

■ **Listing Department**
Bombay Stock Exchange Limited
P J Towers,
Dalal Street, Fort,
Mumbai – 400 023.

Batliboi Ltd.

Legal & Secretarial Department

CIN : L52320MH1941PLC003494

Regd. & Corporate Office:

Bharat House, 5th Floor
104, Bombay Samachar Marg, Fort
Mumbai - 400 001. India.

Phone: +91 (22) 6637 8200

Fax: +91 (22) 2267 5601

E-mail: legal@batliboi.com

Web: www.batliboi.com

Scrip Code: 522004



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Dear Sirs,

■
24th May, 2014

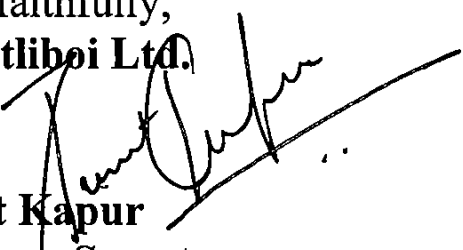
Sub: Disclosure pursuant to Clause 36 of the Listing Agreement

This is to inform you that, we vide letter dated 30th January, 2014 and 11th February, 2014 sought the approval of the SEBI in terms of clause 40A (g) (iii) of the Listing Agreement to achieve Minimum Public Shareholding of 25 % by way of transferring the excess shareholding of promoters to an Irrevocable and Independent Trust to undertake philanthropic activities. Copy of the letter is enclosed for your record.

Kindly acknowledge the receipt.

Thanking You

Yours faithfully,
For **Batliboi Ltd.**


Puneet Kapur
Company Secretary
Encl: As above



Chitra Bhandari
Assistant Manager
Corporation Finance Department
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भारतीय प्रतिभूति
और विनियम बोर्ड
**Securities and Exchange
Board of India**

CFD/AT/CB/OW/1488A/2014

May 23, 2014

The Managing Director
Batliboi Limited
Bharat house, 5th floor,
104, Bombay Samachar Marg
Fort, Mumbai-400001

Dear Sir,

Sub: Batliboi Limited - Compliance with minimum public shareholding requirements under rule 19A of Securities Contracts (Regulation) Rules, 1957 in accordance with clause 40A sub-clause (ii) item (g) of the listing agreement

1. This is in reference to your letters dated January 30, 2013 and February 11, 2014 seeking relaxations with respect to transfer of excess shares to an independent trust on the terms and conditions as enumerated in the matter of Wipro Limited in order to comply with Minimum Public Shareholding ("MPS") under Securities Contract (Regulation) Rules, 1957 ("SCRR").
2. In this regard, please be informed that after examining the matter, the competent authority has decided to accede to the proposal of transferring the excess shares to an independent Trust (herein referred to as "Trust") subject to the following modifications/ additions to the conditions proposed in the aforesaid letters:
 - i. The Trust shall be irrevocable and independent.
 - ii. The Trust shall undertake only philanthropic activities.
 - iii. The trustees of the Trust shall be a public sector bank or a public financial institution.
 - iv. The trust deed shall specifically state that the purpose of the Trust is to utilize at least 90% of the proceeds from the sale of shares and incidental incomes, if any and on fulfilling the purpose, upon extinguishment shall be transferred to the Trusts which shall utilize those funds only for philanthropic activities.
 - v. The trustees shall effect sale of the trust property within a period of two years from the date of transfer of securities to the Trust.
 - vi. Promoters shall not have any beneficial interest in the Trust.
 - vii. The trustees shall have the sole and exclusive power to exercise voting rights attached to the shares of the companies forming part of the trust property.

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अनुवर्ती:
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**Securities and Exchange
Board of India**

- viii. Transfer of excess shares to the Trust shall be solely for the purpose of complying with Minimum Public Shareholding requirements.
- ix. A copy of the Trust deed shall be submitted to SEBI before the shares are transferred to the Trust. Modifications, if any, to the trust deed shall be carried out only with prior approval of SEBI.
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3. You are advised to disclose the contents of this letter to the Stock Exchanges in accordance with Clause 36 of the Listing Agreement, immediately.
4. This communication is sent to you with the approval of the competent authority.

Yours faithfully,

Chitra Bhandari