRAM

October 25, 2018

The Manager
Dept. of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

The Asst Vice President
Listing Department
The National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra – Kurla Complex,
Mumbai 400051

Dear Sir/Madam,

**Sub: Buyback of Equity Shares by DCM Shriram Limited (the "Company") in terms of Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended ("Buy-back Regulations")**

We wish to inform you that the Company has completed the Buyback of Equity shares from the shareholders of the Company excluding Promoters, Promoter group, Persons Acting in Concert and persons who are in control of the Company, payable in cash via "open market" route through the Stock Exchanges, in accordance with the applicable laws including Sections 68, 69 and 70, and other applicable provisions of the Companies Act, 2013, as amended, and the Buy-back Regulations.

With respect to the Buy-back, in accordance with the Regulation 19(7) of the Buy-back Regulations, the public advertisement regarding completion of the Buy-back ("Public Advertisement") is published on October 25, 2018 in the following newspapers:

| Newspaper | Language | Editions |
|---|---|---|
| Business Standard | English | All |
| Business Standard | Hindi | All |

Kindly find enclosed a copy of the Public Advertisement for your information and record.

Thanking you,

Yours sincerely,
For **DCM Shriram Limited**

Sameet Gambhir
Company Secretary

Encl.: as above

DCM SHRIRAM
Growing with trust

POST BUY BACK OFFER PUBLIC ADVERTISEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF THE EQUITY SHARES OF

# DCM SHRIRAM LIMITED


**Corporate Identification Number (CIN): L74899DL1989PLC034923**
Registered Office: 1st Floor, Kanchenjunga Building, 18, Barakhamba Road, New Delhi – 110001, India.
Investor Service Telephone: 011-42100206/322; Fax: 011-23318072
Website: www.dcmshriram.com; Email: ykgupta@dcmshriram.com/amitmehra@dcmshriram.com
Company Secretary and Compliance Officer: Mr. Sameet Gambhir


***Post Offer Public Advertisement regarding completion of Buy-back offer in compliance with Regulation 19(7) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 and subsequent amendments thereof***

**FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF THE EQUITY SHARES OF DCM SHRIRAM LIMITED**

This post offer public advertisement should be read in conjunction with the Public Announcement dated June 26, 2018 **("Public Announcement")**, issued in connection with the Buy-back. Unless specifically defined herein, capitalized terms and abbreviations used herein have the same meaning as ascribed to them in the Public Announcement.

## 1. THE BUY-BACK

1.1 DCM Shriram Limited ("**Company**") had announced the buy-back ("**Buy-back**") of fully paid up Equity Shares of Rs. 2 each of the Company, from the existing owners/ beneficial owners of the Equity Shares of the Company from the Open Market through the Stock Exchanges using the electronic trading facilities of the BSE Limited ("**BSE**") and The National Stock Exchange of India Limited ("**NSE**") in accordance with the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013 and the SEBI (Buy Back of Securities) Regulations, 1998 and subsequent amendments thereto, at a maximum price not exceeding Rs. 450 per equity share ("**Maximum Buy-back Price**") payable in cash for an aggregate amount not exceeding Rs. 250 crores (**"Maximum Buy-back Size"**). The Maximum Buy-back Size does not include any other expenses incurred or to be incurred for the Buy-back like filing fees payable to SEBI, Stock Exchanges fees, advisors fees, public announcement, publication expenses, transaction cost viz., brokerage, applicable taxes such as securities transaction tax, stamp duty, etc., and any other incidental and related expenses (**"Transaction Costs"**).

1.2 The Buy-back commenced on July 4, 2018 and closed on October 23, 2018. Till closure of Buy-back, the Company has utilized approximately 99.9999% of Maximum Buy-back Size authorized for the Buy-back.

1.3 The total number of Equity Shares bought back under the Buy-back is 64,73,841 Equity Shares of Rs. 2 each. The Company has extinguished all Equity Shares bought back except 99,563 Equity Shares Bought back which are under the process of Extinguishment.

## 2 DETAILS OF THE BUY BACK

2.1 The total amount utilized in the Buy-back of Equity Shares is approximately Rs. 250 crores (Rs. 24,999.99 Lakhs) which excludes Transaction Costs.

