

Ref. No. Inv Bk/CMG/PS/2017-18/64

July 20, 2017

The Manager
Department of Corporate Services
BSE Limited
25th Floor, Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai, Maharashtra- 400 001

Dear Sirs,

Subject: CASH OFFER FOR BUYBACK BY ENGINEERS INDIA LIMITED (“COMPANY”) OF EQUITY SHARES OF FACE VALUE OF ₹5 EACH AT A PRICE OF ₹157 PER EQUITY SHARE NOT EXCEEDING 4,19,61,780 (FOUR CRORE NINETEEN LAKH SIXTY ONE THOUSAND SEVEN HUNDRED EIGHTY) EQUITY SHARES, ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER PROCESS (“BUYBACK OFFER”)

This is in relation to the Buyback by the Company of fully paid-up equity shares of face value ₹5 each (“Shares” or “Equity Shares”) not exceeding 4,19,61,780 (Four Crore Nineteen Lakh Sixty One Thousand Seven Hundred Eighty) Equity Shares, from all the existing shareholders/ beneficial owners of Equity Shares of the Company, including the Promoter, on a proportionate basis, through the “Tender Offer” process, in accordance with the provisions of Section 68, 69, 70 and all other applicable provisions if any, of the Companies Act, 2013, as amended (the “Companies Act, 2013”) and the provisions contained in the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended (the “Buyback Regulations”).

The Buyback Offer has been authorized pursuant to the resolution passed by the Board of Directors of the Company on March 20, 2017 (“Board Meeting”). Further, the Board of Directors had sought approval of the Shareholders of the Company for Buyback, by a Special Resolution, through notice of postal ballot dated March 20, 2017 (“Postal Ballot Notice”), the results of which was announced on June 15, 2017.

The Buyback will be offered at the rate of ₹ 157 per Equity Share (“Buyback Offer Price”) payable in cash, for an aggregate consideration of not exceeding ₹ 658.80 crore (Rupees Six Hundred Fifty Eight Crore Eighty Lakh only) (the “Buyback Offer Size”). The Buyback Offer Size represents 24.9973% and 24.4002% of the aggregate of the fully paid- up share capital and free reserves, as per the audited standalone and consolidated financial statement of the Company for the financial year ended March 31, 2016, respectively (the last audited financial statements available as on the date of Board Meeting recommending the proposal of the Buyback) and is within the limits of 25% of the total 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 maximum number of Equity Shares proposed to be bought back represents 6.23% of the total number of Equity Shares in the issued, subscribed and paid-up equity share capital of the Company.

We have been appointed by the Company to act as the Manager to the Buyback Offer in terms of the Buyback Regulations. Please refer to the letter dated June 22, 2017 in relation to the filing of the Draft Letter of Offer dated June 21, 2017, of the Buyback Offer.

Please find enclosed a printed copy and a compact disc containing the soft copy (in pdf version) of the Letter of Offer dated July 17, 2017 of the Company in relation to the Buyback Offer ("**Letter of Offer**"), as **Annexure 1**, for your information and records. Please note that the date of opening of the Buyback Offer is Tuesday, July 25, 2017 and the date of closing of the Buyback Offer is Monday, August 7, 2017. For further information on the timelines, please refer to the schedule of activities of the offer given in the Letter of Offer.

Thanking you,

Yours faithfully,

IDBI Capital Markets & Securities Limited
(Formerly known as IDBI Capital Market Services Limited)



Authorized Signatory
Name: Monica Nagpal
Designation: Senior Vice President

Enclosed: As above

LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is being sent to you, being an Eligible Shareholder of Engineers India Limited (the “Company”) as on the Record Date in accordance with Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as subsequent amendments thereof. If you require any clarifications about the action to be taken, you may consult your stockbroker or investment consultant or the Manager to the Buyback Offer i.e. IDBI Capital Markets & Securities Limited or the Registrar to the Buyback Offer i.e. Karvy Computershare Private Limited. Please refer to the section on ‘Definitions’ for the definition of the capitalized terms used herein.



Delivering Excellence through People

Registered Office: Engineers India House, 1, Bhikaji Cama Place, New Delhi, 110066

CIN: L74899DL1965GOI004352

Contact Person: Shri. Rajan Kapur (Company Secretary)

Tel: 011-26762121 | **Fax:** 011-26178210 | **Email:** company.secretary@eil.co.in | **Website:** www.engineersindia.com

CASH OFFER FOR BUYBACK OF NOT EXCEEDING 4,19,61,780 (FOUR CRORE NINETEEN LAKH SIXTY ONE THOUSAND SEVEN HUNDRED EIGHTY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE ₹5 EACH, REPRESENTING 6.23% OF THE TOTAL NUMBER OF EQUITY SHARES IN THE ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY, FROM ALL THE EXISTING SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF THE COMPANY AS ON THE RECORD DATE i.e. THURSDAY, JUNE 29, 2017 ON A PROPORTIONATE BASIS, THROUGH THE “TENDER OFFER” PROCESS AT A PRICE OF ₹157 (RUPEES ONE HUNDRED FIFTY SEVEN ONLY) PER EQUITY SHARE FOR AN AGGREGATE CONSIDERATION NOT EXCEEDING ₹658.80 CRORE (RUPEES SIX HUNDRED FIFTY EIGHT CRORE EIGHTY LAKH ONLY)

- 1) The Buyback is in accordance with the provisions of Sections 68, 69, 70 and all other applicable provisions of the Companies Act, 2013, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended to the extent applicable and in accordance with Article 3A of the Articles of Association of the Company and in accordance with Regulation 4(1)(a) and other applicable provisions contained in the Buyback Regulations and subject to such other approvals, permissions and sanctions as may be necessary, from time to time from statutory, regulatory or governmental authorities under applicable laws including but not limited to SEBI, the Stock Exchanges and Reserve Bank of India etc.
- 2) The Buyback Offer size represents 24.9973% and 24.4002% of the aggregate of the fully paid-up share capital and free reserves, as per the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2016, respectively (the last audited financial statements available as on the date of Board Meeting recommending the proposal of the Buyback) and is within the statutory limits of 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.
- 3) The Letter of Offer is sent to the Eligible Shareholders as on the Record Date i.e. Thursday, June 29, 2017.
- 4) The procedure for acceptance is set out in paragraph 20 (*Procedure for Tender Offer and Settlement*) on page 32, of this Letter of Offer. The Tender Form is enclosed together with this Letter of Offer.
- 5) For mode of payment of cash consideration to the Eligible Shareholders, please refer to paragraph 20.27 (*Method of Settlement*) on page 37 of this Letter of Offer.
- 6) A copy of the Public Announcement, the Draft Letter of Offer and this Letter of Offer (including Tender Form) is expected to be available on the website of SEBI - <http://www.sebi.gov.in>.
- 7) Eligible Shareholders are advised to refer to paragraph 17 (*Details of Statutory Approvals*) on page 28 of this Letter of Offer and paragraph 21 (*Note on Taxation*) on page 38 of this Letter of Offer before tendering their Equity Shares in the Buyback.

BUYBACK OPENS ON: TUESDAY, JULY 25, 2017

BUYBACK CLOSES ON: MONDAY, AUGUST 7, 2017

(LAST DATE/TIME OF RECEIPT OF COMPLETED APPLICATION FORMS AND OTHER SPECIFIED DOCUMENTS INCLUDING PHYSICAL SHARE CERTIFICATES BY THE REGISTRAR: WEDNESDAY, AUGUST 9, 2017, BY 5.00 P.M.)

MANAGER TO THE BUYBACK OFFER



IDBI CAPITAL MARKETS & SECURITIES LIMITED

(formerly known as IDBI Capital Market Services Limited)
3rd Floor, Mafatlal Centre, Nariman Point, Mumbai- 400 021,
Maharashtra, India

Contact person: Mr. Sumit Singh / Mr. Priyankar Shetty

Tel: +91 (22) 4322 1212

Fax: +91 (22) 22850785

Email: eil.buyback@idbicapital.com

Website: www.idbicapital.com

SEBI Registration No.: INM000010866

Validity Period: Permanent Registration

CIN: U65990MH1993GOI075578

REGISTRAR TO THE BUYBACK OFFER



KARVY COMPUTERSHARE PRIVATE LIMITED

Karvy Selenium Tower B, Plot No 31-32, Gachibowli,
Financial District, Nanakramguda, Hyderabad- 500 032,
Telangana, India

Contact Person: M. Murli Krishna

Tel: +91 40 67162222

Fax: +91 40 23431551

E-mail: eil.buybackoffer@karvy.com

Website: www.karvycomputershare.com

SEBI Registration No.: INR000000221

Validity Period: Permanent Registration

CIN: U72400TG2003PTC041636

TABLE OF CONTENTS

1.	SCHEDULE OF THE ACTIVITIES OF THE BUYBACK OFFER	3
2.	DEFINITION OF KEY TERMS	3
3.	DISCLAIMER CLAUSE.....	6
4.	TEXT OF THE RESOLUTION PASSED AT THE BOARD MEETING	7
5.	DETAILS OF PUBLIC ANNOUNCEMENT	11
6.	DETAILS OF THE BUYBACK	11
7.	AUTHORITY FOR THE BUYBACK	12
8.	NECESSITY OF THE BUYBACK.....	12
9.	MANAGEMENT DISCUSSION AND ANALYSIS OF THE LIKELY IMPACT OF BUYBACK ON THE COMPANY	13
10.	BASIS OF CALCULATING BUYBACK PRICE	16
11.	SOURCES OF FUNDS FOR THE BUYBACK	17
12.	DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT TO BE DEPOSITED THEREIN	17
13.	CAPITAL STRUCTURE AND SHAREHOLDING PATTERN	18
14.	BRIEF INFORMATION ABOUT THE COMPANY	19
15.	FINANCIAL INFORMATION ABOUT THE COMPANY	24
16.	STOCK MARKET DATA	26
17.	DETAILS OF STATUTORY APPROVALS	28
18.	DETAILS OF REGISTRAR TO THE BUYBACK OFFER	28
19.	PROCESS AND METHODOLOGY FOR THE BUYBACK	29
20.	PROCEDURE FOR TENDER OFFER AND SETTLEMENT	32
21.	NOTE ON TAXATION	38
22.	DECLARATION BY THE BOARD OF DIRECTORS	42
23.	AUDITORS CERTIFICATE.....	43
24.	DOCUMENTS FOR INSPECTION.....	45
25.	DETAILS OF COMPLIANCE OFFICER.....	45
26.	DETAILS OF THE REMEDIES AVAILABLE TO THE SHAREHOLDERS/ BENEFICIAL OWNERS	45
27.	DETAILS OF INVESTOR SERVICE CENTRE	46
28.	MANAGER TO THE BUYBACK OFFER	46
29.	DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THE LETTER OF OFFER	46
30.	TENDER FORM	46

1. SCHEDULE OF THE ACTIVITIES OF THE BUYBACK OFFER

Activity	Date	Day
Date of Board Meeting approving the proposal of the Buyback	March 20, 2017	Monday
Date on which the results of postal ballot through which the Shareholders approved the Buyback was declared	June 15, 2017	Thursday
Date of Public Announcement for Buyback	June 16, 2017	Friday
Date of publication of the Public Announcement for the Buyback	June 17, 2017	Saturday
Record Date for determining the Buyback Entitlement and the names of Eligible Shareholders	June 29, 2017	Thursday
Date of Opening of the Buyback Offer	July 25, 2017	Tuesday
Date of Closing of the Buyback Offer	August 7, 2017	Monday
Last date of receipt of the completed Tender Forms and other specified documents including physical Equity Share certificates by the Registrar	August 9, 2017	Wednesday
Last date of verification of Tender Forms by the Registrar	August 10, 2017	Thursday
Last date of intimation regarding acceptance / non- acceptance of tendered Equity Shares by the Registrar	August 11, 2017	Friday
Last date of settlement of bids on the Stock Exchanges	August 14, 2017	Monday
Last date of dispatch of share certificate(s) by RTA/ payment to shareholders/ return of unaccepted demat shares by Stock Exchanges to Shareholder Broker/ Eligible Shareholders	August 14, 2017	Monday
Last date of extinguishment of Equity Shares	August 18, 2017	Friday

Note: Where last dates are mentioned for certain activities, such activities may happen on or before the respective last dates

2. DEFINITION OF KEY TERMS

This Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or specified otherwise, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Letter of Offer, but not defined herein shall have the meaning ascribed to such terms under the Buyback Regulations, the Companies Act, 2013, the Depositories Act, and the rules and regulations made thereunder.

Term	Description
Acceptance	Acceptance of Equity Shares, tendered by Eligible Shareholders in the Buyback Offer
Acquisition Window	The facility for acquisition of Equity Shares through mechanism provided by the Designated Stock Exchange in the form of a separate window in accordance with the SEBI Circulars
Additional Shares / Additional Equity Shares	Additional Equity Shares tendered by an Eligible Shareholder over and above the Buyback Entitlement of such Equity Shareholder upto the Eligible Equity Shares
Articles/ AOA	Articles of Association of the Company
BIC	Bechtel International Corporation
Board Meeting	Meeting of the Board of Directors held on March 20, 2017 approving the proposal for the Buyback Offer
Board/ Board of Directors/ Director(s)	Board of directors of the Company (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized 'Committee' thereof)
BSE	BSE Limited
Buyback/ Buyback Offer/Offer/ Buyback Offer Size	Buyback of not exceeding 4,19,61,780 (Four Crore Nineteen Lakh Sixty One Thousand Seven Hundred Eighty) Equity Shares at a price of ₹ 157 (Rupees One Hundred Fifty Seven Only) per Equity Share for an aggregate consideration not exceeding ₹ 658.80 crore (Rupees Six Hundred Fifty Eight Crore Eighty Lakh only), on a proportionate basis, from the Eligible Shareholders, as on Record Date by way of a tender offer through the stock

Term	Description
	exchange mechanism in terms of the Buyback Regulations read with SEBI Circulars
Buyback Committee/Committee	The Buyback Committee of the Board, constituted and authorized for the purposes of the Buyback by way of a resolution of the Board dated March 20, 2017
Buyback Entitlement	The number of Equity Shares that an Eligible Shareholder is entitled to tender in the Buyback Offer, based on the number of Equity Shares held by such Eligible Shareholder on the Record Date and the ratio/percentage of Buyback applicable in the category to which such Eligible Shareholder belongs
Buyback Closing Date	Monday August 7, 2017
Buyback Opening Date	Tuesday, July 25, 2017
Buyback Regulations	Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998 as amended from time to time
CDSL	Central Depository Services (India) Limited
Clearing Corporation / ICCL	Indian Clearing Corporation Limited
Company/Engineers India/ "we"	Engineers India Limited, unless the context states otherwise
Companies Act, 1956	The Companies Act, 1956, as amended (to the extent applicable)
Companies Act, 2013	The Companies Act, 2013, as amended
Company's Broker	IDBI Capital Markets & Securities Limited (formerly known as IDBI Capital Market Services Limited)
CPSE	Central Public Sector Enterprises
CPSE ETF	Central Public Sector Enterprises exchange traded fund
Depositories	Collectively, NSDL and CDSL
Designated Stock Exchange	The designated stock exchange for the Buyback, being, BSE
DIN	Director Identification Number
Draft Letter of Offer/ Offer Document/ DLoF	The draft letter of offer dated June 21, 2017 filed with SEBI through the Manager to the Buyback Offer, containing disclosures in relation to the Buyback as specified in Schedule III of the Buyback Regulations
DP	Depository Participant
DTAA	Double Taxation Avoidance Agreement
Eligible Equity Shares	Eligible Equity Shares means the lower of: (i) Total number of Equity Shares held by an Eligible Shareholder as on the Record Date; or (ii) Total number of Equity Shares tendered by an Eligible Shareholder.
Equity Shares/ Shares	Fully paid-up equity shares of face value ₹ 5 each of the Company
Equity Shareholders/ Shareholders	Holders of the Equity Shares of the Company and includes beneficial owner(s) thereof
Eligible Shareholder(s)	All shareholders / beneficial owner(s) of Equity Shares of the Company as on Record Date i.e. Thursday, June 29, 2017.
Escrow Account	The escrow account titled "Engineers India Escrow Account – Buyback 2017" opened with the Escrow Agent in terms of the Escrow Agreement
Escrow Agent	IndusInd Bank Limited
Escrow Agreement	The escrow agreement dated June 30, 2017 entered into between the Company, Escrow Agent and the IDBI Capital Markets & Securities Limited
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, as amended
FII(s)	Foreign Institutional Investor(s)
FPI(s)	Foreign Portfolio Investor(s)
Form / Tender Form	Form of Acceptance-cum-Acknowledgement to be filled in by the Eligible Shareholders to participate in the Buyback
Financial Year/Fiscal/FY	Period of 12 months ended March 31 of that particular year
GoI	Government of India
HUF	Hindu Undivided Family
Income Tax Act	The Income Tax Act, 1961, as amended
Letter of Offer	Letter of Offer dated July 17, 2017 to be filed with SEBI containing disclosures in relation to the Buyback as specified in the Buyback Regulations, including comments received from SEBI on the Draft Letter of Offer
LNG	Liquified Natural Gas

Term	Description
LPG	Liquified Petroleum Gas
LTCG	Long-term Capital Gains
Ltd.	Limited
Manager / Manager to the Buyback Offer / IDBI	IDBI Capital Markets & Securities Limited (<i>Formerly known as IDBI Capital Market Services Limited</i>)
Non-Resident Shareholders	Includes Non-Resident persons and bodies corporate, Non-Resident Indians (NRI), FII(s), FPI(s) and erstwhile OCBs
NRE	Non Residents External
NRI	Non Resident Indian
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB	Overseas Corporate Bodies
Offer Period / Tendering Period	Period of 10 working days from the date of opening of the Buyback Offer till its closure (both days inclusive)
Offer Price / Buyback Offer Price/ Buyback Price	Price at which Equity Shares will be bought back from the Eligible Shareholders i.e. ₹ 157 (Rupees One Hundred Fifty Seven Only) per Equity Share, payable in cash
PAN	Permanent Account Number
Promoter	President of India acting through Ministry of Petroleum and Natural Gas, Government of India
Public Announcement / PA	The public announcement, made in accordance with the Buyback Regulations, dated June 16, 2017, published in all editions of the Business Standard (English National daily) and Business Standard (Hindi daily) on June 17, 2017
Ratio of Buyback	The ratio of the Buy-back: (i) in case of Small Shareholders, 33 Equity Shares for every 193 Equity Shares held by such Small Shareholder on the Record Date; and (ii) for Eligible Shareholders other than Small Shareholders, 29 Equity Shares for every 518 Equity Shares held by such Eligible Shareholder on the Record Date
RBI	Reserve Bank of India
Record Date	The date for the purpose of determining the entitlement and the names of the Equity Shareholders, to whom the Letter of Offer and Tender Form will be sent and who are eligible to participate in the Buyback Offer in accordance with Buyback Regulations. This date shall be Thursday, June 29, 2017
Registrar to the Buyback Offer/ Registrar	Karvy Computershare Private Limited
SEBI	Securities and Exchange Board of India
SEBI Circulars	Tendering of Equity Shares by Shareholders and settlement of the same, through the stock exchange mechanism as specified by SEBI in the circular bearing number CIR/ CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016
SEBI Listing Regulations	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
Shareholder Broker	A stock broker (who is a member of the BSE and/or NSE) of an Eligible Shareholder, through whom the Eligible Shareholder wants to participate in the Buyback
Small Shareholder	An Eligible Shareholder, who holds Equity Shares of market value not more than two lakh rupees, on the basis of closing price on the recognized stock exchange registering the highest trading volume, as on Record Date i.e. Thursday, June 29, 2017
STCG	Short-term Capital Gains
Stock Exchanges	BSE and NSE, being the stock exchanges where the Equity Shares of the Company are listed
Tender Form	Form of Acceptance-cum-Acknowledgement
Tender Offer	Method of buyback as defined in Regulation 2(1)(o) of the Buyback Regulations
TRS	Transaction Registration Slip
Working Day	Working day shall have the meaning ascribed to it under the Buyback Regulations

3. DISCLAIMER CLAUSE

As required, a copy of this Letter of Offer has been submitted to Securities and Exchange Board of India (SEBI). It is to be distinctly understood that submission of this Letter of Offer to SEBI should not, in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet the Buyback commitments or for the correctness of the statements made or opinions expressed in this Letter of Offer. The Manager to the Buyback Offer, IDBI Capital Markets & Securities Limited (*formerly known as IDBI Capital Market Services Limited*) has certified that the disclosures made in this Letter of Offer are generally adequate and are in conformity with the provisions of the Companies Act, 2013 and the Buyback Regulations. This requirement is to facilitate Eligible Shareholders to take an informed decision for tendering their Equity Shares in the Buyback.

