



LAKSHMI MACHINE WORKS LIMITED

BSE Limited Department of Corporate Services Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001 Script Code: 500252	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra (East) Mumbai - 400 051 Symbol: LAXMIMACH
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Dear Sir/ Madam,

Sub: Buyback of equity shares of Lakshmi Machine Works Limited (“Company”)

In accordance with the provisions of Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, we enclose the copy of Public Announcement published in all Editions (English and Hindi National Daily) in Business Standard and Makkal Kural (Regional) today, i.e., Wednesday 24th October, 2018, in relation to buyback of equity shares of the Company. The same is also available on Website of Company, i.e., www.lmwglobal.com.

Thanking you,

Yours faithfully,
For **Lakshmi Machine Works Limited**

C R SHIVKUMARAN
Company Secretary

Date: 24th October, 2018

Encl: as above



LAKSHMI MACHINE WORKS LIMITED

Corporate Identification Number (CIN): L29269TZ1962PLC000463. Registered Office: Perianaickenpalayam, SRK Vidyalaya Post, Coimbatore 641 020, Tamil Nadu, India.
Telephone: +91 422 302 8111, Fax: +91 422 222 0912, Website: www.lmwglobal.com, Email: secretarial@lmw.co.in, Company Secretary and Compliance Officer: Mr. C.R. Shivkumar

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF LAKSHMI MACHINE WORKS LIMITED FOR THE BUY-BACK OF EQUITY SHARES FROM THE OPEN MARKET THROUGH STOCK EXCHANGES UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018.

This public announcement (the "Public Announcement") is made in relation to the buy-back of equity shares (as defined below) by Lakshmi Machine Works Limited (the "Company") from BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (together, the "Stock Exchanges"), pursuant to the provisions of Regulation 16(iv)(a) read with Regulation 16(v)(b) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (the "SEBI Buy-Back Regulations"), and contains the disclosures as specified in the applicable provisions of Schedule IV to the SEBI Buy-Back Regulations.

OFFER FOR BUY-BACK OF EQUITY SHARES FROM OPEN MARKET THROUGH STOCK EXCHANGES.

1. DETAILS OF BUY-BACK OFFER AND OFFER PRICE

1.1 The board of directors of the Company (hereinafter referred to as the "Board" or "Board of Directors" which according to context can include a duly constituted buy-back committee of the Company), at its meeting held on October 22, 2018 (the "Board Meeting"), has approved the proposal for buy-back of its own fully paid-up equity shares of face value of ₹ 10 each ("Equity Shares") in accordance with Article 40 of the Articles of Association of the Company, the provisions of Sections 68, 69 and 70 of the Companies Act, 2013, as amended ("Companies Act") and the applicable rules thereunder, in compliance with the SEBI Buy-Back Regulations and subject to such other approvals, permissions, sanctions and filings as may be necessary under the SEBI Buy-Back Regulations, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR"), Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), Registrar of Companies, Coimbatore, Tamil Nadu (the "ROC"), Stock Exchanges where the Equity Shares of the Company are listed etc. as may be required and further subject to such conditions as may be prescribed while granting such Board approval which may be agreed by the Board of Directors of the Company.

1.2 The Board in the aforementioned meeting, have approved the buy-back by the Company of its fully paid-up Equity Shares for an aggregate amount not exceeding ₹ 16,000 Lakhs (Rupees Sixteen Thousand Lakhs only) ("Maximum Buy-back Size"), being 9.78% and 9.66% of the total paid-up share capital and free reserves of the Company based on the audited standalone and consolidated financial statements of the Company respectively, as at March 31, 2018 (being the date of the last audited financial statements of the Company), for a price not exceeding ₹ 6,000 (Rupees Six Thousand only) per Equity Share ("Maximum Buy-back Price") from all shareholders of the Company excluding promoters, promoter group and persons who are in control of the Company, as the terms are respectively defined in the SEBI Buy-Back Regulations ("Promoters") ("Buy-back"). The Maximum Buy-back Size does not include any other expenses incurred or to be incurred for the Buy-back like filing fees payable to SEBI, Stock Exchanges fees, advisors' fees, public announcement, publication expenses, transaction cost viz., brokerage, applicable taxes such as securities transaction tax, stamp duty, etc., and any other incidental and related expenses ("Transaction Costs"). The Buy-back period extends from October 22, 2018, i.e., the date of the Board approval to the date on which the final payment of consideration for the Equity Shares bought back by the Company is made ("Buy-back Period").

1.3 The aggregate maximum amount of the Buy-back will be less than 10% of the total paid-up capital and free reserves of the Company. The Company will comply with the requirement of maintaining a minimum public shareholding of at least 25% of the total paid-up equity share capital of the Company as provided under Regulation 38 of the SEBI LODR during the Buy-back Period and upon completion thereof.

1.4 The Buy-back will be implemented by the Company from its free reserves in accordance with Regulation 4(ix) of the SEBI Buy-Back Regulations and in accordance with Regulation 4(iv)(b)(ii) of the SEBI Buy-Back Regulations, through open market purchases from the Stock Exchanges, using the order matching mechanism except "all or none" order matching system, as provided under the SEBI Buy-Back Regulations. Further, as required under the Companies Act and SEBI Buy-Back Regulations, the Company shall not purchase Equity Shares which are locked-in or non-transferable, in the Buy-back, until the pendency of the lock-in or until the Equity Shares become transferable, as applicable. There are no partly paid-up Equity Shares with calls in arrears of the Company.

1.5 A copy of this Public Announcement is available on Company's website (www.lmwglobal.com) and is expected to be available on the website of SEBI (www.sebi.gov.in) during the Buy-back Period.

2. NECESSITY FOR THE BUY-BACK

2.1 In continuation of the Company's efforts to effectively utilize its resources, it is proposed to Buy-back its own Equity Shares for an aggregate amount not exceeding the Maximum Buy-back Size being 9.78% and 9.66% of the paid-up share capital and free reserves based on the audited financial statements of the Company as at March 31, 2018 on standalone and consolidated basis respectively, from the open market through Stock Exchanges. Having regard to the healthy cash flows that the Company has been able to consistently generate, the future projected cash flows of the Company and the anticipated funds required for capital expenditure and working capital to meet the expected future growth of the Company, the Buy-back is expected to achieve the following objectives:

- Reduce the outstanding number of Equity Shares and consequently increase earnings per share ("EPS") over a period of time;
- Effectively utilize available cash; and
- Improve key return ratios like return on net worth, return on assets etc. over a period of time

The Company believes that the Buy-back will create long term value for continuing shareholders. The Buy-back is not likely to cause any material impact on the profitability/earnings of the Company except a reduction in the investment income, which the Company could have otherwise earned on the amount distributed towards the Buy-back. The Buy-back will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations and for continued capital investment, as and when required.