2.2 The price at which 64,73,841 Equity Shares were bought back was dependent on the price quoted on NSE and BSE during the Buy-back period. The highest price at which the Equity Shares were bought back was Rs 448.98 per Equity Share while the lowest price was Rs 302.92 per Equity Share. The Equity Shares were bought back at an average price of Rs. 386.17 per Equity Share (price calculated has been rounded to the nearest paisa). These prices are based on daily reporting by the Broker, and exclude Transaction Costs.

2.3 The Equity Shares were bought in the demat segment from the Stock Exchanges. As the offer for the Buy-back of the Equity Shares of the Company was from the Open Market through Stock Exchange(s), the identity of shareholders from whom Equity Shares exceeding one percent of the total Equity Shares bought in the Buy-back is not known.

## 3 CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

3.1 The capital structure of the Company, Pre and Post Buy-back, is as under:

| Share Capital | Pre Buy-back as on date of Public Announcement (Rs. in Crores) | Post Buy-back (Rs. in Crores) |
|---|---|---|
| **Authorized Share Capital:** | | |
| 29,49,50,000 equity shares of Rs. 2 each with voting rights | 124.00 | 124.00 |
| 65,01,000 Cumulative Redeemable Preference shares of Rs. 100 each | | |
| **Issued** | | |
| 16,63,16,137 Equity shares of Rs. 2 each with voting rights | 33.26 | |
| (Post Buy-back - 15,98,42,296 Equity shares of Rs. 2 each with voting rights) | | 31.97 |
| **Subscribed and Paid-up** | | |
| 16,24,16,137 Equity Shares of Rs. 2 each with voting rights fully paid up | 32.48 | |
| (Post Buy-back - 15,59,42,296 Equity shares of Rs. 2 each with voting rights) | | 31.19 |
| Add: Forfeited shares – Amount originally Paid up | 0.16 | 0.16 |
| **Total Subscribed and Paid-up Equity Share Capital** | **32.64** | **31.35** |

3.2 The shareholding pattern of the Company, Pre Buy-back and Post Buy-back, is as under:

| Category of Shareholder | Pre Buy-back* | | Post Buy-back# | |
|---|---|---|---|---|
| | Number of Shares | % to the existing Equity Share capital | Number of Shares | % to post Buy-back Equity Share capital |
| Promoters and promoter group | 10,37,54,784 | 63.88 | 10,37,54,784 | 66.53 |
| Foreign Investors (Including Non-Resident Indians, FIIs, FPIs, Foreign Mutual Funds, Foreign Nationals) | 21,133,233 | 13.01 | 5,21,87,512 | 33.47 |
| Financial Institutions/Banks, Mutual Funds promoted by Banks/ Institutions | 23,08,061 | 1.42 | | |
| Others (Public, Bodies Corporate, etc.) | 3,27,78,010 | 20.19 | | |
| Non Promoter Non Public | 24,42,049 | 1.50 | | |
| **Total** | **16,24,16,137** | **100.00** | **15,59,42,296** | **100.00** |

* As on 15th June 2018 (Close of business hours)
# 99,563 Equity Shares Bought back are under the process of Extinguishment

## 4 MERCHANT BANKER TO THE BUY-BACK

AXIS CAPITAL

**AXIS CAPITAL LIMITED**
1st Floor, Axis House, C-2 Wadia International Centre, P. B. Marg
Worli, Mumbai - 400 025, Maharashtra, India
**Tel.:** +91 22 4325 2183; **Fax:** +91 22 4325 3000
**Contact Person:** Mrs. Kanika Sarawgi Goyal
**Email:** dcms.buyback@axiscap.in; **Website:** www.axiscapital.co.in

## 5 DIRECTORS' RESPONSIBILITY

The Board of Directors of the Company accepts responsibility for the information contained in this Advertisement.

**For and on behalf of the Board of Directors of DCM Shriram Limited**

| Sd/- | Sd/- | Sd/- |
|---|---|---|
| Ajay S. Shriram<br>Chairman and Sr. Managing Director<br>DIN: 00027137 | K.K. Kaul<br>Whole-time Director<br>DIN: 00980318 | Sameet Gambhir<br>Company Secretary and Compliance Officer<br>M. No.: FCS4658 |

**Place:** New Delhi
**Date:** October 24, 2018