It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in this Letter of Offer, the Manager to the Buyback Offer is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose. The Manager to the Buyback Offer, IDBI Capital Markets & Securities Limited (*formerly known as IDBI Capital Market Services Limited*) has furnished to SEBI a due diligence certificate dated June 21, 2017 in accordance with Buyback Regulations which reads as follows:

“We have examined various documents and materials contained in the annexure to the Letter of Offer, as part of the due-diligence carried out by us in connection with the finalization of the Public Announcement dated June 16, 2017 and the Letter of Offer. On the basis of such examination and the discussions with the Company, we hereby state that:

- *The Public Announcement and the Letter of Offer are in conformity with the documents, materials and papers relevant to the Buyback offer.*
- *All the legal requirements connected with the said Buyback offer including SEBI (Buy Back of Securities) Regulations, 1998, have been duly complied with.*
- *The disclosures in the Public Announcement and the Letter of Offer are, to the best of our knowledge, true, fair and adequate in all material respects for the Eligible Shareholders of the Company to make a well informed decision in respect of the captioned Buyback Offer.*
- *Funds used for Buyback shall be as per the provisions of the Companies Act, 2013, as amended”*

The filing of the Letter of Offer with SEBI does not, however, absolve the Company from any liabilities under the provisions of the Companies Act, 2013 or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed Buyback.

The Promoter/ Board of Directors declare and confirm that no information/ material likely to have a bearing on the decision of Eligible Shareholders has been suppressed/ withheld and/ or incorporated in the manner that would amount to mis-statement/ misrepresentation and in the event of it transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to a mis-statement/ misrepresentation, the Promoter/ Board of Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act, 2013, Buyback Regulations and other applicable laws and regulations.

Promoter/ Board of Directors also declare and confirm that funds borrowed from the banks and financial institutions will not be used for the Buyback.

Disclaimer for U.S. Persons:

The information contained in this Letter of Offer is exclusively intended for persons who are not US Persons as such term is defined in Regulations of the US Securities Act of 1933, as amended, and who are not physically present in the United States of America. This Letter of Offer does not in any way constitute an offer to sell, or an invitation to sell, any securities in the United States of America or in any other jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any such restrictions.

Disclaimer for Persons in other foreign countries:

This Letter of Offer does not in any way constitute an offer to sell or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any such restrictions.

Forward Looking Statement:

This Letter of Offer contains certain forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as 'aim', 'anticipate', 'believe', 'expect', 'estimate', 'intend', 'objective', 'plan', 'project', 'will', 'will continue', 'will pursue' or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to, inter alia, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which we operate.

4. TEXT OF THE RESOLUTION PASSED AT THE BOARD MEETING

The Buyback through Tender Offer was considered and approved by the Board of Directors of the Company at their meeting held on Tuesday, March 20, 2017. The extracts of the minutes of the Board Meeting are as follows:

“RESOLVED THAT pursuant to the provisions of Section 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013 as amended (the “Companies Act”), and in accordance with proposed newly inserted Article 3A in the Articles of Association of the Company which is subject to approval by the Shareholders for alteration of Articles of Association of the Company, the Companies (Share Capital and Debentures) Rules, 2014 (the “**Share Capital Rules**”) to the extent applicable, and in compliance with the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998, as amended (the “**Buyback Regulations**”), and any statutory modification(s) or re-enactment thereof, for the time being in force and, subject to the approval of shareholders by postal ballot or e-voting and also such other approvals, permissions and sanctions of Securities and Exchange Board of India (“**SEBI**”), Registrar of Companies, NCT of Delhi & Haryana (the “**ROC**”) and/ or other authorities, institutions or bodies (the “**Appropriate Authorities**”), as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (the “**Board**” which expression shall include any committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), the approval of the Board be and is hereby accorded for the proposal of buy back by the Company of its fully paid-up equity shares of face value of Rs.5 each not exceeding 4,19,61,780 (Four Crore Nineteen Lakh Sixty One Thousand Seven Hundred Eighty) equity shares (representing 6.23% of the total number of equity shares in the paid-up share capital of the Company) of the face value of Rs.5 each (“**Equity Shares**” or “**Shares**”) at a price of Rs.157/- (Rupees One Hundred Fifty Seven only) per equity share (the “**Buy Back Offer Price**”) payable in cash for an aggregate consideration not exceeding Rs. 658.80 crore (Rupees Six Hundred Fifty Eight Crore Eight Lakhs only) (the “**Buyback Offer Size**”) 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 from the equity shareholders of the Company, as on the record date, on a proportionate basis, through the **Tender Offer** route as prescribed under the Buyback Regulations (hereinafter referred to as the “**Buyback**”).

RESOLVED FURTHER THAT the Company, to the extent legally permissible, implement the Buyback using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular

CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular CFD/DCR2/CIR/P/ 2016/131 dated December 09, 2016 or such other mechanism as may be applicable.

RESOLVED FURTHER THAT such Buyback may be made out of the Company's free reserves and / or such other sources as may be permitted by law through "Tender Offer" route and as required by the Buyback Regulations and the Companies Act, the Company may buyback equity shares from all the existing members holding equity shares of the Company on a proportionate basis, provided 15% (fifteen percent) of the number of equity shares which the Company proposes to buyback or number of equity shares entitled as per the shareholding of small shareholders as on the record date, whichever is higher, shall be reserved for the small shareholders, as prescribed under proviso to Regulation 6 of the Buyback Regulations.

RESOLVED FURTHER THAT Board of Directors of the Company certify that the Company has complied and shall continue to comply with Section 70 of the Companies Act, 2013 wherein:

- a) It shall not directly or indirectly purchase its own shares:
 - i. through any subsidiary company including its own subsidiary companies; or
 - ii. through any investment company or group of investment companies; or
- b) There are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company, in the last three years.
- c) The Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Companies Act, 2013.

RESOLVED FURTHER THAT confirmation is hereby made by the Board of Directors that:

- a) all equity shares of the Company are fully paid up;
- b) the Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the date of this Board meeting;
- c) the Company shall not issue and allot any shares or other specified securities including by way of bonus, till the date of closure of this Buyback;
- d) the Company shall not raise further capital for a period of one year from the closure of the Buyback offer, except in discharge of its subsisting obligations.
- e) the Company shall not buy back its shares from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- f) that the aggregate consideration for Buyback not exceeding Rs. 658.80 crore (Rupees Six Hundred Fifty Eight Crore Eight Lakhs only), does not exceed 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 the Board meeting);
- g) that the maximum number of equity shares proposed to be purchased under the Buyback i.e. 4,19,61,780 (Four Crore Nineteen Lakh Sixty One Thousand Seven Hundred Eighty) equity shares, does not exceed 25% of the total number of equity shares in the paid-up share capital of the Company;
- h) the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up capital and free reserves after the Buyback as prescribed under the Companies Act, 2013 and rules made thereunder;
- i) there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, 2013, as on date.

RESOLVED FURTHER THAT as required by Clause (x) of Part A of Schedule II under Regulation 5(1) of the Buyback Regulations, the Board hereby confirms that they have made a full enquiry into the affairs and prospects of the Company and that based on such full inquiry conducted into the affairs and prospects of the Company, the Board of Directors has formed an opinion that:

- a) Immediately following the date of this Board meeting and the date on which the results of the Postal Ballot/ E-voting will be declared, there will be no grounds on which the Company could be found unable to pay its debts;
- b) As regards the Company's prospects for the year immediately following the date of this Board meeting as well as for the year immediately following the date on which the results of the Postal Ballot/ E-voting will be declared approving the Buyback, and having regard to the Board's intention with respect to the management of Company's business during that year and to the amount and character of the

financial resources which will in the Board's view 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 the date of this Board meeting and the date on which the results of the Postal Ballot/ E-voting will be declared; and

- c) In forming an opinion as aforesaid, the Board has taken into account the liabilities, as if the Company was being wound up under the provisions of the Companies Act, 1956 (to the extent applicable) and Companies Act, 2013 (to the extent notified), as the case may be, including prospective and contingent liabilities.

RESOLVED FURTHER THAT the proposed Buyback be implemented from the existing shareholders including the Promoter of the Company as have been disclosed under the shareholding pattern filings made by the Company from time to time under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations 2011, as amended ("**SEBI Takeover Regulations**") as the Board may consider appropriate, from out of its free reserves and/or share premium account and/or surplus and/or cash balances and/ or internal accruals of the Company and/or such other sources or by such mechanisms as may be permitted by Law, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit.

RESOLVED FURTHER THAT Company shall not use borrowed funds, directly or indirectly, whether secured or unsecured, of any form and nature, from Banks and Financial Institutions for paying the consideration to the equity shareholders who have tendered their equity shares in the Buyback.

RESOLVED FURTHER THAT the Company shall not Buyback the locked-in equity shares or other specified securities, if any and non-transferable equity shares or other specified securities, if any, till the pendency of the lock-in or till the equity shares or other specified securities become transferable;

RESOLVED FURTHER THAT the draft of the Declaration of Solvency prepared in the prescribed form and supporting affidavit, placed before the meeting be and is hereby approved and Chairman and Managing Director and Director (Finance) / Director (Technical)/ Director (Commercial) be and are hereby authorized jointly to finalise and sign the same, for and on behalf of the Board.

RESOLVED FURTHER THAT the Buyback from shareholders who are persons resident outside India including the Foreign Institutional Investors, Overseas Corporate Bodies, if any, shall be subject to such approvals, if, and to the extent necessary or required including approvals from Reserve Bank of India under Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, if any.

RESOLVED FURTHER THAT as per the provisions of Section 68(8) of the Companies Act, 2013, the Company will not issue same kind of shares or other specified securities within a period of 6 months after the completion of the Buyback except by way of bonus issue or in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares.

RESOLVED FURTHER THAT no information/ material likely to have a bearing on the decision of the investors has been suppressed/ withheld and/ or incorporated in the manner that would amount to mis-statement/ misrepresentation and the event of it transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to mis-statement/ misrepresentation, the Board of Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act, 2013 and Buyback Regulations.

RESOLVED FURTHER THAT the buyback is being proposed in keeping with the Company's desire to enhance overall shareholders value and the buyback would lead to reduction in total number of equity shares.

RESOLVED FURTHER THAT the approval of Board of Directors be and is hereby accorded for appointment of IDBI Capital Markets & Securities Limited as the Merchant Banker and Broker to the Buyback Offer as per details contained in the agenda note.

RESOLVED FURTHER THAT approval of the Board of Directors be and is hereby accorded for constitution of the Committee ("**Buyback Committee**") comprising of Chairman and Managing Director as Chairman, Director (Finance), Director (Technical), Director (HR), Director (Commercial) and Director (Projects) as members and that Company Secretary shall act as the Secretary to the Buyback Committee.

RESOLVED FURTHER THAT the Buyback Committee be and is hereby authorized, to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper, as the Buyback Committee may consider to be in the best interests of the shareholders, including but not limited to:

- a) appointment of brokers, registrar, advertising and printing agency, escrow bank, Auditors, Dispatch agency, compliance officer and other advisors, consultants or representatives;
- b) finalizing the terms of buyback like the mechanism for the buyback, record date, entitlement ratio, the schedule of activities for Buyback including finalizing the date of opening and closing of Buyback, the timeframe for completion of the buyback;
- c) to enter into escrow arrangements with the bank as may be required in terms of the Buyback Regulations;
- d) opening, operation and closure of all necessary accounts, including bank accounts, depository accounts (including escrow account) for the purpose of payment and authorizing persons to operate the said accounts;
- e) preparation, signing and filing of public announcement, the draft letter of offer/ letter of offer with the SEBI, ROC, the stock exchanges and other Appropriate Authority;
- f) making all applications to the Appropriate Authority for their requisite approvals including approvals as may be required from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, if any;
- g) extinguishment of dematerialized shares and physical destruction of share certificates and filing of certificate of extinguishment required to be filed in connection with the Buyback on behalf of the Company and/ or the Board, as required under applicable law;
- h) appoint any intermediaries / agencies / persons as may be required for the purposes of the Buyback and decide and settle the remuneration for all such intermediaries/ agencies/ persons, including by the payment of brokerage, fee, charges etc and enter into agreements/ letters in respect thereof;
- i) to affix the Common Seal of the Company on relevant documents required to be executed for the buyback of shares in accordance with the provisions of the Articles of Association of the Company.
- j) sign, execute and deliver such other documents, deeds and writings and to do all such acts, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, to be in the best interest of the shareholders for the implementation of the Buyback, and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, RBI, ROC, stock exchanges, depositories and/or other Appropriate Authorities.
- k) obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law.
- l) dealing with stock exchanges (including their clearing corporations), where the equity shares of the Company are listed, and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016.
- m) to delegate all or any of the authorities conferred on them to any Director(s)/ Officer(s)/ Authorized Signatory(ies)/ Representative(ies) of the Company.
- n) to give such directions as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise in relation to the Buyback.
- o) to settle and resolve any queries or difficulties raised by SEBI, stock exchanges, ROC and any other authorities whatsoever in connection to any matter incidental to and ancillary to the Buyback.

RESOLVED FURTHER THAT Chairman & Managing Director and any other Director to be authorized by the Buy Back Committee be and are hereby authorized jointly for preparation, signing and filing of public announcement, the draft letter of offer/ letter of offer with the SEBI, ROC, the stock exchanges and other Appropriate Authority;

RESOLVED FURTHER THAT the quorum for any meeting of the Buyback Committee for implementing the Buyback shall be any three members provided the presence of Chairman and Director (Finance) of the Committee is mandatory.

RESOLVED FURTHER THAT in terms of Regulation 19(3) of the Buyback Regulations, Company Secretary be and is hereby appointed as the Compliance Officer for the Buyback.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on any shareholder to offer and/ or any obligation on the Company or the Board or the Buyback Committee to buyback any shares

and / or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such buyback, if so permissible by Law.

RESOLVED FURTHER THAT Chairman and Managing Director/Director (Finance)/Director (Technical) be and are hereby authorized severally to deal/obtain/request/submit for any information/document from/to any Ministry/Government or any Regulatory authority and to sign on behalf of the Company in respect of Buy back of Shares of the Company.

RESOLVED FURTHER THAT the Company shall maintain a register of securities bought back wherein details of equity shares bought back, consideration paid for the equity shares bought back, date of cancellation of equity shares and date of extinguishing and physically destroying of equity shares and such other particulars as may be prescribed, shall be entered and that any one of the Director of the Company be and is hereby authorised to authenticate the entries made in the said register.

RESOLVED FURTHER THAT any of the Director of the Company and /or the Company Secretary for the time being, be and are hereby severally authorized to sign and file necessary e-forms with the Registrar of Companies and Ministry of Corporate Affairs in this regard.”

5. DETAILS OF PUBLIC ANNOUNCEMENT

In accordance with the provisions of Regulation 8(1) of the Buyback Regulations, the Company has made a Public Announcement dated June 16, 2017 in relation to the Buyback which was published on June 17, 2017 in the following newspapers. The Public Announcement was issued within two working days from the date of the passing of the special resolution by the shareholders of the Company approving the Buyback i.e. June 15, 2017.

Publication	Language	Editions
Business Standard	English	All
Business Standard	Hindi	All

A copy of the Public Announcement is available on the SEBI website at www.sebi.gov.in and the website of the Company i.e. www.engineersindia.com.

6. DETAILS OF THE BUYBACK

The Board of Directors of Engineers India Limited on March 20, 2017 passed a resolution to buyback Equity Shares of the Company and sought approval of shareholders, by a special resolution, through postal ballot notice dated March 20, 2017, the results of which was announced on June 15, 2017. Through the postal ballot, the shareholders of the Company have approved, by way of special resolution, the Buyback of not exceeding 4,19,61,780 (Four Crore Nineteen Lakh Sixty One Thousand Seven Hundred Eighty) fully paid-up Equity Shares of face value ₹5 each from all the existing shareholders / beneficial owners of Equity Shares of the Company as on Record Date, on a proportionate basis, through the “**Tender Offer**” process, at a price of ₹157 (Rupees One Hundred Fifty Seven Only) per Equity Share payable in cash, for an aggregate consideration not exceeding of ₹658.80 crore (Rupees Six Hundred Fifty Eight Crore Eighty Lakh only).

The Buyback is in accordance with the provisions of Article 3A of the Articles of Association of the Company, Section 68, 69, 70 and all other applicable provisions if any, of the Companies Act, 2013, as amended, the Companies (Share Capital and Debentures) Rules, 2014 (the “**Share Capital Rules**”) and the provisions contained in the Buyback Regulations.

The Buyback is subject to approvals as may be necessary, from time to time from statutory authorities including but not limited to SEBI, BSE and NSE.

The Buyback Offer size represents 24.9973% and 24.4002% of the aggregate of the fully paid- up share capital and free reserves, as per the audited standalone and consolidated financial statement 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) and is within the limits of 25% of the total 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 maximum number of Equity Shares proposed to be bought back represents 6.23% of the total number of Equity Shares in the issued, subscribed and paid-up equity share capital of the Company.

The maximum amount required by the Company for the said Buyback will not exceed ₹658.80 crore (Rupees Six Hundred Fifty Eight Crore Eighty Lakh only) and is within permitted limits.

The funds for the Buyback will be met out of internally generated cash resources of the Company. The Company shall transfer from its free reserves a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited balance sheet. The Company confirms that as required under Section 68(2) (d) of the Companies Act, 2013, the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up capital and free reserves after the Buyback.

The Buyback shall be on a proportionate basis from all the Equity Shareholders of the Company through the “**Tender Offer**” process, as prescribed under Regulation 4(1)(a) of the Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering of Equity Shares by such Shareholders and settlement of the same, through the stock exchange mechanism as specified in SEBI Circulars.

The Buyback Offer Size does not include any other expenses incurred or to be incurred for the Buyback like SEBI filing fees, Stock Exchanges fees, advisors fees, Public Announcement publication expenses, printing & dispatch expenses and other incidental & related expenses.

The aggregate shareholding of the Promoter as on the date of publication of Public Announcement (i.e. June 17, 2017) is as follows:

S. No.	Name of shareholder	No. of Equity Shares held	No. of Equity Shares held in dematerialized form	Percentage of issued Equity Share capital
1.	President of India, acting through Ministry of Petroleum and Natural Gas, Government of India	38,42,24,594	38,42,24,594	57.02%

In terms of the Buyback Regulations, under the Tender Offer process, the Promoter of the Company has the option to participate in the Buyback. In this regard, the Promoter has expressed its intention vide its letter dated March 20, 2017 to participate in the Buyback and tender up to 4,19,61,780 (Four Crore Nineteen Lakh Sixty One Thousand Seven Hundred Eighty) Equity Shares.

Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the Promoter in the Company may increase or decrease from the existing 57.02% holding in the total paid-up equity share capital and voting rights of the Company. The Promoter of the Company is already in control over the Company and therefore such increase/decrease in voting rights of the Promoter will not result in any change in control over the Company.

After completion of the Buyback, the non-promoter shareholding of the Company shall not fall below minimum level required as per Regulation 38 of the SEBI Listing Regulations.

7. AUTHORITY FOR THE BUYBACK

The Buyback is in accordance with the provisions of Article 3A of the Articles of Association of the Company, Section 68, 69, 70 and all other applicable provisions if any, of the Companies Act, 2013 as amended, the Companies (Share Capital and Debenture) Rules, 2014 and the provisions contained in the Buyback Regulations.

The Buyback is subject to approvals as may be necessary, from time to time from statutory authorities including but not limited to SEBI, BSE and NSE.

The Board of Directors at their meeting on March 20, 2017 passed a resolution approving buyback of Equity Shares of the Company and sought approval of Shareholders, by a special resolution, through postal ballot notice dated March 20, 2017, the results of the postal ballot were announced on June 15, 2017.

The Shareholders of the Company have approved the Buyback by way of a special resolution through the postal ballot as aforesaid.