2.2 At the Maximum Buy-back Price and for Maximum Buy-back Size, the indicative maximum number of Equity Shares bought back would be 2,66,666 (Two Lakh Sixty Six Thousand Six Hundred and Sixty Six) Equity Shares ("Maximum Buy-back Shares").

2.3 Further, in accordance with Regulation 15 of the SEBI Buy-Back Regulations, the Company shall utilize at least 50% of the amount earmarked as the Maximum Buy-back Size for the Buy-back, i.e. ₹ 8,000 Lakhs (Rupees Eight Thousand Lakhs only) ("Minimum Buy-back Size") and based on the Minimum Buy-back Size and the Maximum Buy-back Price, the Company will purchase a minimum of 1,33,333 (One Lakh Thirty Three Thousand Three Hundred and Thirty Three) Equity Shares ("Minimum Buy-back Shares") in the Buy-back.

2.4 The actual number of Equity Shares bought back during the Buy-back will depend upon the actual price, excluding the Transaction Costs, paid for the Equity Shares bought back and the aggregate consideration paid in the Buy-back, subject to the Maximum Buy-back Size. The actual reduction in outstanding number of Equity Shares would depend upon the price at which the Equity Shares of the Company are traded at the Stock Exchanges as well as the total number of Equity Shares bought back by the Company from the open market through the Stock Exchanges during the Buy-back Period.

3. BASIS FOR ARRIVING AT THE MAXIMUM BUY-BACK PRICE AND OTHER DETAILS

3.1 The Maximum Buy-back Price of ₹ 6,000 (Rupees Six Thousand only) per Equity Share has been arrived at after considering various factors, including average of the weekly high and low of the closing share price of the Equity Shares of the Company on the Stock Exchanges, the net worth of the Company and the potential impact of the Buy-back on the EPS of the Company. The Maximum Buy-back Price excludes the Transaction Costs.

3.2 The Maximum Buy-back Price is at a premium of 4.50% and 4.56% over the closing prices on BSE (i.e. ₹ 5,741.75 (Rupees Five Thousand Seven Hundred Forty One and Paise Seventy Five only)) and the NSE (i.e. ₹ 5,738.35 (Rupees Five Thousand Seven Hundred Thirty Eight and Paise Thirty Five only)), respectively, on October 15, 2018 which is one trading day prior to the date on which the notice of the Board Meeting to consider the Buy-back proposal was intimated to the BSE and the NSE. The Maximum Buy-back Price is at a premium of 1.21% and 1.00%, compared to the average of the weekly high and low of the closing prices of the Equity Shares of the Company on the Stock Exchanges during the 2 (two) weeks preceding the date of the Board Meeting on BSE and NSE respectively.

3.3 The Buy-back is proposed to be completed within a maximum period of six (6) months from the date of opening of the Buy-back. Subject to the Maximum Buy-back Price of ₹ 6,000 (Rupees Six Thousand only) per Equity Share for the Buy-back and maximum validity period of six (6) months from the date of opening of the Buy-back and achievement of the Minimum Buy-back Size, the actual time frame and the price for the Buy-back will be determined by the Board and the authorized representatives of the Board, at their discretion, in accordance with the SEBI Buy-Back Regulations.

However, in accordance with Regulation 19(ii) of the SEBI Buy-Back Regulations, Buy-back price for the Equity Shares in physical form will be determined as the volume weighted average price of the Equity Shares bought back, other than in the physical form, during the calendar week in which the Equity Shares in physical form are received by the seller broker or Axis Capital Limited ("Company's Broker") (or in case no Equity Shares are bought back in the normal market during that calendar week, then the previous week when the Company last bought back Equity Shares) and the price of Equity Shares tendered in physical form during the first week of the Buy-back shall be the volume weighted average market price of the Equity Shares of the Company during the preceding calendar week.

3.4 The amount required by the Company for the Buy-back (including the cost of financing the Buy-back and the Transaction Costs) will be from the internal accruals of the Company. The Company confirms that as required under Section 68(2)(d) of the Companies Act and under Regulation 4(ii) of the SEBI Buy-Back Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up equity share capital and free reserves post Buy-back.

4. PROMOTER SHAREHOLDING AND OTHER DETAILS

4.1 Details of aggregate shareholding of the promoter, promoter group and of the directors of the corporate promoters, and of persons who are in control of the Company as on the date of Board Meeting approving the Buy-back is as below:

S.No	Name of the Promoters / Promoter Group / Directors of Corporate Promoters / Persons in control	Number of Equity Shares	% Equity Shareholding in the Company
A. PROMOTER INDIVIDUALS			
1.	Mr. Sanjay Jayavarthanavelu	1,42,291	1.30
2.	Mrs. J. Rajyalakshmi	97,980	0.89
3.	Mrs. R. Uttara	44,290	0.40
4.	Mrs. D. Thyayammal	7,920	0.07
5.	Mr. Ravi Sam	5,866	0.05
6.	Mr. S. Pathy	1,420	0.01
7.	Mr. K. Sundaram (Late)#	1,220	0.01
8.	Mrs. Nethra J.S. Kumar	720	0.01
9.	Mr. Jaidev Jayavarthanavelu	460	Negligible
10.	Mr. D. Senthil Kumar	160	Negligible
11.	Ms. Shivali Jayavarthanavelu	50	Negligible
12.	Mrs. Lalithadevi Sanjay Jayavarthanavelu	49	Negligible
	Total (A)	3,02,426	2.76
B. PROMOTER CORPORATES			
1.	Lakshmi Cargo Company Limited	10,74,468	9.81
2.	Lakshmi Technology and Engineering Industries Limited	6,67,090	6.09
3.	The Lakshmi Mills Company Limited	5,20,000	4.75
4.	Lakshmi Ring Travellers (Coimbatore) Limited	2,52,180	2.30

