



Brief Synopsis of Rehabilitation Scheme

The Company has been declared as Sick Industrial Company by the Board for Industrial and Financial Reconstruction (hereinafter referred to as "Board"), and is presently operating under the **Rehabilitation Scheme as sanctioned** by the Board in its meeting held on **1st September, 2010**. This revival scheme envisages various directions to the Company viz.; de-rating of equity by writing off 90% of the Equity Capital against accumulated losses, the settlement with unsecured creditors, conversion of loan into equity, infusion of additional funds and such other steps as advised.

A Misc. Application was filed with BIFR dated 04th March, 2013 requesting the Board to **grant the reduction of capital** which was pending for relief under the Department of Company Affairs (a direction under the scheme), as only after the direction for reduction of capital is granted, the Company would be able to reduce the capital as envisaged in the sanctioned scheme. The said Misc. Application was allowed in the BIFR hearing held on **19th March, 2013**.

Thus, in compliance with the aforesaid directions of the BIFR, the Company shall de-rate its Equity by Reducing the Face Value of Equity Shares of the Company from Rs. 10/- to Re. 1/- each, thereby reducing the Issued, Subscribed and Paid-up Capital of the Company from Rs. 7,96,34,700/- consisting of 79,63,470, Equity shares of Rs. 10/- each to Rs. 79,63,470/- consisting of 79,63,470 Equity shares of Re. 1/- each.

The entire de-rating/reduction of Capital is explained in following Schedules. Please note, that this reduction does not cause any Shareholder to hold any fractional Shares in the Company as there has been reduction in the face value and paid up value of Equity Shares from Rs. 10/- each to Re. 1/- each.

SCHEDULE-I

Shareholding before De-rating:

Category	No. of Shares	Paid up Value per Share (In Rs.)	Total Paid Up Value (In Rs.)	% of Shareholding
Promoter and Promoter Group	5216214	10/-	52162140	65.50
Public	2747256	10/-	27472560	34.50
Total	7963470	10/-	79634700	100

Shareholding after De-rating:

Category	No. of Shares	Paid up Value per Share (In Rs.)	Total Paid Up Value (In Rs.)	% of Shareholding
Promoter and Promoter Group	5216214	1/-	5216214	65.50
Public	2747256	1/-	2747256	34.50
Total	7963470	1/-	7963470	100





SCHEDULE II

This reduction does not cause any change in the share holding of any particular shareholder as there has been reduction in the face value of Equity Shares from Rs. 10/- each to Re. 1/- each.

Shares held by a shareholder before reduction		Shares held by a shareholder post reduction	
Shares	Face Value	Shares	Face Value
100 shares	10/-	100 Shares	1 /-

Further, it would be pertinent to note that, under the Sanctioned Scheme of the Board (Page no. 15-Relief and Concessions-Point B-3); the Company has been granted an exemption from the "applicability of Section 100(2) to Section 104 of the Companies Act, 1956 (relating to reduction of Share Capital)".

For TPI India Limited


Bharat Parekh
Managing Director
DIN: 02650644