8. NECESSITY OF THE BUYBACK

Share buyback is the acquisition by a Company of its own shares. The objective is to return surplus cash to the members holding Equity Shares of the Company. The Board at its meeting held on March 20, 2017, considered the accumulated free reserves as well as the cash liquidity reflected in the audited accounts for the financial year ended March 31, 2016 and considering these, the Board decided to allocate a sum of ₹ 658.80 crores (Rupees Six Hundred Fifty Eight Crore Eighty Lakhs only) for returning to the members holding Equity Shares of the Company through the Buyback.

After considering several factors and benefits to the members holding equity shares of the Company, the Board decided to recommend Buyback of not exceeding 4,19,61,780 (Four Crore Nineteen Lakh Sixty One Thousand Seven Hundred Eighty) Equity Shares (representing 6.23% of the total number of equity shares in the paid-up share capital of the Company) at a price of ₹ 157 (Rupees One Hundred Fifty Seven Only) per equity share for an aggregate consideration of not exceeding ₹ 658.80 crores (Rupees Six Hundred Fifty Eight Crore Eighty Lakhs only). Buyback is a more efficient form of returning surplus cash to the members holding equity shares of the Company, inter-alia, for the following reasons:

- i. The Buyback will help the Company to return surplus cash to its members holding equity shares broadly in proportion to their shareholding, thereby, enhancing the overall return to members;
- ii. The Buyback, which is being implemented through the Tender Offer route as prescribed under the Buyback Regulations, would involve allocation of higher of number of shares as per their entitlement or 15% of the number of shares to be bought back, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as “small shareholder”;
- iii. The Buyback may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders’ value;
- iv. The Buyback gives an option to the members holding equity shares of the Company, who can choose to participate and get cash in lieu of equity shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment.
- v. Optimizes the capital structure

9. MANAGEMENT DISCUSSION AND ANALYSIS OF THE LIKELY IMPACT OF BUYBACK ON THE COMPANY

- 9.1 We believe the Buyback is not likely to cause any material impact on the operating profitability/ earnings of the Company except a reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. Assuming there is full response to the Buyback to the extent of 100%, the funds deployed by the Company towards the Buyback would be ₹ 658.80 crores (Rupees Six Hundred Fifty Eight Crore Eighty Lakhs only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc.). This shall impact the investment income earned by the Company, on account of reduced amount of funds available for investments.
- 9.2 We believe the Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations. The Buyback is expected to contribute to the overall enhancement of shareholder value and result in an increase in the return on equity of the Company.
- 9.3 In terms of the Buyback Regulations, under the Tender Offer process, the Promoter of the Company has the option to participate in the Buyback. In this regard, the Promoter has expressed its intention, vide its letter dated March 20, 2017, to participate in the Buyback and tender an aggregate of 4,19,61,780 (Four Crore Nineteen Lakh Sixty One Thousand Seven Hundred Eighty) Equity Shares. The Buyback of Equity Shares will not result in a change in control or otherwise affect the existing management structure of the Company.
- 9.4 Since the entire shareholding of the Promoter is in the demat mode, the details of the date and price of acquisition/ sale of entire Equity Shares that the Promoter has acquired/sold till date as per the information provided by the Promoter vide its letter dated March 20, 2017, are set-out below:

Date of Transaction	No. of Equity Shares	Acquisition/ Sale Consideration (₹)	Nature of Transaction/Consideration
March 15, 1965	51	5,100	Initial subscription
March 31, 1966	2,040	2,04,000	Preferential allotment
September 23, 1966	1,785	1,78,500	Preferential allotment
November 23, 1966	458	45,800	Preferential allotment
March 31, 1967	8,416	8,41,600	Preferential allotment
June 14, 1967	12,250	-	Transfer of 6,000 equity shares from Bechtel International Corporation and 6,250 equity shares from Mr. Ralph Morrison Dorman
September 24, 1980	25,000	-	Bonus Issue in the ratio of 1:1
September 17, 1986	50,000	-	Bonus Issue in the ratio of 1:1
March 18, 1992	100,000	-	Bonus Issue in the ratio of 1:1
October 7, 1994	16,00,000	-	Bonus issue in the ratio 8:1
October 7, 1994	1,80,00,000	-	The face value of the equity shares of ₹ 100 each was split to face value of ₹10 each
October 30, 1996	(50,000)	3,08,90,000	Disinvestment to CRB Mutual Fund
	(41,548)	2,27,08,059	Disinvestment to General Insurance Corporation of India
	(2,500)	19,37,500	Disinvestment to Goldcrest Finance India Limited
	(2,75,000)	15,58,75,500	Disinvestment to Gujarat lease Financing Limited
	(18,000)	1,00,99,980	Disinvestment to ICICI Trust Limited
	(4,152)	22,21,320	Disinvestment to Indian Bank Mutual Fund
	(1,000)	5,75,000	Disinvestment to Indian Overseas Bank
	(4,00,000)	22,79,00,000	Disinvestment to Life Insurance Corporation of India
	(16,400)	99,50,044	Disinvestment to National Insurance Corporation of India
	(10,000)	55,10,000	Disinvestment to Punjab National Bank
	(216,000)	139,723,920	Disinvestment to Stock Holding Corporation of India
	(38,500)	2,09,80,190	Disinvestment to New India Assurance Company Limited
	(5,000)	27,50,000	Disinvestment to United India Insurance Company Limited
December 28, 1999	3,38,43,800	-	Bonus issue in the ratio 2:1
May 7, 2010	10,15,31,400	-	The face value of the equity shares of ₹ 10 each was split to face value of ₹ 5 each
May 8, 2010	20,30,62,800	-	Bonus issue in the ratio 2:1
August 10, 2010	(3,36,93,660)	959,65,43,671.00	Transfer in the further public offer
February 22, 2014	(3,36,93,660)	497,32,10,814.00	Transfer in the further public offer

Date of Transaction	No. of Equity Shares	Acquisition/ Sale Consideration (₹)	Nature of Transaction/Consideration
March 27, 2014	(34,79,581)	62,21,36,324.34	Transfer in CPSE ETF
April 10, 2015	(8,388)	-	Transfer in CPSE ETF
January 29, 2016	(3,36,93,660)	642,47,28,424.49*	Transfer in OFS through Stock Exchange
October 7, 2016	(16,75,326)	31,37,71,806.54	Transfer in OFS-Employees
January 3, 2017	19,83,49,925	-	Bonus issue in the ratio 1:1
January 25, 2017	(90,15,823)	128,69,53,135.67	Transfer from CPSE ETF
Current Holding	38,76,84,027		

*Net of stock exchange transaction charges and all applicable taxes.

Note: The Government of India has set up of the central public sector enterprise exchange traded fund (“**CPSE ETF**”), comprising equity shares of the central public sector enterprises (“**CPSE**”) and this was launched as CPSE ETF mutual fund scheme (“**Scheme**”) on March 28, 2014. In regards to the same the President of India represented through different departments and ministries of the Government of India, had sold the shares to the Scheme for the benefit of unit holders of the Scheme and the Scheme had in turn created and allotted units of the Scheme to unit holders of the Scheme.

Further to the aforesaid, the Department of Investment and Public Asset Management (“**DIPAM**”), along with Reliance Nippon Life Asset Management Limited, as the asset management company of the Scheme (“**AMC**”), had formulated a second Further Fund Offer (“**FFO 2**”) of the Scheme, which had been offered to the public for subscription in accordance with the SEBI (Mutual Funds) Regulations, 1996 and other applicable laws, rules and regulations, as framed from time to time.

Subsequently, Promoter had transferred 39,91,021 Equity Shares of the Company to escrow account of CPSE ETF on March 10, 2017. The FFO 2 opened for subscription on March 15, 2017 and closed on March 17, 2017. Out of the shares which were lying in the escrow account prior to issue opening as mentioned above, 34,59,433 number of Equity Shares were transferred to AMC on March 22, 2017 after settlement. Hence, the Promoter, has settled 34,59,433 equity shares of ₹5 each of the Company on March 22, 2017 to AMC through off market route, held in the escrow account of the CPSE ETF. Subsequently, the shareholding of the Promoter stands at 38,42,24,594 Equity Shares constituting 57.02% of the total paid up capital of the Company as on the date of the Letter of Offer.

The transaction was contemplated well ahead of the Board Meeting and the Equity Shares contemplated to be sold to the AMC was transferred to the escrow account of the CPSE ETF prior to the Board Meeting held on March 20, 2017.

- 9.5 Assuming that the Promoter i.e. President of India acting through Ministry of Petroleum and Natural Gas, Government of India, tenders 4,19,61,780 (Four Crore Nineteen Lakh Sixty One Thousand Seven Hundred Eighty) Equity Shares in the Buyback (in accordance with the declaration provided by them) and if
- All the public Shareholders participate upto their entitlement (full acceptance), then the aggregate shareholding of the Promoter, post Buyback will increase from 57.02% (i.e. as on Record Date) to 57.40% and the aggregate shareholding of the public in the Company shall decrease from 42.98% to 42.60% of the post Buyback equity share capital of the Company; or
 - None of the public shareholders participate, then the aggregate shareholding of the Promoter, post Buyback will decrease from 57.02% (i.e. as on Record Date) to 54.16% and the aggregate shareholding of the public in the Company shall increase from 42.98% (i.e. as on Record Date) to 45.84% of the post Buyback equity share capital of the Company.
- 9.6 Consequent to the Buyback and based on the number of Equity Shares bought back from the Non-Resident Shareholders, FIIs, FPIs, Indian financial institutions, banks, mutual funds and the public including other bodies corporate, the shareholding pattern of the Company would undergo a change. The FIIs/ FPIs are advised to ensure that their investment in the Company continue to be within the limit prescribed under applicable laws, post completion of the Buyback.

- 9.7 The debt-equity ratio post Buyback will be compliant with the permissible limit of 2:1 prescribed by Section 68 of the Companies Act, even if the response to the Buyback is to the extent of 100% (full acceptance).
- 9.8 In compliance with regulation 19(1)(b) of the Buyback Regulations the Company shall not issue any equity shares or other securities (including by way of bonus) till the date of closure of the Buyback.
- 9.9 The Company shall not raise further capital for a period of one year from the closure of Buyback Offer except in discharge of its subsisting obligations.
- 9.10 Salient financial parameters consequent to the Buyback based on the latest audited standalone and consolidated financial statements for the year ended March 31, 2017 of the Company are as under:

Parameters	Standalone		Consolidated	
	Pre-Buyback	Post-Buyback*	Pre-Buyback	Post-Buyback*
Net worth (₹ in Lakhs)	2,77,595.99	2,11,716.00	2,84,485.51	2,18,605.52
Return on Net worth (%)	11.75	13.34	11.65	13.18
Earnings Per Share (₹) (of ₹ 5 each)	4.82	5.14	4.90	5.22
Book Value per Share (₹)	41.19	33.50	42.22	34.59
P/E as per the latest audited financial results	29.87	28.01	29.38	27.58
Total Debt/ Equity Ratio	0.00	0.00	0.00	0.00

* Assuming full acceptance of Equity Shares in the Buyback offer in the ratio of Buyback

Note:

1. Net worth = Equity Capital + Reserves & Surplus – Miscellaneous Expenditure.
2. Total Debt = Long Term Borrowings + Short Term Borrowings + Current Maturities of Long Term Borrowings.

The key ratios have been computed as below:

Key Ratios basis:

Earnings per Share- Basic (₹)	Net profit attributable to the equity shareholders / Weighted average number of Shares outstanding during the year
Book Value per Share (₹)	(Paid up Capital + Reserves and Surplus) / No. of Equity Shares Subscribed
Return on Networth excluding revaluation reserves (%)	Net Profit After Tax/ Average Net Worth excluding revaluation reserves
Debt- Equity Ratio	Long Term Debt/ Net Worth
P/E ratio	Closing price as on March 31, 2017 (i.e. ₹ 143.95) / Earnings per share

10. BASIS OF CALCULATING BUYBACK PRICE

- 10.1 The Buyback price of ₹157(Rupees One Hundred Fifty Seven Only) per Equity Share has been arrived at after considering various factors such as the average closing prices of the Equity Shares of the Company on Stock Exchanges where the Equity Shares of the Company are listed, the net worth of the Company and the impact of the Buyback on the key financial ratios of the Company.
- 10.2 The Buyback Offer Price of ₹157 (Rupees One Hundred Fifty Seven only) per Equity Share represents (i) premium of 6.28% on BSE and 6.38% on NSE over the volume weighted average price of the Equity Shares on BSE and NSE respectively for 2 weeks preceding the date of intimation to the BSE and NSE for the Board Meeting to consider the proposal of the Buyback; (ii) premium of 5.94% on BSE and 5.62% on NSE over the closing market price of the Equity Shares on BSE and NSE as on the date of the intimation to BSE and NSE for the Board Meeting to consider the proposal of the Buyback.
- 10.3 For trends in the market price of the Equity Shares, please refer to paragraph 16 (Stock Market Data) of this Letter of Offer.

- 10.4 The closing market price of the Equity Shares as on the date of intimation to the BSE and NSE for the Board Meeting for considering the Buyback i.e. March 14, 2017, was ₹ 148.20 and ₹ 149.45 on BSE and NSE, respectively.
- 10.5 The book value of the Company pre-Buyback as on March 31, 2017 on standalone and consolidated basis was ₹ 41.19 and ₹ 42.22 respectively which will decrease to ₹ 33.50 and ₹ 34.59 respectively post Buyback Offer based on the assumption mentioned in notes to table on salient financial parameters in paragraph 9.10 of this Letter of Offer.
- 10.6 The earning per share of the Company pre-Buyback as on March 31, 2017 on standalone and consolidated basis was ₹ 4.82 and ₹ 4.90 respectively which will increase to ₹ 5.14 and ₹ 5.22 respectively post Buyback based on the assumption of full acceptance of the Buyback and subject to the notes mentioned to table on salient financial parameters in paragraph 9.10 of this Letter of Offer.
- 10.7 The Return of Net-worth of the Company pre Buyback as on March 31, 2017 on standalone and consolidated basis was 11.75% and 11.65% respectively which will increase to 13.34% and 13.18% respectively post Buyback based on the assumption of full acceptance of the Buyback and subject to the notes mentioned to table on salient financial parameters in paragraph 9.10 of this Letter of Offer.

11. SOURCES OF FUNDS FOR THE BUYBACK

- 11.1 Assuming full acceptance, the funds that would be employed by the Company for the purpose of the Buyback of 4,19,61,780 (Four Crore Nineteen Lakh Sixty One Thousand Seven Hundred Eighty) Equity Shares at a price of ₹ 157 (Rupees One Hundred Fifty Seven Only) per Equity Share would be ₹ 658.80 crore (Rupees Six Hundred Fifty Eight Crore Eighty Lakh only) (excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc.).
- 11.2 The funds for the Buyback will be met out of internally generated cash resources of the Company. The Company shall transfer from its free reserves a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in the its subsequent audited balance sheet.
- 11.3 The Company does not intend to raise additional debt for the explicit purposes of the Buyback. Accordingly, borrowed funds will not be used for the Buyback. However, if required, the Company may borrow funds in the ordinary course of its business.
- 11.4 This Buyback is not likely to cause any material impact on the operating earnings of the Company, except for the cost of financing the Buyback, being a reduction in the treasury income that the Company could have otherwise earned on the funds deployed.

12. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT TO BE DEPOSITED THEREIN

- 12.1 In accordance with Regulation 10 of the Buyback Regulations, the Company has appointed IndusInd Bank Limited, having its registered address at 2401 Gen Thimmayya Road Contonment, Pune – 411 001, as Escrow Agent for the aforementioned Buyback. An Escrow Agreement dated June 30, 2017 has been entered into amongst the Company, the Manager to the Buyback and the Escrow Agent.
- 12.2 In accordance with the Buyback Regulations, the Company has opened an Escrow Account in the name and style “Engineers India Escrow Account – Buyback 2017” bearing account number 201001410656 with the Escrow Agent. In accordance with the Regulation 10 of the Buyback Regulations, the Company undertakes to deposit the applicable amount in the Escrow Account and / or issue a bank guarantee in favour of the Manager to the Buyback Offer on or before the opening of the Buyback Offer. IDBI Capital Markets & Securities Limited has been empowered to operate the Escrow Account in accordance with the Buyback Regulations.
- 12.3 **Arun K Agarwal & Associates, Chartered Accountants** (Firm Reg. No. 003917N) located at 105, First Floor, South Ex. Plaza – 1, 389, Masjid Moth, South Extn. Part – II, New Delhi - 110049, Tel. No. 011-26251200, Fax: 011-26251200, Contact Person: Arun Kumar Agarwal (Membership No. 082899) have certified, vide certificate dated June 20, 2017 that the Company has adequate financial resources for fulfilling all obligations under the Buyback Offer.
- 12.4 Based on the above certificate, the Manager to the Buyback Offer has satisfied itself about the ability of the Company to implement the Buyback Offer in accordance with the Buyback Regulations.

13. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

13.1 The present capital structure of the Company, is as follows:

Particulars	Aggregate value at face value (₹ in lakh)
Authorised share capital	
80,00,00,000 Equity Shares of ₹ 5 each	40,000.00
Issued, subscribed and paid up share capital before the Buyback	
67,38,73,200 Equity Shares of ₹5 each, fully paid up	33,693.67
Issued, subscribed and paid up share capital after the Buyback	
63,19,11,420 Equity Shares of ₹ 5 each, fully paid up	31,595.57*

*Assuming full acceptance of Equity Shares in the Buyback Offer in the Ratio of Buyback

13.2 During the 3 years preceding the date of the publication of Public Announcement (i.e. June 17, 2017), the Company has not bought back any Equity Shares under any Buyback programme.

13.3 As on the date of the publication of Public Announcement (i.e. June 17, 2017), there are no outstanding preference shares, partly paid-up Equity Shares or outstanding convertible instruments or calls in arrears.

13.4 The shareholding pattern of the Company pre-Buyback, as on record date i.e. Thursday, June 29, 2017, as well as the post Buyback (assuming full acceptance of the Buyback) shareholding, is as shown below:

Particulars	Pre Buyback		Post Buyback*	
	No. of Equity Shares	%of the existing Equity Share Capital	No. of Equity Shares	% of the post Buyback Equity Share Capital
Promoter	38,42,24,594	57.02	36,27,12,811	57.40
Foreign Investors (including Non Resident Indians, FIIs, FPIs and Foreign Mutual Funds)	4,52,83,597	6.72	26,91,98,609	42.60
Financial Institutions/ Banks/ Mutual Funds promoted by Banks/ Institutions	13,77,78,277	20.45		
Other (public, public bodies corporate, trust etc.)	10,65,86,732	15.82		
Total	67,38,73,200	100.00	63,19,11,420	100.00

*Assuming full acceptance of Equity Shares in the Buyback Offer in the Ratio of Buyback

13.5 Assuming that the Promoter i.e. President of India acting through Ministry of Petroleum and Natural Gas, Government of India, tenders 4,19,61,780 (Four Crore Nineteen Lakh Sixty One Thousand Seven Hundred Eighty) Equity Shares in the Buyback (in accordance with the declaration provided by them), the aggregate shareholding of the Promoter, post Buyback will increase to 57.40% of the post Buyback equity share capital of the Company, if all the public Shareholders participate upto their entitlement (full acceptance) and will reduce to 54.16% of the post Buyback equity share capital of the Company if none of the public shareholders participate in the Buyback Offer.

13.6 No shares or other specified securities in the Company were either purchased or sold by the Promoter during the period of six months preceding the date of the Board Meeting at which the Buyback was approved i.e. March 20, 2017 and from that date till the date of notice of postal ballot i.e. March 20, 2017 for Buyback, except as stated below:

Date of Transaction	Aggregate number of Equity Shares purchased or sold	Nature of Transaction	Maximum Price (₹)	Date of Maximum Price	Minimum Price (₹)	Date of Minimum Price
October 7, 2016	(16,75,326)	Transfer in OFS - Employees	187.29	October 7, 2016	187.29	October 7, 2016

Date of Transaction	Aggregate number of Equity Shares purchased or sold	Nature of Transaction	Maximum Price (₹)	Date of Maximum Price	Minimum Price (₹)	Date of Minimum Price
January 25, 2017	(90,15,823)	Transfer in CPSE ETF	5.00	January 25, 2017	5.00	January 25, 2017

Note: Please refer to Paragraph 9.4 of this Letter of Offer.