5.	Super Sales India Limited	2,29,480	2.09
6.	Eshaan Enterprises Limited	1,27,110	1.16
7.	Lakshmi Electrical Control Systems Limited	88,800	0.81
8.	Lakshmi Electrical Drives Limited	17,500	0.16
9.	Lakshmi Precision Tools Limited	15,000	0.14
	Total (B)	29,91,628	27.31
C. DIRECTOR OF PROMOTER COMPANIES*			
1.	Mr. R.C.H. Reddy	230	Negligible
2.	Mr. Damotharan Rajendran	168	Negligible
3.	Mr. N. R. Selvaraj	116	Negligible
4.	Mr. Raghupathy J	107	Negligible
5.	Mr. Ramakrishnan Nagaraj	81	Negligible
6.	Mr. Aditya Krishna Pathy	1	Negligible
	Total (C)	703	0.00
	Total (A+B+C)	32,94,757	30.07

* Transmission pending

*Does not include the individuals mentioned in Part A of the table above (except Mr. K. Sundaram (Late) and Ms. Shivali Jayavarthanavelu) who are directors of one or more of the corporate entities which are listed in Part B of the table above.

4.2 Except as disclosed below, the promoter, promoter group and the directors of the corporate promoters, and persons who are in control of the Company have not purchased or sold any Equity Shares during a period of twelve (12) months preceding the date of the Public Announcement i.e. October 23, 2018 and six (6) months preceding the date of the Board Meeting i.e. October 22, 2018:

Name	Aggregate no. of shares purchased or sold	Nature of transaction	Maximum price (₹)	Date of maximum price	Minimum price (₹)	Date of minimum price
Mrs. Lalithadevi Sanjay Jayavarthanavelu	49	Purchase	6,680.00	March 26, 2018	6,678.00	March 26, 2018
Ms. Shivali Jayavarthanavelu	50*	Purchase	6,563.00	March 26, 2018	6,563.00	March 26, 2018

* 2 Shares were credited on March 28, 2018 and 48 shares were credited on April 2, 2018

5. PARTICIPATION BY PROMOTERS

5.1 In accordance with the provisions of Regulation 16(ii) of the SEBI Buy-back Regulations, the Buy-back shall not be made by the Company from the promoters or persons in control of the Company.

Further, in accordance with Regulation 24(i)(e) of the SEBI Buy-back Regulations, the promoters or their associates shall not deal in the shares or other specified securities of the Company in the stock exchange or off-market, including inter-se transfer of shares, during the period from the date of Board approval till the closing of the Buy-back.

6. NO DEFAULTS

6.1 The Company confirms that there are no defaults subsisting in the repayment of deposits or interest payable thereon, redemption of debentures or preference shares, payment of dividend to any shareholder or repayment of any term loan or interest payable thereon to any financial institution or banking company.

7. CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY

7.1 The Board has confirmed on the date of the Board Meeting, i.e. October 22, 2018 that they have made full inquiry into the affairs and prospects of the Company and that they have formed the opinion:

7.1.1 that immediately following the meeting of the Board of Directors is convened there will be no grounds on which the Company can be found unable to pay its debts;

7.1.2 as regards the Company's prospects for the year immediately following the date that, having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in their 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 that date;

7.1.3 in forming its opinion aforesaid, the directors shall take into account the liabilities as if the Company was being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016 (including prospective and contingent liabilities).

8. REPORT BY THE COMPANY'S AUDITORS

8.1 The text of the report dated October 22, 2018 received from M/s S. Krishnamoorthy & Co., the statutory auditor of the Company, addressed to the Board of Directors of the Company is reproduced below:

To,

The Board of Directors,
Lakshmi Machine Works Limited
Perianaickenpalayam, SRK Vidyalaya Post
Coimbatore 641 020
Tamil Nadu, India

Dear Sirs,

Subject: Report in terms of Clause (xi) of Schedule I to the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018

1. In connection with the proposal of Lakshmi Machine Works Limited (the "Company") to buy back its shares at Rs. 6,000 (Rupees Six Thousand only) per Equity share, in pursuance to the provisions of Section 68, 69 and 70 of the Companies Act, 2013 (the "Act"), the Companies (Share Capital and Debenture) Rules, 2014 and subsequent amendments thereof, and the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (the "Buy-back Regulations"), we have examined the Company's audited accounts for the year ended March 31, 2018 on standalone and consolidated basis and limited review of standalone financials for the period ending September 30, 2018, as approved by the board of directors of the Company ("Board of Directors"), and according to the information and explanations given to us and on the basis of verification of relevant records as we considered appropriate, we report that:

i) We have inquired into the state of affairs in relation to the Audited Standalone and the Consolidated Financial Statements for the year ended March 31, 2018, limited review of standalone financials for the period ending September 30, 2018.

ii) The amount of permissible capital payment for the Buy Back of equity shares, as computed in the table below, has been properly determined in our view in accordance with Section 68(2) of the Act and Regulation 4 of the Buy-back Regulations. The amount of equity share capital and free reserves have been extracted from the audited financial statements of the Company for the year ended March 31, 2018 as under:

Particulars	Standalone		Consolidated	
	Amount (₹ in Lakhs)			
(A) Paid up equity share capital (1,09,55,504 equity shares of face value ₹ 10 each)		1,09,55.55		1,09,55.55
(B) Free Reserves:				
Retained Reserve	12,660.15		12,660.15	
Profit & Loss Account	1,49,805.21	1,62,465.36	1,51,918.43	1,64,578.58
Total Paid up Capital and Free Reserves (A) + (B)		1,63,560.91		1,65,674.13
Permissible capital payment in accordance with Proviso to Section 68(2)(c) of the Companies Act, 2013 (25% of the total paid-up equity share capital and free reserves)		40,890.23		41,418.53
Permissible capital payment for Buyback in accordance with proviso to Regulation 4(iv) of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (as amended) (15% of total paid-up equity share capital and free reserves)		24,534.14		24,851.12
Permissible capital payment in accordance with proviso to Section 68(2)(b) of the Act requiring Board Resolution (10% of total paid-up equity share capital and free reserves)		16,356.09		16,567.41
Buyback Size proposed by Board of Directors				16,000.00

2. The Board of Directors at its meeting held on October 22, 2018 have formed their opinion as specified in Clause (x) of Schedule I of the Buy-back Regulations on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the meeting of the Board of Directors.

3. 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.

