



Investment Banking

February 23, 2018

The Secretary
BSE Limited
✓ P J Towers
Dalal Street
Mumbai 400 001

The Secretary
The National Stock Exchange of India Limited
Exchange Plaza
Plot no. C/1, G Block
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051

Dear Sir/Madam,

Sub: Buyback of 2,94,746 equity shares of INR 10/- each ("Share") of Swaraj Engines Limited ("Company") at a price of INR 2,400/- per Share under tender offer route ("Buyback")

We would like to inform you that Swaraj Engines Limited has issued a post buyback public announcement for the Buyback of its equity shares through tender offer route. The Post buyback Public Announcement has been published on February 23, 2018 in the following newspapers:

- Financial Express (English) (all editions)
- Jansatta (Hindi) (all editions)
- Punjabi Tribune (Punjab - Chandigarh)
-

In this regard, please find enclosed a copy of the Post Buyback Public Announcement that has been published in the above mentioned newspapers on February 23, 2018.

Yours sincerely,

For Kotak Mahindra Capital Company Limited

Amit Joshi
Vice President

Encl.: As above

Kotak Mahindra Capital Company Limited

CIN U67120MH1995PLC134050

Registered Office:

27BK

C - 27, "G" Block

Bandra Kurla Complex

Bandra (East), Mumbai - 400 051, India.

T +91 22 43360000

F +91 22 67132445

www.investmentbank.kotak.com

POST BUYBACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF SWARAJ ENGINES LIMITED

This public announcement (the **"Post Buyback Public Announcement"**) is being made in compliance with Regulation 19(7) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 and subsequent amendments thereof (the **"Buy-back Regulations"**). This Post Buyback Public Announcement should be read in conjunction with the Public Announcement dated January 3, 2018 and published on January 4, 2018 (the **"Public Announcement"**), the Letter of Offer dated January 20, 2018 (the **"Letter of Offer"**) and the Addendum to the Letter of Offer dated January 30, 2018 and published on January 31, 2018 (the **"Addendum"**). The terms used but not defined in this Post Buyback Public Announcement shall have the same meanings as assigned in the Public Announcement and the Letter of Offer.

1. THE BUYBACK

- 1.1. Swaraj Engines Limited (the **"Company"**) had announced the buyback of up to 2,94,746 (Two Lakhs Ninety Four Thousand Seven Hundred and Forty Six Only) fully paid-up equity shares of face value of ₹ 10/- each (**"Equity Shares"**) from all the existing shareholders / beneficial owners holding Equity Shares as on the record date (i.e. January 12, 2018), on a proportionate basis, through the "Tender Offer" route at a price of ₹ 2,400/- (Rupees Two Thousand Four Hundred Only) per Equity Share payable in cash, for an aggregate amount of ₹ 70,73,90,400/- (Rupees Seventy Crores Seventy Three Lakhs Ninety Thousand Four Hundred Only) excluding transactional costs, viz., brokerage, applicable taxes such as, securities transaction tax, goods and service tax, stamp duty etc.) (**"Buyback Size"**) (**"Buyback"**). The Buyback Offer Size is 25% of the fully paid-up equity share capital and free reserves as per the audited accounts of the Company for the financial year ended 31st March, 2017, and the number of Equity Shares proposed to be bought back represents 2.37% of the total issued and paid up equity share capital of the Company.
- 1.2. The Company has adopted Tender Offer route for the purpose of Buyback. The Buyback was implemented 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 "Streamlining the Process for Acquisition of Shares pursuant to Tender-Offers made for Takeovers, Buy Back and Delisting of Securities" notified by SEBI vide circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any amendments thereof (**"SEBI Circular"**).
- 1.3. The Tendering Period for the Buyback Offer opened on Wednesday, January 31, 2018 and closed on Wednesday, February 14, 2018.

2. DETAILS OF BUYBACK:

- 2.1. 2,94,746 (Two Lakhs Ninety Four Thousand Seven Hundred and Forty Six Only) Equity Shares were bought back under the Buyback, at a price of ₹ 2,400/- (Rupees Two Thousand Four Hundred Only) per Equity Share.
- 2.2. The total amount utilized in the Buyback is ₹ 70,73,90,400/- (Rupees Seventy Crores Seventy Three Lakhs Ninety Thousand Four Hundred Only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, goods and service tax, stamp duty, etc.
- 2.3. The Registrar to the Buyback i.e. Karvy Computershare Private Limited (**"Registrar"**), considered 9,654 valid bids for 14,71,829 Equity Shares in response to the Buyback, resulting in the subscription of approximately 4.99 times the maximum number of shares proposed to be bought back. The details of valid bids considered by the Registrar are as follows:

Sr. No.	Category of Shareholders	No. of Equity Shares reserved in Buyback	No. of Valid Bids	Total Valid Equity Shares Tendered	% Response
1.	Reserved category for Small Shareholders	44,212	8,562	2,60,479	589.16
2.	General category of other Shareholders	2,50,534	1,092	12,11,350	483.51
	Total	2,94,746	9,654	14,71,829	499.36