Subsequent to the date of postal ballot notice i.e. March 20, 2017, till the date of this Letter of Offer, the Promoter of the Company has not entered into any transactions in relation to the Equity Shares of the Company.

- 13.7 Except details as mentioned in Paragraph 13.6, no Equity Shares have been purchased/ sold/ transferred by the Promoter of the Company during the period of twelve months preceding the date of publication of the Public Announcement (i.e. June 17, 2017)
- 13.8 There is no pending scheme of amalgamation or compromise or arrangement pursuant to any provisions of the Companies Act, 2013.
- 13.9 The Company shall not issue any Equity Shares including by way of bonus, from the date of publication of the Public Announcement till the date of closure of this Buyback.

14. BRIEF INFORMATION ABOUT THE COMPANY

- 14.1 The Company is a Government Company and was originally incorporated in New Delhi on March 15, 1965 under the Companies Act as a private limited company under the name 'Engineers India Private Limited' pursuant to a formation agreement dated November 20, 1964 and in accordance with a memorandum of agreement dated June 27, 1964, both between the Government of India and BIC. Thereafter, the memorandum of agreement, the formation agreement and a subsequent technical services agreement entered into by the Company and Bechtel Overseas Corporation BOC were terminated by mutual consent in accordance with an agreement between the Government of India, BIC and BOC in May 1967. In accordance with the terms of this agreement the Company also entered into separate agreements for mutual release in June 1967 with BOC and BIC whereby the parties mutually agreed to forever discharge and release the other party and its officers, employees from all liabilities, obligations and duties under the terminated agreements. Further, pursuant to a special resolution passed by the shareholders of the Company at an EGM held on October 30, 1996 the Company was converted to a public limited company.
- 14.2 The Company's registered office is situated at Engineers India House, 1, Bhikaji Cama Place, New Delhi, 110066, India.
- 14.3 The Equity Shares of the Company are listed on BSE and NSE.
- 14.4 The Company is a Navratna Company. The Company was conferred Navratna status in June 2014. Navratna status provides more financial and operational autonomy to the Company.
- 14.5 The Company is an engineering consultancy company providing design, engineering, procurement, construction and integrated project management services, principally focused on the oil and gas, petrochemicals, fertilizer and LNG industry segments in India and internationally. The Company also operates in other sectors including non-ferrous mining and metallurgy, waste water and infrastructure. The Company is also a primary provider of engineering consultancy services for the Gol's energy security initiative under its Integrated Energy Policy for strategic crude storages.
- 14.6 The Company offers services which covers the entire spectrum of activities from concept to commissioning of a project. The services include preparation of project feasibility reports, technology selection, project management, process design, basic and detailed engineering, procurement, inspection, project audit, supply chain management, cost engineering, planning and scheduling, facilitation of statutory and regulatory approvals for Indian projects, construction management and commissioning. The Company also provides specialist services such as heat and mass transfer equipment design, environmental engineering services, specialist materials and maintenance services, energy conservation

services, plant operation and safety services. Further, the Company also executes projects on a turnkey basis.

- 14.7 Being a technology driven organization, the Company has also developed or have the right to license advanced technologies, which the Company license to its clients in the oil and gas, refining, petrochemical and fertilizer industries. The Company has developed over 30 process technologies either on our own or in collaboration with our clients and reputed research institutions. The Company's portfolio includes various technologies for petroleum refining, oil and gas processing and aromatics. The Company also hold a number of patents relating to various process technologies and hardware developed by us.

Growth of the business of the Company:

- 14.8 The Company intend to sustain our growth by consolidating its leadership position in Indian hydrocarbon segment by building strong technology driven project management capabilities. The Company also plans to look for opportunities through market expansion in overseas and selective diversification in potential growth areas. The Company's engineering and technology capabilities have enabled to develop a technology driven project implementation profile and to successfully integrate sophisticated design, engineering and construction methodologies with project management practices. The Company has also been able to leverage its track record in India to diversify into Waste Water, Smart Cities and Infrastructure as well as also expand its operations internationally in the Middle East, North Africa and South East Asian countries.
- 14.9 For the financial years ended March 31, 2017, 2016 and 2015, the Company recorded total revenue from operations of ₹ 1,47,972.59 lakhs, ₹ 1,54,056.49 lakhs and ₹ 1,74,124.56 lakhs respectively and Profit after tax of ₹ 33,000.48 lakhs, ₹ 27,832.30 lakhs and ₹ 31,270.74 lakhs, respectively on consolidated basis.

- 14.10 Details of changes in share capital of the Company since incorporation are as follows:

Date of Issue/ Allotment	No. of Equity Shares	Face Value (₹)	Issue price (₹)	Consideration in Cash/ other than cash	Cumulative No. of Equity Shares	Equity Share Capital (₹)	Cumulative Equity Share Capital (₹)
March 15, 1965	100	100	100	Cash	100	10,000	10,000
March 31, 1966	4,000	100	100	Cash	4,100	4,00,000	4,10,000
September 23, 1966	3,500	100	100	Cash	7,600	3,50,000	7,60,000
November 23, 1966	898	100	100	Cash	8,498	89,800	8,49,800
March 31, 1967	8,416	100	100	Cash	16,914	8,41,600	16,91,400
	8,086	100	-	Other than Cash	25,000	8,08,600	25,00,000
September 24, 1980**	25,000	100	-	Other than Cash	50,000	25,00,000	50,00,000
September 17, 1986**	50,000	100	-	Other than Cash	1,00,000	50,00,000	1,00,00,000
March 18, 1992	1,00,000	100	-	Other than Cash	2,00,000	1,00,00,000	2,00,00,000
October 7, 1994	16,00,000	100	-	Other than Cash	18,00,000	16,00,00,000	18,00,00,000
	The face value of the Equity Shares of ₹ 100 each was split to face value of ₹ 10 each resulting in 1,80,00,000 Equity Shares of ₹ 10 each				1,80,00,000		18,00,00,000
May 14, 1997	7,20,000	10	-	Cash	1,87,20,000	72,00,000	18,72,00,000
December 28, 1999	3,74,37,400 [#]	10	-	Other than Cash	5,61,57,400	3,74,37,4000	56,15,62,300
The offer price in respect of Equity Shares allotted on May 14, 1997, was to be paid in two calls - 10% of the offer price on application and 90% of the offer price on allotment. For 1,300 Equity Shares the second call amount of 90% of the offer price was not received and subsequently, these Equity Shares in arrears were forfeited on July 27, 2004 and accordingly, the Equity Share capital got reduced to 5,61,56,100 Equity Shares.							

Date of Issue/ Allotment	No. of Equity Shares	Face Value (₹)	Issue price (₹)	Consideration in Cash/ other than cash	Cumulative No. of Equity Shares	Equity Share Capital (₹)	Cumulative Equity Share Capital (₹)
May 7, 2010	The face value of equity shares of ₹10 each was split to face value of ₹5 each resulting in 112,312,200 shares.				11,23,12,200		56,15,61,000*
May 8, 2010	22,46,24,400	5	-	Other than Cash	33,69,36,600	112,31,22,000	1,68,46,83,000
January 3, 2017	33,69,36,600	5	-	Other than Cash	67,38,73,200	168,46,83,000	3,369,366,000

On February 14, 1997, our Company issued 7,20,000 equity shares to all regular employees of our Company, the issue price for which was to be paid in two calls. Pending the receipt of second call on these equity shares, our Company passed a resolution to announce a bonus issue of 3,74,40,000 equity shares on December 28, 1999 and accordingly filed the Form 2 with the RoC for 3,74,40,000 equity shares on January 27, 2000. The bonus issue of 3,74,40,000 equity shares included 2,600 equity shares to be issued on 1,300 partly paid equity shares. Annual Reports of the Company from the year 1999-2000 till 2003-2004 record that the 2,600 equity shares are pending to be issued on 1,300 Equity Shares on account of call in arrears. The 1,300 partly paid up Equity Shares were forfeited on July 27, 2004 and accordingly the 2,600 Equity Shares which were to be issued on these Equity shares were not issued.

* This exclude the equity shares forfeited amounting to Rs. 1300

** Date of Shareholders' Resolution approving the Bonus Issue

14.11 The Board of Directors of the Company as on the date of publication of Public Announcement (i.e. June 17, 2017) was as under:

S. No.	Name, Qualification, Occupation, Age and DIN	Designation	Director on the Board since	Other Directorships
1.	Shri Sanjay Gupta*, Qualification: B.E from IIT, Roorke Occupation: Service Age: 59 Years DIN: 05281731	Chairman and Managing Director	July 1, 2012	<ul style="list-style-type: none"> • Certification Engineers International Limited • TEIL Projects Limited • Ramagundam Fertilizers and Chemicals Limited
2.	Shri Sandeep Poundrik, Qualification: IAS (1993 Batch Bihar Cadre), BE (Electrical), Rajasthan University & Masters in Public Administration in International Development from Harvard University Occupation: Service Age: 48 Years DIN: 01865958	Director (Government Nominee)	July 14, 2015	<ul style="list-style-type: none"> • Hindustan Petroleum Corporation Limited
3.	Ms Sushma Taishete, Qualification: M.Sc. in Microbiology, Haffkine Institute, Mumbai & Diploma in Clinical Analysis, Sophia College, Mumbai and Civil Service Batch, 1989 Occupation: Service Age: 52 Years DIN: 03585278	Director (Government Nominee)	January 2, 2016	<ul style="list-style-type: none"> • NIL
4.	Shri Umesh Chandra Pandey, Qualification: FCA Occupation: Professional Age: 56 Years DIN: 01185085	Non-official Part-time Independent Director	November 20, 2015	<ul style="list-style-type: none"> • Certification Engineers International Limited • BMC Support and Accounting Services Pvt. Limited
5.	Shri Vikas Khushalrao Deshpande, Qualification: B.E (Civil) from Nagpur University Occupation: Professional Age: 63 Years DIN: 01200938	Non-official Part-time Independent Director	November 20, 2015	<ul style="list-style-type: none"> • Unison Projects Management Pvt. Limited • KRBTA-Unison Consultancy Pvt Limited • Unicore Consultants Pvt. Limited
6.	Dr. (Prof.) Mukesh Khare, Qualification: Chartered Engineer,	Non-official Part-time	November 20, 2015	<ul style="list-style-type: none"> • Certification Engineers International Limited

S. No.	Name, Qualification, Occupation, Age and DIN	Designation	Director on the Board since	Other Directorships
	Ph.D in faculty of Engineering from Newcastle University, UK Occupation: Service Age: 61 Years DIN: 02029807	Independent Director		• Blacksmith Institute Foundation
7.	Mrs Arusha Vasudev, Qualification: B.A. Occupation: Professional Age: 62 Years DIN: 07370575	Non-official Part-time Independent Director	December 15, 2015	• NIL
8.	Ms Shazia Ilmi Malik, Qualification: Masters Degree in Mass Communication, Broadcast and Journalism from Jamia Milia University & Diploma in Film Production Occupation: Consultant Age: 47 Years DIN: 07777804	Non-official Part-time Independent Director	March 27, 2017	• NIL
9.	Shri Ajay Narayan Deshpande, Qualification: Bachelor's Degree in Chemical Engineering and Master's Degree in Systems & Management Occupation: Service Age: 59 Years DIN: 03435179	Director (Technical)	April 1, 2013	• Ramagundam Fertilizers and Chemicals Limited
10.	Shri Vipin Chander Bhandari, Qualification: B.Sc. Engineering in Electrical from DCE and MBA from FMS, University of Delhi Occupation: Service Age: 57 Years DIN: 07550501	Director (HR)	August 26, 2016	• NIL
11.	Shri Rakesh Kumar Sabharwal, Qualification: B.E. Mech. from Punjab Engineering College, MBA from IGNOU, LLB from DU and Certification in Export Marketing from IIFT Occupation: Service Age: 55 Years DIN: 07484946	Director (Commercial)	September 27, 2016	• NIL
12.	Shri Jagdish Chander Nakra Qualification: B.E (Mechanical)-Punjab Engineering College, Chandigarh & Post Graduate Diploma in Management Studies, Jannalal Bajaj Institute of Management Studies, Mumbai University Occupation: Service Age: 56 Years DIN: 07676468	Director (Projects)	April 12, 2017	• NIL

* Shri Sanjay Gupta was appointed as Chairman and Managing Director w.e.f from June 1, 2015 and he is presently holding additional charge of Director (Finance). Prior to appointment as Chairman and Managing Director, Shri Sanjay Gupta was holding the position of Director (Commercial) from July 1, 2012 to May 31, 2015.

14.12 The details of changes in the Board of Directors during the last 3 years from the date of the publication of the Public Announcement (i.e. June 17, 2017) are as under:

S. No.	Name of Director, Designation & DIN	Date of Joining / Appointment	Date of Cessation	Reason
1.	Shri Sanjay Gupta* Designation: Chairman and Managing Director DIN :05281731	July 1, 2012	Continuing	Appointment
2.	Shri Sandeep Poundrik Designation: Director (Govt. Nominee) DIN: 01865958	July 14, 2015	Continuing	Appointment
3.	Ms Sushma Taishete Designation: Director (Govt. Nominee) DIN: 03585278	January 2, 2016	Continuing	Appointment
4.	Shri Umesh Chandra Pandey Designation: Non-official Part-time Independent Director DIN:01185085	November 20, 2015	Continuing	Appointment
5.	Shri Vikas Khushalrao Deshpande Designation: Non-official Part-time Independent Director DIN:01200938	November 20, 2015	Continuing	Appointment
6.	Dr. (Prof.) Mukesh Khare Designation: Non-official Part-time Independent Director DIN: 02029807	November 20, 2015	Continuing	Appointment
7.	Mrs. Arusha Vasudev Designation: Non-official Part-time Independent Director DIN:07370575	December 15, 2015	Continuing	Appointment
8.	Ms. Shazia Ilmi Malik Designation: Non-official Part-time Independent Director DIN: 07777804	March 27, 2017	Continuing	Appointment
9.	Shri Ajay N. Deshpande Designation: Director (Technical) DIN: 03435179	April 1, 2013	Continuing	Appointment
10.	Shri Vipin Chander Bhandari Designation: Director (HR) DIN:07550501	August 26, 2016	Continuing	Appointment
11.	Shri Rakesh Kumar Sabharwal Designation: Director (Commercial) DIN: 07484946	September 27, 2016	Continuing	Appointment
12.	Shri Jagdish Chander Nakra Designation: Director (Project) DIN: 07676468	April 12, 2017	Continuing	Appointment
13.	Shri Ashok Kumar Purwaha Designation: Chairman & Managing Director DIN: 00165092	October 1, 2009	June 1, 2015	Superannuated
14.	Dr. Archana S. Mathur Designation: Director (Govt. Nominee) DIN: 02555904	August 3, 2012	October 28, 2015	Cessation
15.	Shri Aditya Jain Designation: Non-official Part-time Independent Director DIN: 00835144	September 27, 2013	August 28, 2014	Cessation
16.	Ms. Veena Swarup Designation: Director (HR) DIN: 06388817	October 1, 2012	July 1, 2016	Superannuated
17.	Shri Bijoy Chatterjee Designation: Non-official Part-time Independent Director DIN: 01824395	July 4, 2012	July 4, 2015	Completion of tenure

S. No.	Name of Director, Designation & DIN	Date of Joining / Appointment	Date of Cessation	Reason
18.	Dr. Jai Prakash Gupta Designation: Non-official Part-time Independent Director DIN: 05335976	July 4, 2012	July 4, 2015	Completion of tenure
19.	Dr. R. K. Shevgaonkar Designation: Non-official Part-time Independent Director DIN: 01500448	July 4, 2012	July 4, 2015	Completion of tenure
20.	Shri Ram Singh Designation: Director (Finance) DIN: 02942267	January 28, 2010	May 1, 2017	Superannuated
21.	Shri Deepak Moudgil Designation: Director (Projects) DIN: 02654119	March 22, 2011	September 1, 2014	Superannuated
22.	Shri Ashwani Soni Designation: Director (Projects) DIN:06962014	September 1, 2014	January 1, 2017	Superannuated
23.	Shri D. R. Meena Designation: Non-official Part-time Independent Director DIN: 06750161	November 13, 2013	August 28, 2014	Cessation
24.	Dr. V. Vizia Saradhi Designation: Non-official Part-time Independent Director DIN: 01687818	November 13, 2013	August 28, 2014	Cessation

* Shri Sanjay Gupta was appointed as Chairman and Managing Director w.e.f from June 1, 2015 and he is presently holding additional charge of Director (Finance). Prior to appointment as Chairman and Managing Director, Shri Sanjay Gupta was holding the position of Director (Commercial) from July 1, 2012 to May 31, 2015.

- 14.13 The buyback will not result in any benefit to the Directors of the Company/ Promoter and person in control of the Company/ group companies except to the extent of their intention to participate in the Buyback and actual participation in the Buyback and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the Equity Share Capital post Buyback.

The Board of Directors of the Company hold the following Equity Shares as on the date of publication of Public Announcement (i.e. June 17, 2017):

S. No	Name of shareholder	No. of Equity Shares held	No. of Equity Shares held in dematerialised form	Percentage of issued Equity Share capital
1.	Shri Jagdish Chander Nakra	8,534	8,534	Negligible
1.	Shri Ajay N. Deshpande	7,880	7,880	Negligible
2.	Shri Rakesh Kumar Sabharwal	7,400	7,400	Negligible
3.	Shri Vipin Chander Bhandari	140	140	Negligible
4.	Shri Sanjay Gupta	120	120	Negligible

15. FINANCIAL INFORMATION ABOUT THE COMPANY

- 15.1 The salient financial information of the Company, as extracted from the audited standalone results for the last three financial years viz. 2017, 2016 and 2015 is detailed below:

(₹ in Lakhs)

Key Financials	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015
	(Audited)*	(Audited)*	(Audited)**
Revenue from Operations	1,44,864.31	1,51,101.47	1,71,300.42
Other Income	22,366.04	24,779.26	27,310.80
Total Income	1,67,230.35	1,75,880.73	1,98,611.22

Key Financials	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015
	(Audited)*	(Audited)*	(Audited)**
Total Expenses excluding Interest & Depreciation	1,14,644.23	1,31,382.91	1,49,869.69
Interest	317.15	24.61	23.16
Depreciation	2,250.90	2,492.47	1,962.74
Exceptional Items: Expense / (Income)	-	-	-
Profit Before Tax	50,018.07	41,980.74	46,755.63
Provisions for Tax (including Deferred Tax)	17,514.38	14,361.35	15,957.99
Profit/(Loss) discontinuing operation	-	-	-
Profit/ (Loss) After Tax	32,503.69	27,619.39	30,797.64
Paid-up Equity Share Capital	33,693.67	16,846.84	16,846.84
Reserve & Surplus, excluding revaluation reserves & Misc. expenditures to the extent not written off	2,43,902.32	2,58,853.82	2,39,943.25
Net worth, excluding revaluation reserves & Misc. expenditures to the extent not written off	2,77,595.99	2,75,700.66	2,56,790.09
Total Debt, excluding working capital loans	-	-	-

*Based on IND AS; **Based on Indian GAAP

- 15.2 The salient financial information of the Company, as extracted from the audited consolidated financial statements for the last three financial years viz. 2017, 2016, 2015 is detailed below:

(₹ in Lakhs)

Key Financials	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015
	(Audited)*	(Audited)*	(Audited)**
Revenue from Operations	1,47,972.59	1,54,056.49	1,74,124.56
Other Income	22,243.40	24,733.44	27,311.69
Total Income	1,70,215.99	1,78,789.93	2,01,436.25
Total Expenses excluding Interest & Depreciation	1,16,543.05	1,33,236.13	1,51,693.20
Interest	318.40	24.74	28.63
Depreciation	2,270.44	2,512.54	2,017.55
Exceptional Items: Expense / (Income)	-	-	-
Profit Before Tax	51,084.10	43,016.52	47,696.87
Provisions for Tax (including Deferred Tax)	18,063.79	14,874.15	16,426.13
Profit/(Loss) discontinuing operation	-	-	-
Profit/ (Loss) After Tax	33,020.31	28,142.37	31,270.74
Share of (loss) in joint venture entities	(19.83)	(310.07)	--
Profit for the year	33,000.48	27,832.30	31,270.74
Paid-up Equity Share Capital	33,693.67	16,846.84	16,846.84
Reserve & Surplus, excluding revaluation reserves & Misc. expenditures to the extent not written off	2,50,791.84	2,65,345.96	2,46,319.83
Net worth, excluding revaluation reserves & Misc. expenditures to the extent not written off	2,84,485.51	2,82,192.80	2,63,166.67
Total Debt, excluding working capital loans	-	-	-

*Based on IND AS; **Based on Indian GAAP

- 15.3 Financial Ratios for the last three financial years viz. Fiscal 2017, 2016 and 2015 based on standalone financial statements are as under:

Particulars	Year ended March 31, 2017 (Audited)*	Year ended March 31, 2016 (Audited)*	Year ended March 31, 2015 (Audited)**
Earnings per Share (₹)#	4.82	4.10	4.57

Particulars	Year ended March 31, 2017 (Audited)*	Year ended March 31, 2016 (Audited)*	Year ended March 31, 2015 (Audited)**
Debt/ Equity Ratio	-	-	-
Book Value (₹ per Share)##	41.19	40.91	38.11
Return on Net worth (%)	11.75	10.23	12.25
Total Debt/ Net worth (%)	-	-	-

*Based on IND AS; **Based on Indian GAAP

#The shareholders of the Company in their extraordinary general meeting held on December 23, 2016 approved the issue of bonus shares in the ratio of 1:1, i.e. one new equity share of ₹ 5 each for one existing fully paid up equity share of ₹ 5 each held. The issue and allotment of 33,69,36,600 bonus shares was made by Company on January 3, 2017. Post allotment of bonus shares, Company's share capital consist of 67,38,73,200 Equity Shares of ₹ 5 each amounting to ₹ 33,693.66 lakhs. Accordingly, as per requirement of Accounting standards earnings per share for the year ended March 31, 2017, March 31, 2016 and March 31, 2015 has been computed on the basis of new numbers shares post bonus issue i.e. 67,38,73,200 Equity Shares of ₹ 5 each.