4. Compliance with the provisions of the Act and the Buy-back Regulations is the responsibility of the Company's management. Our responsibility is to verify the factual accuracy of the above-mentioned reporting under paragraph 1 above.

5. For the purpose of this report, we have conducted our verification in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes issued by the Institute of Chartered Accountants of India.

6. This report has been prepared and issued to the Company with reference to and for the purposes of the proposed Buyback of Equity Shares including disclosing in the public announcement and submission to various regulatory bodies such as SEBI, Stock Exchanges, RBI etc., as required under the Buy-back Regulations or the Act and rules thereunder, and should not be used, referred or distributed for any purpose without our prior written consent.

7. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For S Krishnamoorthy & Co

Chartered Accountants
Firm Registration Number 001496S

Sd/-

Partner: K. Ragu
Membership No. 011178
Place: Coimbatore
Date: 22 October 2018

Cc:

Axis Capital Limited
Axis House, Level 1,
C-2 Wadia International Centre,
P.B. Marg, Worli,
Mumbai - 400 025, India

9. DATE OF BOARD APPROVAL

9.1 The Board approval for the Buy-back was granted on October 22, 2018.

10. MINIMUM AND MAXIMUM NUMBER OF EQUITY SHARES PROPOSED TO BE BOUGHT BACK, SOURCES OF FUNDS AND COST OF FINANCING THE BUY-BACK

10.1 Based on the Minimum Buy-back Size and the Maximum Buy-back Price, the Company will purchase a indicative minimum of 1,33,333 (One Lakh Thirty Three Thousand Three Hundred and Thirty Three) Equity Shares ("Minimum Buy-back Shares") and based on Maximum Buy-back Size and the Maximum Buy-back Price, the indicative maximum number of Equity Shares bought back would be 2,66,666 (Two Lakh Sixty Six Thousand Six Hundred and Sixty Six) Equity Shares ("Maximum Buy-back Shares"). If the Equity Shares are bought back at a price below the Maximum Buy-back Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buy-back Shares or Minimum Buy-back Shares but will always be subject to the Maximum Buy-back Size. Further, the number of Equity Shares bought back will not exceed 25% of the total paid-up equity capital of the Company as on March 31, 2018.

10.2 The Company proposes to implement the Buy-back out of its free reserves. The amount required by the Company for the Buy-back (including the cost of financing the Buy-back and the Transaction Costs) will be invested out of internal accruals of the Company.

10.3 As mentioned in Paragraph 10.1 above, in continuation of the Company's efforts to effectively utilize its resources, it is proposed to Buy-back upto 9.78% and 9.66% of the paid-up share capital and free reserves based on the audited financial statements of the Company as at March 31, 2018 on standalone and consolidated basis respectively, from the open market through the Stock Exchanges. The Buy-back of Equity Shares will result in a reduction in number of shares accompanied by a likely increase in EPS and return on capital employed. The Company believes that the Buy-back will create long term value for continuing shareholders.

11. PROPOSED TIMETABLE FOR BUY-BACK

Activity	Date
Date of Board Approval	Monday, October 22, 2018
Date of publication of the Public Announcement	Wednesday, October 24, 2018
Date of commencement of the Buy-back	Friday, November 2, 2018
Acceptance of Equity Shares accepted in dematerialized mode	Upon the relevant pay-out by the Stock Exchanges.
Verification/Acceptance of Equity Shares accepted in the physical mode	Within fifteen (15) days of the pay-out by the Stock Exchanges.
Extinguishment of Equity Shares/certificates	In case the Equity Shares bought back are in dematerialized form, the same will be extinguished in the manner specified in the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and the bye-laws framed thereunder. In case the Equity Shares bought back are in physical form, the Company shall extinguish and physically destroy the share certificates bought back during the month, on or before the 15th day of the succeeding month. Provided that, the Company shall ensure that all the Equity Shares bought back are extinguished within seven (7) days of the expiry of the Buy-back Period.
Last Date for the Buy-back	Earlier of: (a) Wednesday, May 1, 2019 (i.e., 6 months from the date of the opening of the Buy-back); or (b) when the Company completes the Buy-back by deploying the amount equivalent to the Maximum Buy back Size; or (c) at such earlier date as may be determined by the Board / or its duly authorized Buy-back committee, after giving notice of such earlier closure, subject to the Company having deployed an amount equivalent to the Minimum Buy-back Size (even if the Maximum Buy-back Size has not been reached or the Maximum Buy-back Shares have not been bought back), however, that all payment obligations relating to the shares bought back shall be completed before the last date for the Buy-back.

12. PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUY-BACK

12.1 The Buy-back is open to all eligible shareholders holding Equity Shares in physical form ("Physical Shares") and to beneficial owners holding Equity Shares in dematerialised form ("Demat Shares").

12.2 Further, as required under the Companies Act and SEBI Buy-back Regulations, the Company shall not purchase Equity Shares which are partly paid-up, Equity Shares with call-in-arrears, locked-in Equity Shares or non-transferable Equity Shares, in the Buy-back, until they become fully paid-up, or until the pendency of the lock-in, or until the Equity Shares become transferable, as applicable.

12.3 The Buy-back will be implemented by the Company by way of open market purchases through the Stock Exchanges, through the order matching mechanism except "all or none" order matching system, as provided under the SEBI Buy-back Regulations.

12.4 For the implementation of the Buy-back, the Company has appointed Axis Capital Limited as the registered broker ("Company's Broker") through whom the purchases and settlements on account of the Buy-back would be made by the Company.

The contact details of the Company's Broker are as follows:

AXIS CAPITAL

AXIS CAPITAL LIMITED
5th Floor, Axis House,
C-2 Wadia International Centre,
P. B. Marg, Worli, Mumbai - 400 025
Tel: +91 22 4325 2525
Fax: +91 22 4325 5599
Contact Person: Mr. Ram Shinde

12.5 The Equity Shares are traded in compulsory dematerialised mode under the trading code(s) 500252 at BSE and LAXMIMACH at NSE. The ISIN of the Equity Shares of the Company is INE269B01029. The Company has made arrangements for shareholders who hold physical shares to participate in the Buy-back as mentioned below. Shareholders holding physical shares can sell their Equity Shares in the separate window created for the physical trading segment by the Stock Exchanges.