- 2.4. All valid applications have been considered for the purpose of Acceptance in accordance with the Buy-back Regulations and Paragraph 22 of the Letter of Offer. The communication of acceptance / rejection has been dispatched by the Registrar to the Buyback to respective Shareholders on February 22, 2018.
- 2.5. The settlement of all valid bids was completed by the Clearing Corporation on February 21, 2018. The funds have been directly paid out to Eligible Shareholders whose shares have been accepted under the Buyback. If bank account details of any Eligible Shareholders holding Equity Shares in dematerialized form were not available or if the funds transfer instructions were rejected by the Reserve Bank of India or any relevant bank, due to any reason, then the amounts payable to the Eligible Shareholders were transferred to the concerned selling members for onward transfer to such Eligible Shareholders holding Equity Shares in dematerialized form.
- 2.6. Demat Equity Shares accepted under the Buyback have been transferred to the Company's demat escrow account on February 21, 2018. The unaccepted demat Equity Shares have been returned to respective Shareholder Brokers / custodians by the Clearing Corporation on February 21, 2018. The unaccepted physical share certificates, if any, will be dispatched to the registered address of the respective eligible Equity Shareholders on or before February 26, 2018.
- 2.7. The extinguishment of 2,94,746 Equity Shares accepted under the Buyback, comprising of 2,94,738 Equity Shares in dematerialized form and 8 Equity Shares in physical form is currently under process and shall be completed on or before February 28, 2018. The Company, and its respective directors, accept full responsibility for the information contained in this Post Buyback Public Announcement and also accept responsibility for the obligations of the Company laid down under the Buy-back Regulations.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN:

- 3.1. The capital structure of the Company, pre and post the Buyback is as under:

(Equity Shares have a face value of ₹ 10/- each)

Sr. No.	Particulars	Pre Buyback*		Post Buyback*	
		No. of Equity Shares	Amount (₹ Lacs)	No. of Equity Shares	Amount (₹ Lacs)
1.	Authorized Equity Share Capital	2,50,00,000	2,500.00	2,50,00,000	2,500.00
2.	Issued, Subscribed and Paid-up Equity Share Capital	1,24,21,430	1,242.14	1,21,26,684	1,212.67

*As on record date *Subject to extinguishment of 2,94,746 Equity Shares

- 3.2. Details of the Shareholders / beneficial owners from whom Equity Shares exceeding 1% of the total Equity Shares bought back have been accepted under the Buyback are as mentioned below:

Sr. No.	Name of the Shareholder	No. of Equity Shares accepted under buyback	Equity Shares accepted as a % of total Equity Shares bought back	Equity Shares accepted as a % of total post buyback Equity Shares
1	MAHINDRA & MAHINDRA LIMITED	87,211	29.59	0.72
2	KIRLOSKAR INDUSTRIES LTD	45,651	15.49	0.38
3	L AND T MUTUAL FUND TRUSTEE LTD- L AND T INDIA PRUDENCE FUND	14,613	4.96	0.12
4	NATIONAL WESTMINSTER BANK PLC AS TRUSTEE OF THE JUPITER INDIA FUND	12,833	4.35	0.11
5	L&T MUTUAL FUND TRUSTEE LIMITED-L&T EMERGING BUSINESSES FUND	8,039	2.73	0.07
6	L AND T MUTUAL FUND TRUSTEE LTD- L AND T INDIA SPECIAL SITUATIONS FUND	6,646	2.25	0.05
7	L AND T MUTUAL FUND TRUSTEE LTD- L AND T MID CAP FUND	4,152	1.41	0.03
8	REETA KEYUR PARIKH	3,890	1.32	0.03
9	VIKRAM CHINUBHAI SHAH	3,881	1.32	0.03
10	SBI MAGNUM MIDCAP FUND	3,348	1.14	0.03
11	HDFC SMALL CAP FUND	3,150	1.07	0.03

- 3.3. The shareholding pattern of the Company Pre-Buyback (as on January 12, 2018) i.e. the Record Date and Post Buyback, is as under:

Particulars	Pre Buyback*		Post Buyback*	
	No. of Equity Shares	% of the existing equity share capital	No. of Equity Shares	% of post buyback equity share capital
Promoters	62,86,417	50.61	61,53,555	50.74
Foreign Investors (OCBs/FIIs/NRIs/ Non-residents/Non-domestic companies)	5,24,427	4.22	59,73,129	49.26
Indian Financial Institutions/Banks/Mutual Funds/Govt. Companies	15,05,828	12.12		
Public including other Bodies Corporate	41,04,758	33.05		
Total	124,21,430	100	121,26,684	100

*As on Record date *Subject to extinguishment of 2,94,746 Equity Shares

4. MANAGER TO THE BUYBACK OFFER



KOTAK MAHINDRA CAPITAL COMPANY LIMITED
27 BKC, 1st Floor, Plot No. C-27, "G" Block,
Bandra Kurla Complex, Bandra (East), Mumbai - 400051
Tel: +91 22 4336 0128, **Fax:** +91 22 6713 2447
Contact Person: Mr. Ganesh Rane
Email: project.swarajbuyback@kotak.com
SEBI Registration Number: INM000008704

5. DIRECTORS RESPONSIBILITY

As per Regulation 19(1)(a) of the Buy-back Regulations, the Board of Directors of the Company accepts full responsibility for the information contained in this Post Buyback Public Announcement or any other information advertisement, circular, brochure, publicity material which may be issued and confirms that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of

Swaraj Engines Limited

Sd/-

Subhash Mago
Whole Time Director & CEO
DIN: 07797207

Sd/-

S. Durgashankar
Director
DIN: 00044713

Sd/-

M.S. Grewal
Company Secretary
Membership No.: 11587