On the basis of new numbers shares post bonus issue i.e. 67,38,73,200 Equity Shares of ₹ 5 each.

- 15.4 Financial Ratios for the last three financial years viz. Fiscal 2017, 2016 and 2015 based on consolidated financial statements are as under

Particulars	For the year ended March 31, 2017 (Audited)*	For the year ended March 31, 2016 (Audited)*	For the year ended March 31, 2015 (Audited)**
Earnings per Share (₹)#	4.90	4.13	4.64
Debt/ Equity Ratio	-	-	-
Book Value (₹ per Share)##	42.22	41.88	39.05
Return on Net worth (%)	11.65	10.07	12.14
Total Debt/ Net worth (%)	-	-	-

*Based on IND AS; **Based on Indian GAAP

#The shareholders of the Company in their extraordinary general meeting held on December 23, 2016 approved the issue of bonus shares in the ratio of 1:1, i.e. one new Equity Share of ₹ 5 each for one existing fully paid up Equity Share of ₹ 5 each held. The issue and allotment of 33,69,36,600 bonus shares was made by Company on January 3, 2017. Post allotment of bonus shares, Company's share capital consist of 67,38,73,200 Equity Shares of ₹ 5 each amounting to ₹ 33,693.66 lakhs. Accordingly, as per requirement of Accounting standards earnings per share for the year ended March 31, 2017, March 31 2016 and March 31, 2015 has been computed on the basis of new numbers shares post bonus issue i.e. 67,38,73,200 Equity Shares of ₹ 5 each.

##On the basis of new numbers shares post bonus issue i.e. 67,38,73,200 Equity Shares of ₹ 5 each.

Notes:

1. Net worth = Equity Capital + Reserves & Surplus – Miscellaneous Expenditure
2. Total Debt = Long Term Borrowings + Short Term Borrowings + Current Maturities of Long Term Borrowings

Key Ratios basis:

Earnings per Share- Basic (₹)	Net profit attributable to the equity shareholders / Weighted average number of Shares outstanding during the year
Book Value per Share (₹)	(Paid up Equity Share Capital + Reserves and Surplus) / No. of Equity Shares Subscribed
Return on Networth excluding revaluation reserves (%)	Net Profit After Tax/ Average Net Worth excluding revaluation reserves
Debt- Equity Ratio	Long Term Debt/ Net Worth

- 15.5 The Company shall comply with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, as may be applicable. The Company hereby declares that it has complied with Sections 68, 69 and 70 of the Companies Act, 2013 and the rules made thereunder. The Company further declares that it will comply with Regulation 23 of the Buyback Regulations.

16. STOCK MARKET DATA

- 16.1 The Company's Equity Shares are listed on BSE and NSE. The maximum volume of trading in the Equity Shares of the Company is recorded on NSE. The high, low and average market prices in preceding three financial years (April to March period) and the monthly high, low and average market prices for the six months preceding the date of publication of the Public Announcement (i.e. June 17, 2017) from December 2016 to May 2017 and the corresponding volumes on the BSE and NSE is as follows:

For NSE:

Period	High* (₹)	Date of High	Number of Shares traded on that date	Low* (₹)	Date of Low	Number of shares traded on that date	Average Price* (₹)	Total volume of traded in the period (Shares)
PRECEDING 3 YEARS								
April 1, 2016 – March 31, 2017**	343.50	December 29, 2016	96,04,756	142.60	March 9, 2017	20,55,901	212.55	49,99,90,061
April 1, 2015 – March 31, 2016	252.20	January 1, 2016	11,89,061	143.10	February 17, 2016	11,14,084	200.86	15,52,21,348
April 1, 2014 – March 31, 2015	331.70	July 3, 2014	4,03,431	187.00	March 27, 2015	4,19,590	246.01	16,40,47,702
PRECEDING 6 MONTHS								
December 2016	343.50	December 29, 2016	96,04,756	150.15	December 30, 2016^	1,34,10,567	302.78	7,69,62,783
January 2017	160.45	January 10, 2017	1,06,78,345	144.00	January 23, 2017	25,57,224	152.67	7,08,39,065
February 2017	162.20	February 9, 2017	94,10,763	144.75	February 15, 2017	34,95,343	151.57	7,76,36,908
March 2017	157.80	March 20, 2017	20,62,123	142.60	March 9, 2017	20,55,901	148.06	5,95,48,315
April 2017	174.00	April 25, 2017	26,98,562	144.00	April 3, 2017	19,41,194	159.92	9,23,42,868
May 2017	175.70	May 17, 2017	27,82,871	152.10	May 30, 2017	23,94,925	164.56	5,93,58,787

Source: www.bseindia.com

* High and Low price for the period are based on intra day prices and Average Price is based on average of closing price.

**The Company issued Bonus Shares in January 2017 in ratio of 1:1

^Ex-bonus date

For BSE:

Period	High* (₹)	Date of High	Number of Shares traded on that date	Low* (₹)	Date of Low	Number of shares traded on that date	Average Price* (₹)	Total volume of traded in the period (Shares)
PRECEDING 3 YEARS								
April 1, 2016 – March 31, 2017**	339.80	December 29, 2016	6,80,316	142.05	March 9, 2017	1,54,087	212.61	5,54,68,832
April 1, 2015 – March 31, 2016	252.00	January 1, 2016	2,48,422	143.25	February 17, 2016	1,61,775	200.85	2,42,10,020
April 1, 2014 – March 31, 2015	331.00	July 3, 2014	29,720	187.20	March 27, 2015	1,00,323	245.92	2,95,97,647
PRECEDING 6 MONTHS								
December 2016	339.80	December 29, 2016	6,80,316	150.20	December 30, 2016^	1,581,069	302.53	7,805,502
January 2017	160.65	January 10, 2017	7,93,301	144.00	January 23, 2017	2,90,551	152.72	58,01,511
February 2017	162.40	February 9, 2017	7,68,178	145.00	February 15, 2017	2,56,810	151.55	93,34,239
March 2017	157.00	March 20, 2017	2,11,152	142.05	March 9, 2017	1,54,087	148.08	71,70,590
April 2017	174.25	April 25, 2017	1,89,499	144.00	April 3, 2017	2,75,584	159.77	86,86,552
May 2017	175.70	May 17, 2017	3,89,117	152.00	May 30, 2017	1,62,145	164.50	49,75,140

Source: www.nseindia.com

* High and Low price for the period are based on intra day prices and Average Price is based on average of closing price.

**The Company issued Bonus Shares in January 2017 in ratio of 1:1

^Ex-bonus date

16.2 The closing market price of the Equity Shares of the Company:

- As on March 17, 2017 i.e. the trading day before March 20, 2017, being the date of Board Meeting approving the Buyback was ₹ 154.60 per Equity Share on BSE and ₹ 154.20 per Equity Share on NSE.
- As on March 20, 2017, i.e. the date of Board Meeting approving the Buyback was ₹ 155.20 per Equity share on BSE and ₹ 154.95 per Equity share on NSE.

- (c) As on March 21, 2017, i.e. the day immediately after March 20, 2017, being the date of Board Meeting approving the Buyback was ₹ 151.40 per Equity Share on BSE and ₹ 151.00 per Equity Share on NSE.
- (d) As on June 16, 2017*, was issued was ₹ 157.50 per Equity Share on BSE and ₹ 157.90 per Equity Share on NSE.

**Since the date of publication of Public Announcement (i.e. June 17, 2017) was a trading holiday, the closing price of trading day preceding the date of publishing the Public Announcement i.e. June 16, 2017 has been mentioned.*

17. DETAILS OF STATUTORY APPROVALS

- 17.1 The Buyback Offer is subject to approval, if any required, under the provisions of the Companies Act, 2013, FEMA, the Buyback Regulations and/or such other applicable rules and regulations in force for the time being.
- 17.2 Non-Resident Shareholders (excluding OCBs) permitted under the automatic process prescribed under applicable FEMA Regulations, read with the consolidated Foreign Direct Investment policy issued by the Government of India, are not required to obtain approvals from RBI.
- 17.3 Erstwhile OCB are required to obtain specific prior approval from RBI for tendering Equity Shares in the Buyback Offer. The Company shall not accept Equity Shares from OCB Shareholders in respect of whom such RBI approval is required and copies of such approvals are not submitted.
- 17.4 As on date, there are no other statutory or regulatory approvals required to implement the Buyback Offer, other than that indicated above. If any statutory or regulatory approval becomes applicable subsequently, the Buyback Offer will be subject to such statutory or regulatory approval(s). In the event of any delay in receipt of any statutory / regulatory approvals, changes to the proposed timetable of the Buyback Offer, if any, shall be intimated to the Stock Exchanges.
- 17.5 The Buyback has been approved by the Board of Directors in their meeting held on March 20, 2017 and by Shareholders through postal ballot, the results of which were declared on June 15, 2017

18. DETAILS OF REGISTRAR TO THE BUYBACK OFFER

Eligible Shareholders holding Shares in dematerialized form and Shareholder Brokers (who have submitted bids on behalf of Eligible Shareholders holding shares in physical form) are required to send the Tender Form, TRS, physical share certificate (for physical Shareholders only) and other documents by superscribing the envelope as “**Engineers India Buyback Offer 2017**” to the Registrar to the Buyback Offer either by registered post/courier or hand delivery at their below office, so that the same are received within 2 (two) days from the Buyback Closing Date i.e. Wednesday, August 9, 2017:



KARVY COMPUTERSHARE PRIVATE LIMITED

Karvy Selenium Tower B, Plot No 31-32, Gachibowli,
Financial District, Nanakramguda, Hyderabad- 500 032, Telangana, India
Contact Person: M. Murali Krishna
Tel: +91 40 67162222; Fax: +91 40 23431551;
E-mail: eil.buybackoffer@karvy.com;
Website: www.karvycomputershare.com
SEBI Registration No.: INR000000221; Validity Period: Permanent Registration
CIN: U72400TG2003PTC041636

TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUYBACK OFFER.

ELIGIBLE SHAREHOLDERS ARE ADVISED TO ENSURE THAT THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS ARE COMPLETE IN ALL RESPECTS; OTHERWISE THE SAME ARE LIABLE TO BE REJECTED.

19. PROCESS AND METHODOLOGY FOR THE BUYBACK

19.1 The Company proposes to buyback not exceeding 4,19,61,780 (Four Crore Nineteen Lakh Sixty One Thousand Seven Hundred Eighty) Equity Shares from the Eligible Shareholders of the Company, on a proportionate basis, through the Tender Offer process at a price of ₹ 157 (Rupees One Hundred Fifty Seven Only) per Equity Share, payable in cash for an aggregate consideration not exceeding of ₹ 658.80 crore (Rupees Six Hundred Fifty Eight Crore Eighty Lakh only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc. The maximum number of Equity Shares proposed to be bought back represents 6.23% of the total number of Equity Shares in the paid-up share capital of the Company. The Buyback is in accordance with the provisions of Section 68, 69, 70 and all other applicable provisions, if any, of the Companies Act 2013 and rules made thereunder, in accordance with Article 3A of the Articles of Association of the Company and the Buyback Regulations and subject to such other approvals, permissions and sanctions as may be necessary, from time to time from statutory authorities including but not limited to SEBI, Stock Exchanges, RBI etc. The Buyback Offer Size represents 24.9973% and 24.4002% of the aggregate of the fully paid-up share capital and free reserves as per the audited standalone and consolidated financial statements 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) and is within the statutory limits of 25% of the aggregate of 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 Company expresses no opinion as to whether Eligible Shareholders should participate in the Buyback and, accordingly, Eligible Shareholders are advised to consult their own advisors to consider participation in the Buyback.

19.2 The aggregate shareholding of the Promoter as on Record Date is 38,42,24,594 (Thirty Eight Crore Forty Two Lakh Twenty Four Thousand Five Hundred Ninety Four) Equity Shares, which represents 57.02% (fifty seven point zero two percent) of the existing Equity Share capital of the Company. In terms of the Buyback Regulations, under the Tender Offer process, the Promoter of the company has the option to participate in the Buyback. In this regard, the Promoter of the Company has expressed its intention, vide its letter dated March 20, 2017 to participate in the Buyback and tender up to 4,19,61,780 (Four Crore Nineteen Lakh Sixty One Thousand Seven Hundred Eighty) Equity Shares.

19.3 Assuming that the Promoter i.e. President of India acting through Ministry of Petroleum and Natural Gas, Government of India, tenders 4,19,61,780 (Four Crore Nineteen Lakh Sixty One Thousand Seven Hundred Eighty) Equity Shares, in the Buyback (in accordance with the declaration provided by them), the aggregate shareholding of the Promoter, post Buyback will increase to 57.40% of the post Buyback equity share capital of the Company, if all the public Shareholders participate upto their entitlement (full acceptance) and will reduce to 54.16% of the post Buyback equity share capital of the Company if none of the public shareholders participate in the Buyback Offer.

19.4 Record Date, Ratio of the Buyback and entitlement of each Shareholder

- a) The Buyback Committee in its meeting held on June 16, 2017 announced Thursday, June 29, 2017 as the Record Date for the purpose of determining the Buyback Entitlement and the names of the Shareholders, who are eligible to participate in the Buyback Offer.
- b) The Equity Shares proposed to be bought back by the Company shall be divided in two categories:
 - Reserved category for Small Shareholders (“**Reserved Category**”); and
 - General category for all Eligible Shareholders other than Small Shareholders (“**General Category**”)
- c) As defined in the Buyback Regulations, a “**Small Shareholder**” is a shareholder who holds Equity Shares having market value, on the basis of closing price on the stock exchanges in which the highest trading volume as on Record Date, of not more than ₹ 2,00,000 (Rupees Two Lakh only). As on the Record Date, the volume of Shares traded on NSE was 64,44,518 shares and on BSE was 75,110 Shares. Accordingly, NSE being the exchange with highest turnover, the closing price was ₹151.50 and hence all Shareholders holding not more than 1,320 Equity Shares as on the Record Date are classified as ‘Small Shareholders’ for the purpose of the Buyback Offer.
- d) Based on the above definition, there are 1,83,072 Small Shareholders with aggregate shareholding

of 3,68,11,398 Shares, as on Record Date, which constitutes 5.46% of the outstanding paid up equity share capital of the Company and 87.73% of the number of 4,19,61,780 Equity Shares which are proposed to be bought back as part of this Buyback Offer.

- e) In compliance with Regulation 6 of the Buyback Regulations, the reservation for the Small Shareholders, will be 62,94,267 Equity Shares which is higher of:
- i. Fifteen percent of the number of Equity Shares which the Company proposes to Buyback i.e. 15% of 4,19,61,780 Equity Shares which works out to 62,94,267 Equity Shares; or
 - ii. The number of Equity Shares entitled as per their shareholding as on Record Date [i.e. $(4,19,61,780 / 67,38,73,200) \times 36811398$] which works out to 22,92,229 Equity Shares.

All the outstanding Equity Shares have been used for computing the entitlement of Small Shareholders since the Promoter also intends to offer Equity Shares held by them in the Buyback.

- f) Based on the above and in accordance with Regulation 6 of the Buyback Regulations, 62,94,267 Equity Shares will be reserved for Small Shareholders. Accordingly, General Category shall consist of 3,56,67,513 Equity Shares.
- g) Based on the above entitlements, the Ratio of Buyback for both categories is decided as below:

Category	Ratio of Buyback
Reserved Category	33 Equity Shares out of every 193 fully paid-up Equity Shares held on the Record Date
General Category	29 Equity Shares out of every 518 fully paid-up Equity Shares held on the Record Date

The above Ratio of Buyback is approximate and providing indicative Buyback Entitlement. Any computation of entitled Equity Shares using the above Ratio of Buyback may provide a slightly different number due to rounding-off. The actual Buyback Entitlement for Reserved category for Small Shareholders is 17.0986905% and General Category for all other Eligible Shareholders is 5.5987524%

19.5 Fractional Entitlements

If the Buyback Entitlement, after applying the above mentioned ratios to the Equity Shares held on Record Date, is not a round number (i.e. not in the multiple of 1 (one) Equity Share) then the fractional entitlement shall be ignored for computation of Buyback Entitlement to tender Equity Shares in the Buyback Offer, for both categories of Eligible Shareholders.

On account of ignoring the fractional entitlement, those Small Shareholders who hold 5 or less Equity Shares as on Record Date will be dispatched a Tender Form with zero entitlement. Such Small Shareholders are entitled to tender Additional Equity Shares as part of the Buyback Offer and will be given preference in the Acceptance of one Equity Share, if such Small Shareholders have tendered for Additional Equity Shares. The Company shall make best efforts subject to Buyback Regulations in accepting Equity Shares tendered by such Eligible Shareholder to the extent possible and permissible.

19.6 Basis of Acceptance of Equity Shares validly tendered in the Reserved Category

Subject to the provisions contained in this Letter of Offer, the Company will accept the Shares tendered in the Buyback Offer by the Small Shareholders in the Reserved Category in the following order of priority:

- a) Full acceptance (i.e. 100%) of Shares from Small Shareholders in the Reserved Category who have validly tendered their Shares, to the extent of their Buyback Entitlement, or the number of Shares tendered by them, whichever is less.
- b) Post the acceptance as described in paragraph 19.6 (a) above, in case, there are any Shares left to be bought back from Small Shareholders in the Reserved Category, the Small Shareholders who were entitled to tender zero Shares (on account of ignoring the fractional entitlement), and have tendered Additional Shares, shall be given preference and one Equity Share each from the Additional Shares tendered by these Small Shareholders shall be bought back in the Reserved Category.

- c) Post the acceptance as described in paragraph 19.6 (a) and (b) above, in case, there are any validly tendered unaccepted Shares in the Reserved Category (**“Reserved Category Additional Shares”**) and Shares left to be bought back in Reserved Category, the Reserved Category Additional Shares shall be accepted in a proportionate manner and the acceptances shall be made in accordance with the Buyback Regulations, i.e. valid acceptances per Shareholder shall be equal to the Reserved Category Additional Shares tendered by the Shareholder divided by the total Reserved Category Additional Shares and multiplied by the total number of Shares remaining to be bought back in Reserved Category. For the purpose of this calculation, the Reserved Category Additional Shares taken into account for such Small Shareholders, from whom one Equity Share has been accepted in accordance with paragraph 19.6 (b) above, shall be reduced by one.
- d) Adjustment for fractional results in case of proportionate acceptance, as described in paragraph 19.6 (c) above, will be made as follows:
 - For any Small Shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
 - For any Small Shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is less than 0.50, then the fraction shall be ignored.