12.6 The Company, shall, commencing from November 2, 2018 (i.e., the date of opening of the Buy-back), place "buy" orders on the BSE and/or NSE on the normal trading segment to buy-back the Equity Shares through the Company's Broker in such quantity and at such price, not exceeding the Maximum Buy-back Price of ₹ 6,000 (Rupees Six Thousand only) per Equity Share, as it may deem fit, depending upon the prevailing market price of the Equity Shares on the Stock Exchanges. When the Company has placed an order for Buy-back of Equity Shares, the identity of the Company as a purchaser would be available to the market participants of the Stock Exchanges.

12.7 Procedure for Buy-back of Demat Shares: Beneficial owners holding Demat Shares who desire to sell their Equity Shares in the Buy-back, would have to do so through their stock broker, who is a registered member of either of the Stock Exchanges by indicating to their broker the details of the equity shares they intend to sell whenever the Company has placed a "buy" order for Buy-back of the equity shares. The Company shall place a "buy" order for Buy-back of Demat Shares, by indicating to the Company's Broker, the number of Equity Shares it intends to buy along with a price for the same. The trade would be executed at the price at which the order matches the price tendered by the beneficial owners and that price would be the Buy-back price for that beneficial owner. The execution of the order, issuance of contract note and delivery of the stock to the member and receipt of payment would be carried out by the Company's Broker in accordance with the requirements of the Stock Exchanges and SEBI.

12.8 It may be noted that a uniform price would not be paid to all the shareholders/beneficial owners pursuant to the Buy-back and that the same would depend on the price at which the trade with that shareholder/beneficial owner was executed.

12.9 Procedure for Buy-back of Physical Shares: The Company shall approach the Stock Exchanges for permission to use a separate window for the Buy-back of physical shares in terms of Regulation 19 of the SEBI Buy-back Regulations ("Physical Share Buy-back Window").

- (iv) Know Your Customer (KYC) Form (to be filled and signed only by the first holder), Acceptance Form and Declaration Form (to be signed by all shareholder(s) including joint holders of shares). The KYC Form, Acceptance Form and Declaration Form can be obtained by contacting the Investor Service Centre at the details mentioned in Paragraph 22 below;
- (v) Bank account details of the first named holder along with copy of a self-attested cancelled cheque;
- (vi) a self-attested copy of the shareholder's (including joint holders) permanent account number (PAN) card or other document confirming the shareholder's identity;
- (vii) a self-attested copy of a document confirming the shareholder's current address;
- (viii) telephone number and email address of all the shareholders (including joint shareholders);
- (ix) copies of regulatory approvals required, if any, by the shareholder for the transfer of Equity Shares to the Company;
- (x) any other relevant documents such as power of attorney, corporate authorization (such as, board resolution/specimen signatures), notarised copy of death certificate, RBI approval (in case of non-resident shareholders) and succession certificate or probated will, if the original shareholder is deceased, as applicable, either by registered post or courier or hand delivery to the following address:
- Mr. C.B. Chandrasekar**
Chief Financial Officer
Lakshmi Machine Works Limited
Perianaickenpalayam
SRK Vidyalaya Post
Coimbatore 641 020
Tamil Nadu, India
- (xi) The following list of documents are admissible as proof of identity: (i) unique identification number (UID) (Aadhaar) / passport / voter ID card / driving license, (ii) PAN card with photograph, (iii) identity card / document with applicant's photo, issued by any of the following: Central / State Government and its departments, statutory / regulatory authorities, public sector undertakings, scheduled commercial banks, public financial institutions, colleges affiliated to universities, professional bodies such as ICAI, Institute of Cost Accountants of India, ICSI, bar council etc., to their members; and credit cards / debit cards issued by banks, (iv) certificate of incorporation, memorandum and articles of association in case of companies, (v) partnership deed in case of partnership firm and (vi) trust deed in case of trusts; and
- (xii) The following list of documents admissible as proof of address: (i) passport / voters identity card / ration card / registered lease or sale agreement of residence / driving license / flat maintenance bill / insurance copy / unique identification number (UID) (Aadhaar), (ii) utility bills like telephone bill (only land line), electricity bill or gas bill - not more than 3 months old, (iii) bank account statement / passbook - not more than 3 months old, (iv) self-declaration by High Court and Supreme Court judges, giving the new address in respect of their own accounts, (v) proof of address issued by any of the following: bank managers of scheduled commercial banks / scheduled co-operative bank / multinational foreign banks / gazetted officer / notary public / elected representatives to the legislative assembly / parliament / documents issued by any government or statutory authority and (vi) identity card / document with address, issued by any of the following: Central / State Government and its departments, statutory / regulatory authorities, public sector undertakings, scheduled commercial banks, public financial institutions, colleges affiliated to universities and professional bodies such as ICAI, Institute of Cost Accountants of India, ICSI, Bar Council etc., to their members. Please note that documents having an expiry date should be valid on the date of submission.

12.12 Shareholders are free to sell or hold their physical Equity Shares entirely at their discretion and that process is designed in accordance with SEBI Buy-back Regulations only to assist those shareholders holding Equity Shares in the physical form, who are desirous of selling their Equity Shares and who would like to have a broker to enable them to do so and with abridged KYC requirements.

12.13 Shareholders holding physical shares should note that physical shares will not be accepted for Buy-back unless a complete set of documents as mentioned in Paragraph 12.11 above is submitted to Company's Broker. Acceptance of the physical shares for Buy-back shall be subject to verification of the documents submitted by the shareholders as per the SEBI Buy-back Regulations and any other directions issued by the SEBI or the Stock Exchanges in this regard. The Company will endeavour to complete the Buy-back of the physical shares in the week subsequent to the week in which such physical shares are received by the broker. Please note that there could however be delay in completing the transaction due to unavoidable circumstances. In case of receipt of incomplete documentation from the shareholders holding physical shares, the price payable for the Buy-back of such physical shares will be the price applicable in accordance with Paragraph 12.10.3 above during the week in which the documentation in respect of the Buy-back of such physical shares has been completed in all respects.

12.14 Shareholders are requested to get in touch with the Merchant Banker of the Buy-back or the Company's Broker or the Investor Service Centre to clarify any doubts in the process.

12.15 Subject to the Company purchasing Equity Shares for an amount equivalent to the Minimum Buy-back Size, nothing contained herein shall create any obligation on the part of the Company or the Board to Buy-back any Equity Shares or confer any right on the part of any shareholder to have any Equity Shares bought back, even if the Maximum Buy-back Size has not been reached, and/or impair any power of the Company or the Board to terminate any process in relation to the Buy-back, to the extent permissible by law. If the Company is not able to complete the Buy-back equivalent to the Minimum Buy-back Size, the amount held in the Escrow Account up to a maximum of 2.5% of the Maximum Buy-back Size, shall be liable to be forfeited and deposited in the Investor Protection and Education Fund of SEBI or as directed by SEBI in accordance with the SEBI Buy-back Regulations.

12.16 The Company shall submit the information regarding the Equity Shares bought back by it, to the Stock Exchanges on a daily basis in accordance with the SEBI Buy-back Regulations. The Company shall also upload the information regarding the Equity Shares bought back by it on its website (www.lmwglobal.com) on a daily basis.

13. METHOD OF SETTLEMENT

13.1 **Settlement of Demat Shares:** The Company will pay consideration for the Buy-back to the Company's Broker on or before every pay-in date for each settlement, as applicable to the respective Stock Exchanges where the transaction is executed. The Company has opened a depository account titled "Lakshmi Machine Works Limited - Buyback" with Stock Holding Corporation of India Limited ("**Buy-back Account**"). Demat Shares bought back by the Company will be transferred into the Buy-back Account by the Company's Broker, on receipt of such Demat Shares and after completion of the clearing and settlement obligations of the Stock Exchanges. Beneficial owners holding Demat Shares would be required to transfer the number of such Demat Shares sold to the Company pursuant to the Buy-back, in favour of their stock broker through whom the trade was executed, by tendering the delivery instruction slip to their respective depository participant ("**DP**") for debiting their beneficiary account maintained with the DP and crediting the same to the broker's pool account as per procedure applicable to normal secondary market transactions. The beneficial owners would also be required to provide to the Company's Broker, copies of all statutory consents and approvals required to be obtained by them for the transfer of their Equity Shares to the Company as referred to in Paragraph 12.13.

13.2 **Settlement of Physical Shares:** Shareholders holding physical shares would be required to present the complete set of documents referred to in Paragraph 12.11 above to Company's Broker within the time period prescribed under the Act.

13.3 **Extinguishment of Demat Shares:** The Demat Shares bought back by the Company shall be extinguished and destroyed in the manner specified in the Securities and Exchange Board of India (Depository and Participants) Regulations, 2018 and its bye-laws, in the manner specified in the SEBI Buy-back Regulations and the Companies Act. The Equity Shares lying in credit in the Buy-back Demat Escrow Account will be extinguished within fifteen (15) days of acceptance of the Demat Shares. The Company undertakes to ensure that all Demat Shares bought back by the Company are extinguished within seven (7) days of expiry of the Buy-back Period.

13.4 **Extinguishment of Physical Shares:** Physical shares bought back by the Company during a month shall be extinguished and physically destroyed by the Company in the presence of Axis Capital Limited ("**Merchant Banker**") and the statutory auditor by the fifteenth (15th) day of the succeeding month. The Company undertakes to ensure that all physical shares bought back are extinguished within seven (7) days of expiry of the Buy-back, in compliance with the SEBI Buy-back Regulations.

13.5 Consideration for the Equity Shares bought back by the Company shall be paid only by way of cash through normal banking channel.

14. Brief Information about the Company

14.1 The Company was incorporated on September 14, 1962 under the Companies Act, 1956 having CIN: L29269T1962PLC000463. The Company is headquartered in Coimbatore (India) with its registered office located at Perianaickenpalayam, SRK Vidyalaya Post, Coimbatore- 641 020 and the corporate office at 34-A, Kamaraj Road, Coimbatore- 641 018.

14.2 The business of the Company is spread across four major verticals namely textile machinery, machine tools, castings and aerospace. All the manufacturing units are situated in and around Coimbatore. Besides these, the Company has a wind energy division and the Company is ISO 9001 and ISO 14001 certified.

14.3 The Company had only issued equity shares and these equity shares are listed on the Stock Exchanges. The equity shares of the Company were previously listed on the Bangalore Stock Exchange Limited, but have now been delisted with effect from September 24, 2003. Further, the Company had made a delisting application to the Madras Stock Exchange Limited on September 30, 2009, and as on date the Madras Stock Exchange Limited has been wound up.

14.4 For the financial years ended March 31, 2016, March 31, 2017 and March 31, 2018, the Company recorded a total income of ₹ 2,85,138.78 Lakhs, ₹ 2,52,285.96 Lakhs, and ₹ 2,66,728.50 Lakhs respectively, and the profit after tax was recorded as ₹ 22,012.38 Lakhs, ₹ 19,060.41 Lakhs, and ₹ 21,142.29 Lakhs respectively.

15. FINANCIAL INFORMATION ABOUT THE COMPANY

15.1 The Company prepares its financial statements in accordance with Indian Accounting Standards prescribed under Section 133 of the Act, read with the relevant rules issued thereunder ("**Ind AS**"). Financial information on the basis of audited standalone financial statements of the Company for the last three financial years ended March 31, 2018, March 31, 2017 and March 31, 2016 and the unaudited standalone financial statements for the six (6) months ended September 30, 2018 provided hereunder:

Notes:

- Basic EPS = Profit after tax / Weighted average number of equity shares outstanding
- Diluted EPS = Profit after tax / Weighted average number of equity shares outstanding including stock options outstanding
- Debt equity ratio = Total debt as defined above / Net worth
- Book value per share = (Equity share capital + reserves and surplus) / Total number of outstanding shares
- Return on net worth = Profit after tax / Net worth

15.2 The Company prepares its financial statements in accordance with Indian Accounting Standards prescribed under Section 133 of the Act, read with the relevant rules issued thereunder ("**Ind AS**"). Financial information on the basis of audited consolidated financial statements of the Company for the last three financial years ended March 31, 2018, March 31, 2017 and March 31, 2016 provided hereunder:

Particulars	₹ in lakhs		
	FY 18 (Audited) Ind AS	FY 17 (Audited) Ind AS	FY 16 (Audited) Ind AS
Revenue from Operations	2,64,297.11	2,49,920.62	2,86,306.99
Other Income	10,746.52	8,845.20	9,326.50
Total Income	2,75,043.63	2,58,765.82	2,95,633.49
Total Expense (Excluding Interest, Depreciation and Exceptional Items)	2,36,821.94	2,24,063.63	2,52,638.50
Interest	0	0	0
Depreciation & Amortization	7,585.16	7,987.39	8,810.91
Exceptional Items	402.69	470.14	498.37
Profit Before Tax	30,233.84	26,244.66	33,685.71
Provision for Tax (including Deferred Tax)	8,769.84	7,603.90	10,952.12
Profit After Tax	21,464.00	18,640.76	22,733.59
Equity Share Capital	1,095.55	1,095.55	1,126.65
Other Equity	1,73,573.12	1,54,744.58	1,52,319.77
Net Worth	1,74,668.67	1,55,840.13	1,53,446.42
Total Debt*	0	0	0

* Total Debt = Current Borrowings + Non-Current Borrowings + Current Portion of Long term borrowings

Financial Ratios on consolidated basis are as under:

Particulars	FY 18	FY 17	FY 16
	(Audited) Ind AS	(Audited) Ind AS	(Audited) Ind AS
Basic EPS (in ₹)	195.92	166.51	201.78
Diluted EPS (in ₹)	195.92	166.51	201.78
Debt Equity Ratio	N.A.	N.A.	N.A.
Book Value (₹ per share)	1,594.35	1,422.48	1,361.97
Return on Net worth (in %)	12.29	11.96	14.82

Notes:

- Basic EPS = Profit after tax / Weighted average number of equity shares outstanding
- Diluted EPS = Profit after tax / Weighted average number of equity shares outstanding including stock options outstanding
- Debt equity ratio = Total debt as defined above / Net worth
- Book value per share = (Equity share capital + Reserves and surplus) / Total number of outstanding shares
- Return on net worth = Profit after tax / Net worth

15.3 The Company shall comply with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, wherever and if applicable. The Company hereby declares that it is in compliance with Sections 68, 69 and 70 of the Companies Act and the Companies (Share Capital and Debentures) Rules, 2014.

16. DETAILS OF ESCROW ACCOUNT

16.1 In accordance with Regulation 20 of the SEBI Buy-back Regulations, the Company has appointed Axis Bank Limited ("**Escrow Agent**"), having its registered office at Trishul, 3rd Floor, Opposite Samaratheshwar Temple, Law Garden, Ellis Bridge, Ahmedabad 380 006, Gujarat, as the Escrow Agent for Buy-back, and an escrow agreement has been entered into amongst the Company, Axis Capital Limited and Escrow Agent having its branch at 1133, 1135/36, Avinashi Road, Pappannaickenpalayam, Coimbatore - 641 037, Tamil Nadu on October 22, 2018.

16.2 In accordance with the Escrow Agreement, the Company has opened an escrow account no. 91802009644454 titled "Lakshmi Machine Works Limited - Buyback - Escrow Account" ("**Escrow Account**") with the Escrow Agent and deposited therein cash aggregating to ₹ 4,000 Lakhs (Rupees Four Thousand Lakhs only) ("**Cash Escrow**"). In accordance with the SEBI Buy-back Regulations, the Merchant Banker to the Buy-back will be empowered to operate the Escrow Account. The security provided by the Company for performance of its obligations under the SEBI Buy-back Regulations, consisting of the Cash Escrow, aggregates to ₹ 4,000 Lakhs (Rupees Four Thousand Lakhs only).

16.3 If the Company is not able to complete the Buy-back equivalent to the Minimum Buy-back Size, except for the reasons mentioned in the SEBI Buy-back Regulations, the amount held in the Escrow Account (up to a maximum of 2.5% of the Maximum Buy-back Size), shall be liable to be forfeited and deposited in the Investor Protection and Education Fund of SEBI or as directed by SEBI in accordance with the SEBI Buy-back Regulations.

17. LISTING DETAILS AND STOCK MARKET DATA

17.1 The Equity Shares are currently listed and traded only on the BSE and the NSE.

17.2 The high, low and average market prices in preceding three (3) financial years and the monthly high, low and average market prices for the six (6) months preceding the date of publication of Public Announcement and the corresponding volumes on the NSE are as follows:

Period	High			Low			Average(₹)	Total Volume Traded
	High(₹)	Date of High	No. of Equity Shares Traded	Low(₹)	Date of Low	No. of Equity Shares Traded		
FY 2016	4,037.35	August 06, 2015	50,058	3,108.25	February 25, 2016	1,554	3,564.48	12,73,362
FY 2017	4,604.05	October 25, 2016	33,057	3,372.55	May 27, 2016	2,145	3,844.82	20,89,016
FY 2018	6,906.35	March 28, 2018	11,456	4,266.85	April 03, 2017	10,862	5,635.07	17,60,228
Apr 2018	8,421.90	April 30, 2018	26,567	7,201.25	April 02, 2018	17,000	7,622.85	2,14,169
May 2018	9,249.90	May 09, 2018	13,514	8,133.35	May 24, 2018	7,770	8,663.01	2,26,703
Jun 2018	8,333.25	June 12, 2018	6,924	7,588.05	June 28, 2018	4,081	7,966.71	1,07,146
Jul 2018	8,260.65	July 11, 2018	8,874	7,639.15	July 31, 2018	3,803	7,867.66	92,746
Aug 2018	7,576.20	August 01, 2018	5,335	7,036.55	August 16, 2018	4,807	7,277.52	1,29,007
Sep 2018	7,184.75	Sept. 03, 2018	5,432	6,211.85	Sept. 28, 2018	9,155	6,879.41	1,22,656

Source: NSE (www.nseindia.com)

Note: High and low price for the period are based on closing prices and average price is based on average of closing price.

17.3 The high, low and average market prices in preceding three (3) financial years and the monthly high, low and average market prices for the six (6) months preceding the date of publication of Public Announcement and the corresponding volumes on the BSE are as follows:

Period	High			Low			Average(₹)	Total Volume Traded
	High(₹)	Date of High	No. of Equity Shares Traded	Low(₹)	Date of Low	No. of Equity Shares Traded		
FY 2016	4,056.15	August 06, 2015	20,584	3,105.60	February 25, 2016	465	3,564.83	6,28,774
FY 2017	4,598.95	October 25, 2016	6,327	3,363.15	May 27, 2016	210	3,843.94	14,97,699
FY 2018	6,896.85	March 16, 2018	1,844	4,270.70	April 03, 2017	4,365	5,634.07	11,49,653
Apr 2018	8,452.40	April 30, 2018	4,695	7,193.30	April 02, 2018	4,359	7,629.87	49,927
May 2018	9,259.25	May 09, 2018	4,200	8,120.80	May 24, 2018	1,773	8,663.62	47,680
Jun 2018	8,321.65	June 12, 2018	1,073	7,579.90	June 28, 2018	1,160	7,968.03	22,286
Jul 2018	8,297.90	July 11, 2018	6,417	7,639.85	July 31, 2018	596	7,872.56	25,417
Aug 2018	7,571.05	August 01, 2018	981	7,041.25	August 16, 2018	958	7,275.67	26,975
Sep 2018	7,151.80	Sept. 03, 2018	871	6,207.95	Sept. 28, 2018	1,672	6,880.66	21,845

Source: BSE (www.bseindia.com)

Note: High and low price for the period are based on closing prices and average price is based on average of closing price.