19.7 Basis of Acceptance of Equity Shares validly tendered in the General Category

Subject to the provisions contained in this Letter of Offer, the Company will accept the Shares tendered in the Buyback Offer by Eligible Shareholders (other than Small Shareholders) in the General Category in the following order of priority:

- a) Full Acceptance (i.e.100%) of Shares from Eligible Shareholders in the General Category who have validly tendered their Shares, to the extent of their Buyback Entitlement, or the number of Shares tendered by them, whichever is less.
- b) Post the acceptance as described in paragraph 19.7 (a) above, in case, there are any validly tendered unaccepted Shares in the General Category (**“General Category Additional Shares”**) and Shares left to be bought back in General Category, the General Category Additional Shares shall be accepted in a proportionate manner and the acceptances shall be made in accordance with the Buyback Regulations, i.e. valid acceptances per Eligible Shareholder shall be equal to the General Category Additional Shares validly tendered by the Eligible Shareholders divided by the total General Category Additional Shares and multiplied by the total number of Shares remaining to be bought back in General Category.
- c) Adjustment for fractional results in case of proportionate acceptance, as described in paragraph 19.7 (b) above, will be made as follows:
 - For any Eligible Shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
 - For any Eligible Shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional acceptance is less than 0.50, then the fraction shall be ignored.

19.8 Basis of Acceptance of Shares between Categories

- a) After acceptances of tenders, as mentioned in 19.6 and 19.7 above, in case, there are any Shares left to be bought back in one category (**‘Partially filled Category’**), and there are additional unaccepted validly tendered Shares (**‘Further Additional Shares’**) in the second Category (**‘Over Tendered Category’**), then the Further Additional Shares in the Over Tendered Category shall be accepted in a proportionate manner i.e. valid Acceptances per Shareholder shall be equal to the Further Additional Shares validly tendered by an Eligible Shareholder in the Over Tendered Category divided by the total Further Additional Shares in the Over Tendered Category and multiplied by the total Shares left to be bought back in the Partially filled Category.
- b) If the Partially Filled Category is the General Category and the Over Tendered Category is the

Reserved Category, then any Small Shareholder who has tendered Additional Shares shall be eligible for priority acceptance of one Equity Shares before acceptance in paragraph 19.8(a) above out of the Shares left to be bought back in the Partially Filled Category, provided no acceptance could take place from such Shareholder in accordance with paragraph 19.6.

c) Adjustment for fraction results in case of proportionate acceptance, as defined in paragraph 19.8(a) above:

- For any Eligible Shareholder, if the number of Further Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
- For any Eligible Shareholder, if the number of Further Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is less than 0.50, then the fraction shall be ignored.

19.9 For avoidance of doubt, it is clarified that the Shares accepted under the Buyback Offer from each Eligible Shareholder, in accordance with above clauses, shall be lower of the following:

- the number of Shares tendered by the respective Shareholder, and
- the number of Shares held by the respective Shareholder, as on the Record Date.

19.10 For the avoidance of doubt, it is clarified that the Equity Shares tendered by any Eligible Shareholder over and above the number of Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance in accordance with above clauses.

20. PROCEDURE FOR TENDER OFFER AND SETTLEMENT

20.1 The Buyback is open to all Eligible Shareholder(s) holding Shares either in physical and/or dematerialized form on the Record Date.

20.2 The Company proposes to effect the Buyback through Tender Offer process, on a proportionate basis. This Letter of Offer and Tender Form, outlining the terms of the Buyback Offer as well as the detailed disclosures as specified in the Buyback Regulations, will be mailed to Eligible Shareholders whose names appear on the register of members of the Company, or who are beneficial owners of Equity Shares as per the records of Depositories, on the Record Date.

20.3 The Company will not accept any Equity Shares offered for Buyback where there exists any restraint order of a Court for transfer / disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.

20.4 The Company shall comply with Regulation 19(5) of the Buyback Regulations which states that the Company shall not buyback the locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferrable.

20.5 Eligible Shareholders' participation in Buyback will be voluntary. Shareholders can choose to participate, in part or in full, and get cash in lieu of the Shares accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. Shareholders may also tender a part of their Buyback Entitlement. Shareholders also have the option of tendering Additional Shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Shareholders, if any. Acceptance of any Shares tendered in excess of the Buyback Entitlement by the Shareholder, shall be in terms of procedure outlined in paragraph 19 (*Process and Methodology for the Buyback*) of this Letter of Offer.

20.6 The Company shall accept all the Equity Shares validly tendered for the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date.

20.7 Eligible Shareholders will have to transfer the Equity Shares from the same demat account in which they were holding the Equity Shares as on the Record Date and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar, and the such tendered shares

may be accepted subject to appropriate verification and validation by the Registrar.

- 20.8 As elaborated under Paragraph 19.4(b) above, the Equity Shares proposed to be bought as a part of the Buyback is divided into two categories: (a) Reserved Category for Small Shareholders and (b) the General Category for other Eligible Shareholders, and the Buyback Entitlement of an Eligible Shareholder in each category shall be calculated accordingly.
- 20.9 After accepting the Equity Shares tendered on the basis of Buyback Entitlement, Equity Shares left to be bought as a part of the Buyback, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buyback Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buyback Entitlement, in other category.
- 20.10 The Buyback shall be implemented by the Company using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, Notice Number 20170202-34 dated February 02, 2017, from BSE and following the procedure prescribed in the Companies Act, 2013 and the Buyback Regulations and as may be determined by the Board (including the Committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.
- 20.11 The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date.
- 20.12 For implementation of the Buyback, the Company has appointed IDBI Capital Markets & Securities Limited as the registered broker to the Company (the “**Company's Broker**”) through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

IDBI Capital Markets & Securities Limited

(Formerly, known as IDBI Capital Market and Services Limited)

3rd Floor, Mafatlal Centre, Nariman Point, Mumbai – 400021, Maharashtra, India

Contact Person: Ms. Charushila Parkar

Tel: +91 (22) 4322 1212; **Fax:** +91 (22) 2285 0785; **Email:** charushila.parkar@idbicapital.com

Website: www.idbicapital.com

SEBI Registration Number: INZ000007237; **CIN:** U65990MH1993GOI075578

- 20.13 Only BSE has been appointed as the stock exchange whose separate Acquisition Window shall be used to facilitate placing of sell orders by the Eligible Shareholders who wish to tender Equity Shares in the Buyback Offer. BSE would be the Designated Stock Exchange for this Buyback Offer. All Eligible Shareholders may place orders in the Acquisition Window, through their respective stock brokers (“**Shareholder Broker**”).

In the event Shareholder Broker(s) of Eligible Shareholder is not registered with BSE then that Eligible Shareholder can approach any BSE registered stock broker and can make a bid by using quick Unique Client Code (UCC) facility through that BSE registered stock broker after submitting the details as may be required by that stock broker to be in compliance with the SEBI regulations. In case Eligible Shareholder is not able to bid using quick UCC facility through any other BSE registered stock broker then the Eligible Shareholder may approach Company's Broker to bid by using quick UCC facility.

- 20.14 At the beginning of the Tendering Period, the order for buying Equity Shares shall be placed by the Company through the Company's Broker. During the Tendering Period, the order for selling the Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective Shareholder Broker during normal trading hours of the secondary market. In the tendering process, the Company's Broker may also process the orders received from the Shareholders.
- 20.15 Shareholder Broker can enter orders for demat Shares as well as physical Shares.
- 20.16 Modification / cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the Tendering Period of the Buyback offer. Multiple bids made by single Eligible Shareholder for selling the Shares shall be clubbed and considered as ‘one’ bid for the purposes of Acceptance.
- 20.17 The cumulative quantity tendered shall be made available on BSE website- www.bseindia.com throughout

the trading session and will be updated at specific intervals during the Tendering Period.

20.18 All documents sent by the Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.

20.19 Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialised form

Eligible Shareholders who desire to tender their Equity Shares in the electronic form under the Buyback would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares they intend to tender under the Buyback.

The Shareholder Broker would be required to place a bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the acquisition window of the BSE. Before placing the bid, the Eligible Shareholder would need to transfer the tendered Equity Shares to the special account of India Clearing Corporation Limited (“**Clearing Corporation**” / “**ICCL**”), by using the early pay in mechanism as prescribed by the BSE or the Clearing Corporation. This shall be validated at the time of order/bid entry. The details of the settlement number for the Buyback shall be informed in the issue opening circular that will be issued by BSE/ Clearing Corporation.

For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order/bid by custodians. The custodian shall either confirm or reject the orders not later than 6:00 p.m. on the last day of the Tendering Period i.e. date of closing of the Buyback Offer. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, any order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip (“**TRS**”) generated by the exchange bidding system to the Eligible Shareholder on whose behalf the bid has been placed. TRS will contain details of order submitted like Bid ID No., Application No., DP ID, Client ID, Number of Equity Shares tendered etc.

Eligible Shareholders who have tendered their Equity Shares in the Buyback may deliver the Tender Form duly signed (by all Shareholders in case shares are in joint names) in the same order in which they hold the shares, along with the TRS generated by the exchange bidding system either by registered post or courier or hand delivery to the Registrar to the Buyback Offer at the address mentioned on the cover page of this Letter of Offer) not later than 2 (two) days from the Closing Date i.e. Wednesday, August 9, 2017 (by 5 PM). The envelope should be superscribed as “**Engineers India Buyback Offer 2017**”. In case of non-receipt of the completed Tender Form and other documents, but receipt of Shares in the special account of the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for demat Shareholders.

The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or partial acceptance. Eligible Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):

- i. Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the Tender Form;
- ii. Duly attested death certificate and succession certificate/ legal heirship certificate, in case any Eligible Shareholder has expired; and
- iii. In case of companies, the necessary certified corporate authorizations (including board and/ or general meeting resolutions).

20.20 Procedure to be followed by Registered Eligible Shareholders holding Equity Shares in the Physical form

Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will

include:

- a) The Tender Form duly signed (by all Shareholders in case shares are in joint names) in the same order in which they hold the shares.
- b) Original share certificates
- c) Valid share transfer form(s) duly filled 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.
- d) Self-attested copy of the PAN Card(s) of all Shareholders.
- e) Any other relevant documents such as (but not limited to):
 - i. Duly attested Power of Attorney if any person other than the Eligible Shareholder has signed the relevant Tender Form
 - ii. Notarized copy of death certificate / succession certificate or probated will, if the original Shareholder has deceased
 - iii. Necessary corporate authorisations, such as Board Resolutions etc., in case of companies
- f) In addition to the above, if the address of the Shareholder has undergone a change from the address registered in the Register of Members of the Company, 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 or Passport.

Based on these documents, the concerned Shareholder Broker shall place a bid on behalf of the Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the acquisition window of BSE. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the Exchange Bidding System to the Shareholder. TRS will contain the details of order submitted like Folio No., Certificate No., Distinctive No., No. of Equity Shares tendered etc.

Any Shareholder Broker who places a bid for physical Equity Shares, is required to deliver Tender Form, TRS, original share certificate(s), valid share transfer form(s) & other documents (as mentioned in Paragraph hereinabove) either by registered post or courier or hand delivery to the Registrar to the Buyback Offer at the address mentioned on the cover page of this Letter of Offer not later than 2 (two) days from the Buyback Closing Date i.e. Wednesday, August 9, 2017 (by 5 PM). The envelope should be superscribed as “**Engineers India Buyback Offer 2017**”. One copy of the TRS will be retained by Registrar to the Buyback Offer and it will provide acknowledgement of the same to the Shareholder Broker.

Shareholders holding physical shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard.

Registrar to the Buyback Offer will verify such bids based on the documents submitted on a daily basis and till such verification, BSE shall display such bids as ‘unconfirmed physical bids’. Once Registrar to the Buyback Offer confirms the bids, they will be treated as ‘Confirmed Bids’.

In case any person has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback Offer before the Buyback Closing Date.

20.21 Additional requirements in respect of tenders by Non-resident shareholders

- a) While tendering their Equity Shares under the Buyback Offer, all Eligible Shareholders being Non-resident Shareholders should provide relevant confirmations/ declarations vide the duly filled-in and signed (by all shareholders in case the Equity Shares are held in joint names) Tender Forms (including a copy of the permission received from RBI wherever applicable). In the event relevant confirmations / declarations are not provided in the Tender Forms or there is ambiguity in the information provided, the Company reserves the right to reject such Tender Forms.
- b) FII/FPI shareholders should also enclose a copy of their SEBI registration certificate.

- c) In case the Equity Shares are held on repatriation basis, the Non-Resident Shareholders should enclose documents in support of the same. Such documents should include:
- a copy of the permission received by them from RBI at the time of the original acquisition of Shares
 - a letter from the Shareholder's authorized dealer/bank confirming that at the time of acquiring the said Equity Shares, payment for the same was made by the Non-resident shareholder from the appropriate account as specified by RBI in its approval.
 - Any other document which evidences repatriability of sale proceeds in respect of the tendered Shares.

In case the Non-resident shareholder is not in a position to produce supporting documents towards enabling repatriation, the Shares would be deemed to have been acquired on non-repatriation basis and in that case the Non-Resident Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Shares accepted under the Offer i.e. by way of credit to a non-repatriation bank account or issuance of Rupee demand draft.

- d) If any of the above stated documents, as applicable, are not enclosed along with the Tender Form, the Equity Shares tendered under the Buyback Offer are liable to be rejected.

20.22 Non-receipt of the Letter of Offer by, or accidental omission to dispatch the Letter of Offer to any Eligible Shareholder, shall not invalidate the Buyback Offer in any way. Shareholders not receiving the Letter of Offer, if they so desire, may also apply on the Tender Form downloaded from SEBI website (www.sebi.gov.in) or obtain a duplicate copy of the same by writing to the Registrar to the Buyback Offer. Please note that the Company shall accept Equity Shares validly tendered for the Buyback Offer on the basis of their holding and entitlement as appearing in the records of the Company as on the Record Date.

20.23 The acceptance of the Buyback Offer made by the Company is entirely at the discretion of the Eligible Shareholders of the Company. The Company does not accept any responsibility for the decision of any Eligible Shareholder to either participate or to not participate in the Buyback Offer. The Company will not be responsible in any manner for any loss of Share certificate(s) and other documents during transit and the Eligible Shareholders are advised to adequately safeguard their interest in this regard.

20.24 The instructions and authorizations contained in the Tender Form constitute an integral part of the terms of this Buyback Offer.

20.25 In case of non-receipt of the Letter of Offer / Tender Form:

- a) **In case the Equity Shares are in dematerialised form:** An Eligible Shareholder may participate in the Offer by downloading the Tender Form from the website of the Company i.e. www.engineersindia.com or send an application in writing on plain paper signed by all Eligible Shareholders (in case of joint holding), stating name and address of Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name/ID, beneficiary account number, number of Equity Shares tendered for the Buyback.
- b) **In case the Equity Shares are in physical form:** An Eligible Shareholder may participate in the Buyback Offer by providing an application in writing on a plain paper signed by all Eligible Shareholders (in case of joint holding) stating name, address, folio number, number of Equity Shares held, share certificate number, number of Equity Shares tendered for the Buyback Offer and the distinctive numbers thereof, enclosing the original share certificate(s), copy of Eligible Shareholders' PAN card(s), executed share transfer form in favour of the Company and other necessary documents. The transfer form SH-4 can be downloaded from the Company's website i.e. www.engineersindia.com. Shareholders/ Shareholder Broker must ensure that the Tender Form, along with TRS and the requisite documents, reach the Registrar to the Buyback Offer no later than 2 (two) days from the Buyback Closing Date Wednesday, August 9, 2017 (by 5 P.M). If the signature(s) of the Eligible Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar of the Company or are not in the same order (although attested), such applications are liable to be rejected under this Buyback Offer.

Eligible Shareholder(s) who intend to participate in the Buyback using the 'plain paper' option as

mentioned in this paragraph are advised to confirm their entitlement from the Registrar to the Buyback Offer, before participating in the Buyback.

Please note that Eligible Shareholder(s) who intend to participate in the Buyback will be required to approach their respective Shareholder Broker (along with the complete set of documents for verification procedures) and have to ensure that their bid is entered by their respective Shareholder Broker or broker in the electronic platform to be made available by BSE before the Buyback Closing Date, otherwise the same are liable to be rejected.

20.26 Acceptance of orders

The Registrar shall provide details of order Acceptance to Clearing Corporation within specified timelines.

20.27 Method of Settlement

Upon finalization of the basis of acceptance as per Buyback Regulations:

- (i) The Company will pay the consideration to the Company's Broker on or before the pay-in date for settlement. For Equity Shares accepted under the Buyback, the Shareholder will receive funds payout in their bank account from Clearing Corporation. The payment of consideration to all Shareholders validly participating in the Buyback will be made in Indian National Rupees.
- (ii) The Equity Shares bought back in the demat form would be transferred directly to the escrow account of the Company (the "**Demat Escrow Account**") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the BSE.
- (iii) Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Eligible Shareholders would be returned to them by Clearing Corporation. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Shareholder Broker's depository pool account for onward transfer to the Shareholder. In case of custodian participant orders, excess demat Shares or unaccepted demat Shares, if any, will be returned to the respective custodian participant. The custodian participants would return these unaccepted shares to their respective clients on whose behalf the bids have been placed.
- (iv) Equity Shares in Physical form, to the extent tendered but not accepted, will be returned back to the concerned Shareholders directly by Registrar to the Buyback Offer. The Company will issue a new single share certificate for all the unaccepted and excess physical shares and return the same to the sole/first Shareholder (in case of joint Shareholders). Share certificates in respect of unaccepted and excess / rejected Shares and other documents, if any, will be sent by Registered Post / Speed Post at the Shareholders' sole risk to the sole/first Shareholder (in case of joint Shareholders), at the address recorded with the Company, not later than Monday, August 14, 2017.
- (v) Every Shareholder Broker who puts in a valid bid on behalf of an Eligible Shareholder, would issue a contract note and pay the consideration for the Equity Shares accepted under the Buyback and return the balance unaccepted Equity Shares to their respective clients. Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- (vi) Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the selling Eligible Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the selling Shareholders from their respective Shareholder Broker, in respect of accepted Equity Shares, could be net of such costs, applicable taxes charges and expenses (including brokerage) and the Manager to the Buyback Offer and Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Shareholders.

- (vii) The Equity Shares lying to the credit of the Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations and Companies Act, 2013.

20.28 Settlement of Funds/Payment Consideration

The settlements of fund obligation for dematerialised and physical Equity Shares shall be effected as per the SEBI circulars and as prescribed by Exchange and Clearing Corporation from time to time.

ICCL would settle the trades by making direct funds payout to the Equity Shareholders and the Shareholder's Broker would issue contract note. Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback. If Equity Shareholder's bank account details are not available or if the fund transfer instruction is rejected by RBI or bank, due to any reasons, then the amount payable to Equity Shareholders will be transferred to the Seller Member for onward transfer to the Equity Shareholder.

20.29 Special Account opened with the Clearing Corporation

The details of transfer of the dematerialised Equity Shares to the special account by trading member or custodians shall be informed in the issue opening circular that will be issued by the BSE or ICCL.

20.30 Rejection Criteria

The Equity Shares tendered by Eligible Shareholders would be liable to be rejected on the following grounds:

For Eligible Shareholders holding shares in the dematerialized form if:

- a. the Shareholder is not a Eligible Shareholder of the Company as on the Record Date; or
- b. if there is a name mismatch in the dematerialised account of the Shareholder.

For Eligible Shareholders holding Equity Shares in the physical form if:

- a. The documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours of Wednesday, August 9, 2017 by 5:00 p.m.;
- b. If there is any other company share certificate enclosed with the Tender Form instead of the share certificate of the Company;
- c. If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders;
- d. If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate; or
- e. In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar.

21. NOTE ON TAXATION

Disclosures in this paragraph are based on expert opinion sought by the Company.

SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX PROVISIONS INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE ASSESSING OFFICERS IN THEIR CASE, AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF SUCH ADVICE.

The following summary of the tax considerations is based on the reading of the current provisions of the tax laws of India and the regulations thereunder, the judicial and the administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Any such changes could have different implications on these tax considerations. Given below is a broad summarization of the applicable sections of the Income Tax Act, 1961 ("Income Tax Act") relating to treatment of income-tax in case of Buyback of listed equity shares on the stock exchange, which is provided only as a guidance.

In view of the complexity and the subjectivity involved in the tax consequences of a buy back transaction, eligible shareholders are required to consult their tax advisors for the tax treatment in their hands considering the relevant tax provisions, facts and circumstances of their case.