17.4 The closing market price of the Equity Shares on the BSE and the NSE as on October 16, 2018, being the day on which notice of Board Meeting to consider the proposal for the Buy-back was filed at the Stock Exchanges, was ₹ 5,820.25 (Rupees Five Thousand Eight Hundred Twenty and Paise Twenty Five only) and ₹ 5,814.85 (Rupees Five Thousand Eight Hundred Fourteen and Paise Eighty Five only) respectively.

17.5 The closing market price of the Equity Shares on the BSE and the NSE as on October 19, 2018, being the working day prior to the day the Board approved the proposal for Buy-back, was ₹ 6,055.10 (Rupees Six Thousand Fifty Five and Paise Ten only) and ₹ 6,065.85 (Rupees Six Thousand Sixty Five and Paise Eighty Five only) respectively.

17.6 The closing market price of the Equity Shares on the BSE and the NSE as on October 22, 2018, being the day the Board approved the proposal for Buy-back, was ₹ 6,138.70 (Rupees Six Thousand One Hundred Thirty Eight and Paise Seventy only) and ₹ 6,138.15 (Rupees Six Thousand One Hundred Thirty Eight and Paise Fifteen only) respectively.

17.7 The last traded price of the Equity Shares on the BSE and the NSE as on October 23, 2018, being the working day after the day of resolution of the Board approving the proposal for Buy-back, was ₹ 5,779.60 (Rupees Five Thousand Seven Hundred Seventy Nine and Paise Sixty only) and ₹ 5,783.00 (Rupees Five Thousand Seven Hundred and Eighty Three only) respectively.

18. PRESENT CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

18.1 The capital structure of the Company, as on the date of the Public Announcement and the proposed capital structure of the Company post completion of the Buy-back will be, as follows:- The present capital structure of the Company is as follows:

Sr.No.	Particulars	Amount in ₹
1.	Authorized Share Capital:	
	5,00,00,000 equity shares of ₹ 10 each	50,00,00,000
2.	Issued Equity Share Capital:	
	1,09,55,504 equity shares of ₹ 10 each	10,95,55,040
3	Subscribed and Paid-up Equity Share Capital:	
	1,09,55,504 equity shares of ₹ 10 each	10,95,55,040

18.2 Assuming full acceptance in the Buy-back, the capital structure of the Company post Buy-back would be as follows:

Sr.No.	Particulars	Amount in ₹
1.	Authorized Share Capital:	
	5,00,00,000 equity shares of ₹ 10 each	50,00,00,000
2.	Issued Equity Share Capital:	
	1,06,88,838 equity shares of ₹ 10 each	10,68,88,380
3	Subscribed and Paid-up Equity Share Capital:	
	1,06,88,838 equity shares of ₹ 10 each	10,68,88,380

Assuming the full acceptance of the Buy-back Size at the Maximum Buy-back Price. However, the post Buy-back issued, subscribed and paid-up capital may differ depending upon the actual number of Equity Shares bought back.

18.3 There are no partly paid-up or Equity Shares or calls in arrears as on the date of this Public Announcement.

18.4 There are no outstanding instruments convertible into shares.

18.5 The shareholding pattern of the Company pre Buy-back as on date of the Board meeting approving the Buy-back i.e. October 22, 2018 and the post Buy-back shareholding pattern assuming full acceptance, is as follows:

Category of Shareholder	Pre Buy-back		Post Buy-back*	
	Number of Shares	% to the existing Equity Share capital	Number of Shares	% to post Buy-back Equity Share capital
Promoters and promoter group	32,94,054	30.07	32,94,054	30.82
Foreign Investors (Including Non-Resident Indians, FPIs, Foreign Mutual Funds, Foreign Nationals)	6,89,174	6.29	73,94,784	69.18
Financial Institutions/Banks, Mutual Funds promoted by Banks/ Institutions	18,77,109	17.13		
Others (Public, Bodies Corporate, etc.)	50,95,167	46.51		
Total	1,09,55,504	100.00	1,06,88,838	100.00

*Assuming response to the Buy-back is to the extent of 100% (full acceptance) from all the eligible shareholders of the Equity Shares at the Maximum Buy-Back Price.

18.6 There is no pending scheme of amalgamation or compromise or arrangement pursuant to any provisions of the Companies Act.

19. MANAGEMENT DISCUSSION AND ANALYSIS ON THE LIKELY IMPACT OF THE BUY-BACK ON THE COMPANY

19.1 The Buy-back is not likely to cause any material impact on the earnings of the Company, except a reduction in the investment income, which the Company could have otherwise earned on the amount distributed towards the Buy-back.

19.2 The Buy-back of Equity Shares will result in a reduction in share capital and consequently, is expected to be EPS accretive. The Company believes that the Buy-back will contribute to the overall enhancement of shareholders' value going forward. The amount required by the Company for the Buy-back (including the cost of financing the Buy-back and the transaction costs) will be invested out of the internal accruals of the Company. The Buy-back is not likely to cause any material impact on the earnings of the Company, except for a reduction in the investment income, which the Company could have otherwise earned on the amount distributed towards the Buy-back.

19.3 Pursuant to Regulation 16(ii) of the SEBI Buy-back Regulations, the Promoters are not entitled to participate under the Buy-back. The Buy-back of Equity Shares will not result in a change in control or otherwise affect the existing management structure of the Company.

19.4 Consequent to the Buy-back and based on the number of Equity Shares bought back from the shareholders excluding the promoters, the shareholding pattern of the Company would undergo a change, however public shareholding shall not fall below 25% of the total fully paid-up equity share capital of the Company.

19.