The company does not accept any responsibility for the accuracy or otherwise of this tax summary and explicitly disowns any liability arising out of any action including a tax position taken by the eligible shareholder by relying on this summary.

The summary of tax considerations relating to buy back of equity shares listed on the stock exchange set out below should be treated as indicative and for general guidance purposes only.

CLASSIFICATION OF SHARES AND SHAREHOLDER

1. GENERAL

The Indian tax year runs from 1 April to 31 March. The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year. A person who is a tax resident of India is liable to taxation in India on his worldwide income, subject to certain prescribed tax exemptions provided under the Income Tax Act 1961 ('Income Tax Act' or 'ITA').

A person who is treated as a non-resident for Indian tax purposes is generally liable to tax in India only on his/her India sourced income or income received by such person in India. In case of shares of a Company, the source of income from shares would depend on the 'situs' of the shares. As per judicial precedents, generally the "situs" of the shares is where company is "incorporated" and where its shares can be transferred. Accordingly, since Engineers India Limited is incorporated in India, the shares of Engineers India Limited would be "situated" in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the ITA subject to any specific exemption in this regard. Further, the non-resident can avail the beneficial tax treatment prescribed under the relevant Double Tax Avoidance Treaty ("DTAA") subject to satisfaction of the relevant conditions and documentary compliance requirements prescribed under the ITA.

The ITA also provides for different tax regimes / rates applicable to the gains arising on buyback of shares, based on the period of holding, residential status and category of the shareholder, nature of the income earned, etc. The summary tax implications on buyback of equity shares listed on the stock exchange/s in India is set out below. All references to equity shares in this note refer to equity shares listed on the stock exchanges in India unless stated otherwise.

2. CLASSIFICATION OF SHAREHOLDERS

Shareholders can be classified under the following categories:

a) Resident Shareholders being:

- Individuals, Hindu Undivided Family (HUF), Association of Persons (AOP) and Body of Individuals (BOI)
- Others

b) Non Resident Shareholders being:

- Non Resident Indians (NRIs)
- Foreign Institutional Investors (FIIs)
- Others:
 - o Company
 - o Other than Company

3. CLASSIFICATION OF INCOME

Shares can be classified under the following 2 (two) categories:

- a) **Shares held as investment (income from transfer, taxable under the head "Capital Gains")**
- b) **Shares held as stock-in-trade (income from transfer, taxable under the head "Profits and Gains from Business or Profession")**

Gains arising from the transfer of shares may be treated either as “capital gains” or as “business income” for tax purposes, depending upon whether such shares were held as a capital asset or trading asset (i.e. stock-in-trade). Traditionally, the issue of characterization of income arising from sale of shares has been a subject matter of litigation with the tax authorities. Recently, the Central Board of Direct Taxes (“CBDT”), the apex body for Income-tax administration has issued Circular no. 6 of 2016, as per which, if the taxpayer opts to consider the shares as stock-in-trade, the income arising from the transfer of such shares would be treated as its business income. Also, if such shares are held for a period of more than 12 months, if the taxpayer desires to treat the income arising from the transfer thereof as “capital gains”, the same shall not be put to dispute by the Tax Officer. However, this stand, once taken by the assessee in a particular assessment year, shall remain applicable in the subsequent assessment years also and the taxpayer shall not be allowed to opt a different / contrary stand in this regard in the subsequent years.

Further, investments by FII in any securities in accordance with the regulations made under the Securities Exchange Board of India Act, 1992 would be treated as capital asset under the provisions of the ITA.

4. SHARES HELD AS INVESTMENT

As per the provisions of the ITA, where the shares are held as investments, income arising from the transfer of such shares is taxable under the head “Capital Gains”. Capital gains on buyback of shares are governed by the provisions of Section 46A of the ITA and would attract capital gains in the hands of shareholders as per provisions of Section 48 of the ITA. The provisions of buy back tax under Section 115QA in Chapter XII-DA of the ITA do not apply for shares listed on the stock exchange and hence exemption under section 10(34A) is not available to the eligible shareholder.

4.1 Period of holding

Depending on the period for which the shares are held, the gains would be taxable as “short term capital gain” or “long term capital gain”:

- In respect of equity shares held for a period less than or equal to 12 months prior to the date of transfer, the same shall be treated as a “short-term capital asset”, and the gains arising therefrom shall be taxable as “short term capital gains” (“STCG”).
- Similarly, where equity shares are held for a period more than 12 months prior to the date of transfer, the same shall be treated as a “long-term capital asset”, and the gains arising therefrom shall be taxable as “long-term capital gains” (“LTCG”).

4.2 Buyback of shares through a recognized stock exchange

Where transaction for transfer of such equity shares (i.e. buyback) is executed through a recognized stock exchange, they are liable to Securities Transaction Tax (‘STT’). STT is a tax payable in India on the value of securities on every purchase or sale of securities that are listed on the Indian Stock Exchange. Currently, the STT rate applicable on the purchase or sale of shares on the stock exchange is 0.1% of the value of security.

The taxability of buyback proceedings in the hands of the eligible shareholder should be as under:

- LTCG arising from such transaction would be exempt under Section 10(38) of the ITA.

However, the Finance Act, 2017 has amended section 10(38) of the ITA to provide that the exemption under section 10(38) shall not apply to any income arising from the transfer of a long-term capital asset, being an equity share in a company, if the transaction of acquisition, other than acquisitions as notified by the Central Government, has been entered on or after 1 October 2004 and such transaction has not been charged to securities transaction tax (‘STT under Chapter VII of the Finance (No. 2) Act, 2004.

Further to the said amendment to section 10(38) of the ITA, the Central Government has issued a draft notification along with press release dated 3 April 2017. The draft notification is spread over three paragraphs (a) to (c) as listed hereunder. These are three alternative situations and trigger of any of this leads to loss of exemption by the eligible shareholder. Rest of the cases can be considered as preserving the entitlement to exemption if the conditions of Section 10(38) are fulfilled.

- (a) Where acquisition of listed equity share in a company, whose equity shares are not frequently traded on a recognised stock exchange of India, is made through a preferential issue other than those preferential issues to which the provisions of chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 does not apply;

- (b) Where transaction for purchase of listed equity share in a company is not entered through a recognised stock exchange;
- (c) Acquisition of equity share of a company during the period beginning from the date on which the company is delisted from a recognised stock exchange and ending on the date on which the company is again listed on a recognised stock exchange in accordance with the Securities Contracts (Regulation) Act, 1956 read with Securities and Exchange Board of India Act, 1992 and any rules made thereunder

The said draft notification is open for public comments / suggestions. The CBDT has requested the stakeholders to submit their suggestions / comments by April 11, 2017. Accordingly, a final notification is awaited in this regard.

- STCG arising from such transaction would be subject to tax @ 15% under Section 111A of the ITA.

Unlike in the case of long-term capital gains, no amendment has been made in the Finance Act 2017 that requires payment of STT at the time shares are acquired for eligibility of a concessional rate of 15% on short-term capital gains.

Further, in case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is required to be considered while computing tax on such STCG taxable under Section 111A of the ITA. In addition to the above STCG tax, Surcharge, Education Cess and Secondary and Higher Education Cess are leviable (Please refer to Note 7 for rate of surcharge and cess).

MAT implications would get triggered in the hands of the resident corporate shareholder.

Non-resident shareholders can avail beneficial provisions of the applicable DTAA entered into by India subject to fulfilling of the relevant conditions and the documentary compliance prescribed under the ITA.

5. SHARES HELD AS STOCK-IN-TRADE

If the shares are held as stock-in-trade by any of the eligible shareholders of the Company, then the gains would be characterized as business income and taxable under the head "Profits and Gains from Business or Profession. In such a case, the provisions of Section 46A of the Act will not apply.

5.1 Resident Shareholders

Profits of

- a) Individuals, HUF, AOP and BOI would be taxable at applicable slab rates.
- b) Domestic company having turnover or gross receipts not exceeding Rs. 50 crore in the previous year i.e. 2015-16 would be taxable @ 25%
- c) For persons other than stated in (a) and (b) above, profits would be taxable @ 30%.

No benefit of indexation by virtue of period of holding would be available in any case.

5.2 Non Resident Shareholders

- a) Non-resident shareholders can avail beneficial provisions of the applicable DTAA entered into by India subject to fulfilling relevant conditions and the documentary compliance prescribed under the ITA.
- b) Where DTAA provisions are not applicable:
 - For non-resident individuals, HUF, AOP and BOI, profits would be taxable at slab rates
 - For foreign companies, profits would be taxed in India @ 40%
 - For other non-resident shareholders, such as foreign firms, profits would be taxed in India @ 30%.

In addition to the above, Surcharge, Education Cess and Secondary and Higher Education Cess are leviable.

6. TAX DEDUCTION AT SOURCE

6.1 In case of Resident Shareholders

In absence of any specific provision under the ITA, the Company is not required to deduct tax on the consideration payable to resident shareholders pursuant to the said Buyback.

6.2 In case of Non-resident Shareholder

Since the buy-back is through the stock exchange, the responsibility of discharge of the tax due on the gains (if any) is primarily on the non-resident shareholder. The non-resident shareholder must compute such gains (if any) on this transaction and immediately pay applicable taxes in India in consultation with their custodians/ authorized dealers/ tax advisors appropriately. The non-resident shareholders must file their tax return in India inter-alia considering gains arising on this buyback of shares in consultation with their tax advisors.

The non-resident shareholders undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to the non-resident shareholders on buyback of shares by the Company. The non-resident shareholders also undertake to provide the Company, on demand, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc.

7. RATE OF SURCHARGE AND CESS

In addition to the basic tax rate, Surcharge, Education Cess and Secondary and Higher Education Cess are leviable as under:

7.1 Surcharge.

- In case of domestic companies: Surcharge @ 12% is leviable where the total income exceeds Rs.10 crore and @ 7% where the total income exceeds Rs.1 crore but less than Rs.10 crore.
- In case of companies other than domestic companies: Surcharge @ 5% is leviable where the total income exceeds Rs.10 crore and @ 2% where the total income exceeds Rs.1 crore but less than Rs.10 crore.
- In case of individuals, HUF, AOP, BOI: Surcharge @15% is leviable where the total income exceeds Rs.1 crore and @10% where the total income exceeds Rs.50 lac but less than Rs.1 crore.
- In case of Firm, Local Authority: Surcharge @12% is leviable where the total income exceeds Rs.1 crore.

7.2 Cess.

Education Cess @ 2% and Secondary and Higher Education Cess @ 1% is leviable in all cases

The above note on taxation sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences of the disposal of equity shares. This note is neither binding on any regulators nor can there be any assurance that they will not take a position contrary to the comments mentioned herein. Hence, you should consult with your own tax advisors for the tax provisions applicable to your particular circumstances.

22. DECLARATION BY THE BOARD OF DIRECTORS

Declaration as required under clause (ix) and clause (x) of Part A of Schedule II to the Buyback Regulations:

The Board of Directors made the below mentioned declaration as on the date of passing the board resolution approving the Buyback i.e. March 20, 2017. Subsequently, pursuant to the authority granted to the Buyback Committee by the Board of Directors of the Company, in terms of resolutions dated March 20, 2017, the Buyback Committee has confirmed on behalf of Board of Directors that:

- i. The Board of Directors of the Company confirms that no defaults have been made or subsisting in the repayment of deposits accepted either before or after the commencement of the Companies Act, 2013, interest payment thereon, redemption of debentures or interest payment thereon redemption of preference shares or payment of dividend to any shareholder, or repayment of any term loans or interest payable thereon to any financial institutions or banking company.
- ii. The Board of Directors of the Company confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed an opinion that:
 - a. Immediately following the date of the Board Meeting on March 20, 2017 and the date of this Letter of Offer, there will be no grounds on which the Company can be found unable to pay its debts;

- b. As regards the Company's prospects for the year immediately following the date of the Board Meeting and the date of this Letter of Offer, having regard to the Board's intentions with respect to the management of the Company's business during the said year and to the amount and character of the financial resources which will in the Board's view be available to the Company during the said 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 the date of the Board Meeting approving the Buyback and within a period of one year from the date of this Letter of Offer, as the case may be;
- c. In forming an opinion as aforesaid, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act, 1956 (to the extent applicable) and Companies Act, 2013 (to the extent notified), as the case may be, including prospective and contingent liabilities.

This declaration is made and issued by the Buyback committee (under the authority of the Board of Directors) in terms of the resolution passed at its meeting held on July 17, 2017.

For and on behalf of the **Board of Directors of Company**

Sd/- (Sanjay Gupta) Chairman and Managing Director and Addl. Charge-Director (Finance) (DIN: 05281731)	Sd/- (Vipin Chander Bhandari) Director (HR) (DIN: 07550501)
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23. AUDITORS CERTIFICATE

The text of the report dated March 20, 2017 received from Arun K. Agarwal & Associates, Chartered Accountants, the Statutory Auditor of the Company addressed to the Board of Directors of the Company is reproduced below:

“Quote:

“To,
Board of Directors
 Engineers India Limited
 1, Bhikaji Cama Place,
 R. K. Puram,
 New Delhi - 110066

Dear Sirs,

Sub: Report in terms of Clause (xi) of Part A of Schedule II to the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (as amended).

We, Arun K. Agarwal & Associates, Chartered Accountants, the Statutory Auditors of the Company, have been informed that the Board of Directors of the Company in their meeting held on March 20, 2017 have decided to buy back Company's fully paid up equity shares as allowed under Section 68, 69 and 70 of the Companies Act, 2013 the Companies (Share Capital and Debenture) Rules, 2014 and subsequent amendments thereof and Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, (“**Buyback Regulations**”) at a price of ₹157.00 per share. In terms of the requirements of Clause (xi) of Schedule II, Part A of the Buyback Regulations, we confirm as under:

- (i) We have inquired into the state of affairs of the Company in relation to its audited accounts for the year ended March 31, 2016, as approved by the Board of Directors in the meeting held on 25th May, 2016 and unaudited limited reviewed results for the nine months ended December, 2016 as approved by the Board of Directors in their meeting held on 10th February, 2017;
- (ii) The amount of permissible capital payment towards buy-back of equity shares (including premium) in question as ascertained below in our view has been properly determined in accordance with Section 68(2) of the Companies Act, 2013 and Regulation 4(1) of Buyback Regulations:

Particulars	Standalone	Consolidated
	₹ in Lakhs	₹ in Lakhs
	As at 31 st March, 2016	As at 31 st March, 2016
Subscribed and fully paid up equity shares:		
336,936,600 Equity Shares of ₹5 each, fully paid up#	16846.84*	16846.84*
Total – A	16846.84	16846.84
Free Reserves:		
General reserve	246701.79	253150.93
Surplus in the statement of profit and loss	-	-
Securities premium account	-	-
Total – B	246701.79	253150.93
Total C = A+B	263548.63	269997.77
Maximum amount permissible for the Buy-back i.e. 25% of the aggregate fully paid-up equity share capital and free reserves	65887.16	67499.44
Buyback Size proposed by Board of Directors	65879.99	

The Shareholders of the Company in their Extra Ordinary General meeting held on 23rd December, 2016 approved the issue of bonus shares in the ratio of 1:1, i.e. one new equity bonus share of Rs.5/- each for one existing fully paid up equity share of Rs. 5/- each held. The issue and allotment of 33,69,36,600 bonus shares was made by the Company on 3rd January, 2017. Consequent to above, the paid up Share Capital has been increased by Rs. 16846.83 Lakhs and Reserves have reduced to that extent.

*The amount includes Rs. 0.01 Lakh on account of forfeited shares.

- (iii) The Board of Directors in their meeting held on 20th March 2017, have formed the opinion in terms of Clause(x) of Part A of the Schedule II of the Buyback Regulations, on reasonable grounds that the Company, having regard to its state of affairs, shall not be rendered insolvent within a period of one year from that date.
- (iv) Based on the representations made by the Company and other information and explanations given to us, which to the best of our knowledge and belief were necessary for this purpose, we report that we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration as approved by the Board of Directors in their meeting held on 20 March 2017, is unreasonable in all the circumstances in the present context.
- (v) We are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

The compliance with the provisions of the Companies Act, 2013 and Buyback Regulations is the responsibility of the Company's management. Our responsibility is to report on the amount of permissible capital for the buyback and report that the audited accounts on the basis of which calculation with reference to buyback is done and read the resolution of the Board of Directors for the meeting held on 20th March 2017 referred to in paragraph (i) and (v) above.

This report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Buyback Regulations solely to enable the Board of Directors of the Company to include it in public announcement, draft letter of offer and letter of offer to be circularised to the shareholders and filed with various regulatory agencies and providing to parties including the Manager to the offer, in connection with Buyback and should not be used for any other purpose or by any other person.

For Arun K Agarwal & Associates
Chartered Accountants
Firm Registration Number: 003917N
Sd/-
Arun Kumar Agarwal
(Partner)
Membership No. 082899
Place: New Delhi
Date: 20th March 2017

Unquote

24. DOCUMENTS FOR INSPECTION

The following material documents are available for inspection by shareholders of Engineers India Limited at the Registered Office: Engineers India House, 1, Bhikaji Cama Place, New Delhi, 110066 from 10.00 a.m. to 5.00 p.m. on any day, except Saturdays, Sundays and public holidays, during the Tendering Period.

- i. Copy of the Certificate of Incorporation;
- ii. Memorandum and Articles of Association of Engineers India Limited;
- iii. Copy of the annual reports of Engineers India Limited for the for financial years ended March 31, 2016 and March 31, 2015 and financial statements for year ended March 31, 2017 as filed with Stock Exchanges;
- iv. Certified true copy of the resolution passed by the Board of Directors at the meeting held on March 20, 2017 approving proposal for Buyback;
- v. Certified true copy of the resolution along with Scrutinizer's Report of the Shareholders passed by way of postal ballot dated June 15, 2017.
- vi. Copy of Report dated March 20, 2017 received from Arun K. Agarwal & Associates, Chartered Accountants, the Statutory Auditors of the Company, in terms of clause (xi) of Part A to Schedule II of the Buyback Regulations;
- vii. Copy of Declaration of solvency and an affidavit verifying the same in Form SH-9, as prescribed under section 68(6) of the Companies Act, 2013;
- viii. SEBI Comments vide letter no. SEBI/HO/CFD/DCR1/OW/P/2017/16437/1 dated July 14, 2017;
- ix. Copy of Escrow Agreement dated June 30, 2017 between Engineers India Limited, IndusInd Bank Limited and IDBI Capital Markets & Securities Limited;
- x. Copy of the certificate from Arun K. Agarwal & Associates., Chartered Accountants, the Statutory Auditors of the Company, dated June 20, 2017 certifying that the Company has adequate funds for the purposes of Buyback;
- xi. Copy of Public Announcement dated June 16, 2017 published in the newspapers on June 17, 2017 regarding Buyback of Equity Shares;
- xii. Opinion dated June 16, 2017 obtained by the Company on taxation.

25. DETAILS OF COMPLIANCE OFFICER

Shri Rajan Kapur,
Company Secretary
Engineers India Limited
Engineers India House, 1, Bhikaji Cama Place, New Delhi, 110066
Tel: 011-26762121
Fax: 011-26178210
E-mail: company.secretary@eil.co.in
Website: www.engineersindia.com

Investor may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e. 10:00 a.m. to 5:00 p.m. on all working days except Saturday, Sunday and public holidays.

26. DETAILS OF THE REMEDIES AVAILABLE TO THE SHAREHOLDERS/ BENEFICIAL OWNERS

- i. In case of any grievances relating to the Buyback (i.e. non-receipt of the Buyback consideration, Share certificate, demat credit, etc.) the investor can approach the Compliance Officer and/or Manager to the Buyback and/or Registrar to the Buyback for redressal.
- ii. If the Company makes any default in complying with the provisions of Section 68, 69, 70 of the Companies Act, 2013, or the rules made thereunder, the Company or any officer of the Company who is in default shall be punishable with imprisonment for a term and its limit, or with a fine and its limit or with both in terms of the Companies Act, 2013.
- iii. The address of the concerned office of the Registrar of Companies is as follows:

The Registrar of Companies, (NCT of Delhi & Haryana)
4th Floor, IFCI Tower, 61, Nehru Place
New Delhi - 110019

27. DETAILS OF INVESTOR SERVICE CENTRE

In case of any query, the Shareholders may contact the Registrar & Transfer Agent on any day except Sunday and Public holidays from 10:00 a.m. to 5:00 p.m. i.e. Monday to Friday and from 10.00 a.m. to 1.00 p.m. on Saturday, at the following address:



KARVY COMPUTERSHARE PRIVATE LIMITED

Karvy Selenium Tower B, Plot No 31-32, Gachibowli,
Financial District, Nanakramguda, Hyderabad- 500 032, Telangana, India

Contact Person: M. Murlu Krishna

Tel: +91 40 67162222; **Fax:** +91 40 23431551; **E-mail:** eil.buybackoffer@karvy.com

Website: www.karvycomputershare.com

SEBI Registration No.: INR000000221; **Validity Period:** Permanent Registration

CIN: U72400TG2003PTC041636

28. MANAGER TO THE BUYBACK OFFER



IDBI CAPITAL MARKETS & SECURITIES LIMITED

(Formerly known as IDBI Capital Market Services Limited)

3rd Floor, Mafatlal Centre, Nariman Point, Mumbai- 400 021, Maharashtra, India

Contact Person: Mr. Sumit Singh / Mr. Priyankar Shetty

Tel: +91 (22) 4322 1212; **Fax:** +91 (22) 2285 0785; **E-mail:** eil.buyback@idbicapital.com

Website: www.idbicapital.com

SEBI Registration No.: INM000010866; **Validity Period:** Permanent Registration

CIN: U65990MH1993GOI075578

29. DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THE LETTER OF OFFER

As per Regulation 19(1)(a) of the Buyback Regulations, the Board of Directors of the Company accept full responsibility for the information contained in this Letter of Offer and confirms that the information in this Letter of Offer contain true, factual and material information and does not contain any misleading information. The Letter of Offer is issued under the authority of the Board of Directors by the Buyback Committee through Resolution passed by the Buyback Committee meeting held on July 17, 2017.

For and on behalf of the Board of Directors of
Engineers India Limited

Sd/-
(Sanjay Gupta)
Chairman and Managing Director and
Addl. Charge-Director (Finance)
(**DIN:** 05281731)

Sd/-
(Vipin Chander Bhandari)
Director (HR)
(**DIN:** 07550501)

Sd/-
(Rajan Kapur)
Company Secretary
Membership No.: A10674

Date: July 17, 2017

Place: New Delhi

30. TENDER FORM

1. Tender Form for Demat Shareholders
2. Tender Form for Physical Shareholders

TENDER FORM
FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT
(FOR EQUITY SHAREHOLDERS HOLDING SHARES IN DEMATERIALISED FORM)

BUYBACK OPENS ON:	Tuesday, July 25, 2017
BUYBACK CLOSES ON:	Monday, August 7, 2017

Bid Number:
Date:

For Registrar use		
Inward No.	Date	Stamp

Status: Please tick appropriate box					
<input type="checkbox"/>	Individual	<input type="checkbox"/>	Foreign Institutional Investors/ Foreign Portfolio Investors	<input type="checkbox"/>	Insurance Company
<input type="checkbox"/>	Foreign Company	<input type="checkbox"/>	Non Resident Indian / OCB	<input type="checkbox"/>	FVCI
<input type="checkbox"/>	Body Corporate	<input type="checkbox"/>	Bank / Financial Institution	<input type="checkbox"/>	Pension/ PF
<input type="checkbox"/>	VCF	<input type="checkbox"/>	Partnership/ LLP	<input type="checkbox"/>	Others (specify)

India Tax Residency Status: Please tick appropriate box

Resident in India Non-Resident in India Resident of _____ (Shareholder to fill the country of residence)

To,
The Board of Directors
Engineers India Limited
 Engineers India House, 1, Bhikaji Cama Place,
 New Delhi, 110066
Tel: 011-26762121; Fax: 011-26178210

Dear Sirs,

Sub: Letter of Offer dated July 17, 2017 to Buyback not exceeding 4,19,61,780 Equity Shares of Engineers India Limited (the "Company") at a price of ₹157 (Rupees One Hundred Fifty Seven Only) per Equity Share ("Buyback Offer Price"), payable in cash ("Buyback")

- I/We (having read and understood the Letter of Offer dated July 17, 2017) hereby tender / offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
- I / We authorise the Company to Buyback the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Share.
- I / We hereby affirm and warrant that the Equity Shares comprised in this tender / offer are offered for Buyback by me / us are free from all liens, equitable interest, charges and encumbrance.
- I / We declare and warrant that there are no restraints / injunctions or other order(s)/ covenants of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback and that I / We am / are legally entitled to tender/ offer the Equity Shares for the Buyback.
- I / We agree that the consideration for the accepted Equity Shares will be paid to the Eligible Shareholder as per the provisions of Buyback Regulations and circulars issued by SEBI.
- I/We agree that the excess demat Shares or unaccepted demat Shares, if any, tendered would be returned to the Eligible Shareholder as per the provision of Buyback Regulations and circulars issued by SEBI.
- I / We undertake to return to the Company any Buyback consideration that may be wrongfully received by me / us.
- I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, 2013 and rules made thereunder and the Buyback Regulations.
- Details of Equity Shares held and tendered / offered for Buyback Offer:

	In Figures	In Words
Number of Equity Shares held as on Record Date		
Number of Equity Shares entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback		

Note: An Eligible Shareholder may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder shall be accepted in accordance with Paragraph 19 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

-----Tear along this line-----
Acknowledgement Slip: Engineers India Limited- Buyback Offer
(to be filled by the Eligible Shareholder) (subject to verification)

Folio No./DP ID: _____

Client ID _____

Received from Shri./ Smt. _____

Form of Acceptance-cum-Acknowledgement, Original TRS along with:

No. of Equity Shares offered for Buyback (In Figures) _____ (In Words) _____

Please quote Client ID No. & DP ID No. for all future correspondence

STAMP OF BROKER

10. Details of Account with Depository Participant (DP):

Name of the Depository (tick whichever is applicable)	<input type="checkbox"/> NSDL <input type="checkbox"/> CDSL
Name of the Depository Participant	
DP ID No.	
Client ID with the Depository Participant	

11. Equity Shareholders Details:

	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) of the Shareholder(s)				
Signature(s)*				
PAN No.				
Address of the Sole/First Equity Shareholder				
Telephone No. / Email ID of the Sole/First Equity Shareholder				

*Corporate must affix rubber stamp and sign

Applicable for all Non- resident Shareholders- I / We undertake to pay income taxes in India on any income arising on such Buyback and taxable in accordance with the prevailing income tax laws in India within 7th day of the succeeding month in which the Equity Shares are bought back by the Company. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me / us.

INSTRUCTIONS

This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender / Offer Form

- This Buyback offer will open on Tuesday, July 25, 2017 and close on Monday August 7, 2017.
- The Equity Shares tendered in the Buyback shall be rejected if (i) the tenderer is not a Eligible Shareholder of the Company as on the Record Date; or (ii) if there is a name mismatch in the demat account of the Shareholder; or (iii) if the Eligible Shareholder has made a duplicate bid.
- Eligible Shareholder is required to transfer the Equity Shares under the Buyback Offer to Clearing Corporation, by using the settlement number through the early pay-in mechanism of depositories. This shall be validated by the Shareholder Broker at the time of order/bid entry. The details of the settlement number for the Buyback will be provided in a separate circular which shall be issued at the time of issue opening by Clearing Corporation/ BSE.
- Eligible Shareholders who have tendered their Equity Shares in the Buyback may deliver the Tender Form duly signed (by all Shareholders in case shares are in joint names) in the same order in which they hold the shares, along with the TRS generated by the exchange bidding system either by registered post or courier or hand delivery to the Registrar to the Buyback Offer not later than 2 (two) days from the Buyback Closing Date i.e. Wednesday, August 9, 2017. The envelope should be superscribed as "Engineers India Buyback Offer 2017". In case of non-receipt of the completed Tender Form and other documents, but receipt of Equity Shares in the special account of the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for demat Eligible Shareholders.
- The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or partial acceptance. Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Eligible Shareholders would be returned to them by Clearing Corporation. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Shareholder Broker's depository pool account for onward transfer to the Eligible Shareholder. In case of custodian participant orders, excess demat Shares or unaccepted demat Shares, if any, will be returned to the respective custodian participant.
- In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the offer by providing their application in plain paper in writing signed by such Eligible Shareholder, stating the name of the Eligible Shareholder, address of the Equity Shareholder, number of Equity Shares held, Client ID number, DP name, DP ID number and number of Equity Shares tendered. Eligible Shareholders have to ensure that their bid is entered in the electronic platform to be made available by the BSE before the closure of the Buyback.
- Eligible Shareholders to whom the Buyback offer is made are free to tender Equity Shares to the extent of their Buyback Entitlement in whole or in part or in excess of their Buyback Entitlement, but not exceeding their holding as on the Record Date.
- All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
- By agreeing to participate in the Buy-back the Non-resident Shareholders give the Company the unconditional and irrevocable authority and power to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reportings, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
- Non-Resident Shareholders must obtain all approvals required to tender the Equity Shares held by them in this Buyback (including without limitation the approval from the RBI).
- All capitalised items shall have the meaning ascribed to them in the Letter of Offer.

-----Tear along this line-----

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR CLIENT ID AND DP ID:

Investor Service Centre, Engineers India Limited - Buyback offer

Karvy Computershare Private Limited

Karvy Selenium Tower B, Plot No 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032, Telangana, India

Contact Person: M. Murli Krishna

Tel: +91 040 67162222; **Fax:** +91 040 23431551; **E-mail:** eil.buybackoffer@karvy.com; **Website:** www.karvycomputershare.com

SEBI Registration Number: INR000000221; **Validity Period:** Permanent Registration; **CIN:** U72400TG2003PTC041636

TENDER FORM
FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT
(FOR EQUITY SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM)

BUYBACK OPENS ON:	Tuesday, July 25, 2017
BUYBACK CLOSES ON:	Monday, August 7, 2017

Bid Number:
Date:

For Registrar use		
Inward No.	Date	Stamp

Status: Please tick appropriate box					
<input type="checkbox"/>	Individual	<input type="checkbox"/>	Foreign Institutional Investors/ Foreign Portfolio Investors	<input type="checkbox"/>	Insurance Company
<input type="checkbox"/>	Foreign Company	<input type="checkbox"/>	Non Resident Indian / OCB	<input type="checkbox"/>	FVCI
<input type="checkbox"/>	Body Corporate	<input type="checkbox"/>	Bank / Financial Institution	<input type="checkbox"/>	Pension/ PF
<input type="checkbox"/>	VCF	<input type="checkbox"/>	Partnership/ LLP	<input type="checkbox"/>	Others (specify)

India Tax Residency Status: Please tick appropriate box

Resident in India Non-Resident in India Resident of _____ (Shareholder to fill the country of residence)

To,
The Board of Directors
Engineers India Limited
 Engineers India House, 1, Bhikaji Cama Place,
 New Delhi, 110066
 Tel: 011-26762121; Fax: 011-26178210

Dear Sirs

Sub: Letter of Offer dated July 17, 2017 to Buyback not exceeding 4,19,61,780 Equity Shares of Engineers India Limited (the "Company") at a price of ₹157 (Rupees One Hundred Fifty Seven Only) per Equity Share ("Buyback Offer Price"), payable in cash ("Buyback")

- I/We (having read and understood the Letter of Offer dated July 17, 2017) hereby tender / offer my / our Equity Shares in response to the Buyback in accordance with the terms and conditions set out below and in the Letter of Offer.
- I / We authorise the Company to Buyback the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Share certificates.
- I / We hereby affirm and warrants that the Equity Shares comprised in this tender / offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.
- I / We declare and warrant that there are no restraints / injunctions or other order(s)/ covenants of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback and that I / we am / are legally entitled to tender/ offer the Equity Shares for the Buyback.
- I/ We agree that the consideration for the accepted Equity Shares will be paid to the Eligible Shareholder as per the provisions of Buyback Regulations and circulars issued by the SEBI.
- We agree that the excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered would be returned to the Eligible Shareholder as per the provisions of Buyback Regulations and circulars issued by the SEBI.
- I / We undertake to return to the Company any Buyback consideration that may be wrongfully received by me / us.
- I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback offer in accordance with the Companies Act, 2013 and the rules made thereunder and the Buyback Regulations.
- I / We authorize the Company to split the Equity Share certificates and issue a new consolidated Equity Share certificate for the unaccepted Equity shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback.
- Details of Equity Shares held and tendered / offered for Buyback:

	In Figures	In Words
Number of Equity Shares held as on Record Date		
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buy Back		

Note: An Eligible Shareholder may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder shall be accepted in accordance with Paragraph 19 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

11. Details of Share Certificate(s) Enclosed: Total No. of Share Certificates Submitted:

Serial No.	Folio No.	Share Certificate No.	Distinctive No.		No. of Shares
			From	To	
1.					
2.					
3.					
4.					
Total					

In case the number of folios and equity share certificates enclosed exceed four nos., please attach a separate sheet giving details in the same format as above.

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Acknowledgement Slip: Engineers India Limited – Buyback Offer
 (to be filled by the Eligible Shareholder) (subject to verification)

Ledger Folio No.: _____

*Received from Shri./ Smt. _____

Form of Acceptance-cum-Acknowledgement, Original TRS along with: _____

No. of Equity Shares offered for Buyback (In Figures) _____ (In Words) _____

Please quote Ledger Folio No. for all future correspondence

STAMP OF BROKER

12. Details of other Documents (Please ✓ as appropriate, if applicable) enclosed:

- | | |
|---|--|
| <input type="checkbox"/> Power of Attorney | <input type="checkbox"/> Previous RBI approvals for acquiring the Equity Shares of Engineers India Limited tendered in the Buyback |
| <input type="checkbox"/> Corporate authorizations | <input type="checkbox"/> Death Certificate |
| <input type="checkbox"/> Succession Certificate | <input type="checkbox"/> Self-attested copy of Permanent Account Number (PAN Card) |
| <input type="checkbox"/> TRS | <input type="checkbox"/> Others (please specify) _____ |

13. Equity Shareholders Details:

	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) of the Shareholder				
Signature(s)*				
PAN No.				
Address of the Sole/First Equity Shareholder				
Telephone No. / Email ID of the Sole/First Equity Shareholder				

*Corporate must affix rubber stamp and sign

Applicable for all Non- resident Shareholders- I / We undertake to pay income taxes in India on any income arising on such Buyback and taxable in accordance with the prevailing income tax laws in India within 7th day of the succeeding month in which the shares are bought back by the Company. I /We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me / us.

14. Details of the bank account of the sole or first Shareholder to be incorporated in the consideration warrant (to be mandatorily filled)

Name of the Bank	Branch and City	Account Number (indicate type of account)

INSTRUCTIONS

This Tender / Offer Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender / Offer Form

- This Buyback offer will open on Tuesday, July 25, 2017 and close on Monday, August 7, 2017.
- Eligible Shareholder who wish to tender their Equity Shares in response to this Buyback Offer should submit the following documents to their Shareholder Broker who in turn would deliver the said documents along with Transaction Registration Slip (TRS) to the Registrar and Transfer Agent ("RTA") / may submit the requisite documents directly to the RTA; the documents should be sent to the RTA only after the placement of a valid bid on the Acquisition Window; non-receipt of the below mentioned documents by the RTA till Wednesday, August 9, 2017 by 5:00 p.m. shall result in the rejection of the tendered Equity Shares:
 - The Tender form duly signed (by all Shareholders in case of shares are in joint names) in the same order in which they hold shares;
 - Original Share Certificates;
 - Valid share transfer form(s) (SH-4) duly filled 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.
 - Self-attested copy of the Shareholder's PAN Card.
 - Any other relevant documents such as (but not limited to) :
 - Duly attested Power of Attorney registered with the Registrar, if any person other than the Shareholder has signed the relevant Tender Form;
 - Notarized copy of death certificate/succession certificate or probated bill, if the original Shareholder has deceased;
 - Necessary corporate authorization, such as Board Resolutions etc., in case of companies;
 - In addition to the above, if the address of the Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Shareholder of the Company 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 or Passport.
- Eligible Shareholders to whom the Buyback offer is made are free to tender Equity Shares to the extent of their Buyback Entitlement in whole or in part or in excess of their Buyback Entitlement, but not exceeding their holding as on the Record Date.
- All documents/ remittances sent by or to Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
- All documents as mentioned above shall be enclosed with the valid Tender Form otherwise the Equity Shares will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others:
 - The documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours of Wednesday, August 9, 2017 by 5:00 p.m.;
 - If there is any other company share certificate enclosed with the Tender Form instead of the share certificate of the Company;
 - If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders;
 - If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate; or
 - In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar.

For other grounds of rejection please refer to the Letter of Offer.
- By agreeing to participate in Buyback the Non-resident Shareholders give the Company the unconditional and irrevocable authority and power to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the company for such regulatory reporting, if required by the Company.
- Non-Resident Shareholders must obtain all approvals required to tender the Equity Shares held by them in this Buyback (including without limitation the approval from the RBI).
- The Equity Shares tendered in the Buyback shall be rejected if (i) the Shareholder is not a Eligible Shareholder of the Company as on the Record Date; or (ii) if there is a name mismatch in the demat account of the Shareholder; or (iii) if the Eligible Shareholder has made a duplicate bid.
- In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the offer by providing their application in plain paper in writing signed by such Eligible Shareholder, stating the name of the Eligible Shareholder, address of the Eligible Shareholder, folio number, Share certificate number, number of Equity Shares held and number of Equity Shares tendered and enclosing other relevant documents such as physical Equity Share certificate, copy of PAN card and Form SH-4 in favour of the Company in case of Equity Shares being held in physical form. Eligible Shareholders have to ensure that their bid is entered in the electronic platform to be made available by the BSE before the closure of the Buyback.
- All capitalised items shall have the meaning ascribed to them in the Letter of Offer.

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ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR FOLIO NUMBER:

Investor Service Centre, Engineers India Limited - Buyback offer
Karvy Computershare Private Limited

Karvy Selenium Tower B, Plot No 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032, Telangana, India

Contact Person: M. Murli Krishna

Tel: +91 040 67162222; Fax: +91 040 23431551; E-mail: eil.buybackoffer@karvy.com; Website: www.karvycomputershare.com

SEBI Registration Number: INR000000221; Validity Period: Permanent Registration; CIN: U72400TG2003PTC041636

Form No. SH-4

Securities Transfer Form

[Pursuant to section 56 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Share Capital and Debentures) Rules 2014]

Date of execution

FOR THE CONSIDERATION stated below the “Transferor(s)” named do hereby transfer to the “Transferee(s)” named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN: L74899DL1965GOI004352

Name of the company (in full): ENGINEERS INDIA LIMITED

Name of the Stock Exchange where the company is listed, if any: BSE Limited and National Stock Exchange of India Limited

DESCRIPTION OF SECURITIES:

Kind/Class of securities (1)	Nominal value of each unit of security (2)	Amount called up per unit of security (3)	Amount paid up per unit of security (4)

No. of Securities being Transferred		Consideration Received (Rs)	
In Figures	In Words	In words	In figures

Distinctive Number	From				
	To				
Corresponding Certificate Nos:					

TRANSFEROR’S PARTICULARS

Registered Folio Number	
Name(s) in full	Signature (s)
1.	
2.	
3.	

I, hereby confirm that the Transferor has signed before me.

Signature of the Witness	
Name of the Witness	
Address of Witness	
	Pin Code:

TRANSFEEE'S PARTICULARS

	1	2	3
Name in full			
Father's/ Mother's/ Spouse Name			
Address, Mobile/Ph. No. E-mail ID Pin Code			
Occupation			
Existing folio no., if any			
PAN No.			
Signature			

Folio No. of Transferee: _____

Specimen Signature of Transferee(s)

1. _____
2. _____
3. _____

Existing Folio No. If any

1. _____
2. _____

Value of stamp affixed: Rs._____

Enclosures:

- (1) Certificate of shares or debentures or other securities
- (2) If no certificate is issued, Letter of allotment.
- (3) Copy of PAN CARD of all the Transferees (For all listed Cos).
- (4) Other, Specify.....

Stamps:

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For office use only Checked by _____ Signature tallied by _____ Entered in the Register of Transfer on _____ vide Transfer No. _____ Approval Date _____ Power of attorney/Probate/Death Certificate/Letter of Administration Registered on _____ at No. _____
