



सत्यमेव जयते



भारत सरकार
रेल मंत्रालय, (रेलवे बोर्ड)
रेल भवन, नई दिल्ली-110001
GOVERNMENT OF INDIA
MINISTRY OF RAILWAYS
(RAILWAY BOARD)
RAIL BHAVAN, NEW DELHI-110001

Date: March 5, 2021

To,

IRCON International Limited
Plot no. C - 4, District
Centre, Saket, New Delhi,
Delhi, 110017
India

The General Manager
BSE Limited
Phiroze Jeejeebhoy
Towers
Dalal Street
Mumbai - 400 001
India

Manager - Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G
Block Bandra Kurla Complex,
Bandra (East)
Mumbai - 400 051
India

Dear Sir/ Madam,

Sub: Filing of report under Regulation 29 (2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("SEBI Takeover Regulations").

This is with reference to the notice dated March 3, 2021 ("Notice") filed by us with the Stock Exchanges, pursuant to which the President of India, acting through and represented by the Ministry of Railways, Government of India proposed to sell up to 4,70,25,787 equity shares of the Company having face value of ₹ 2 each ("Equity Shares"), (representing 10% of the total issued and paid-up equity share capital of the Company) (the "**Base Offer Size**") of the IRCON International Limited (the "**Company**") on March 3, 2021 ("**T Day**") (for non-Retail investors only) and on March 4, 2021 ("**T+1 Day**") (for retail investors and for non-retail investors who choose to carry forward their un-allotted bids), with an option to additionally sell up to 2,82,15,473 equity shares (representing 6% of the total issued and paid-up equity share capital of the Company) (the "**Oversubscription Option**") and in the event the Oversubscription Option is exercised, the Equity Shares forming part of the Base Offer Size and the Oversubscription Option will in aggregate, be referred to as the "**Offer Shares**". In the event such Oversubscription Option is not exercised, the Equity Shares forming part of the Base Offer Size will be referred to as the "**Offer Shares**", through the separate designated window of the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**") and together with BSE, the "**Stock Exchanges**", collectively representing 16% of the total paid up equity share capital of the Company (such offer hereinafter referred to as the "**Offer**").

In this regard, we wish to inform you that we had exercised the Oversubscription Option, as indicated in our intimation dated March 3, 2021 filed with the Stock Exchanges, to the extent of additional 2,82,15,473 Equity Shares. Consequently, we have sold 5,26,68,882 Equity Shares to non-retail investors on the basis of the valid bids received from non-retail investors on T day i.e., March 3, 2021 and sold 2,25,72,378 Equity Shares to retail investors on T+1 day i.e., on March 4, 2021, in aggregate, amounting to 16% of the equity share capital of the Company.


(बी.के. गुप्ता)
B. K. GUPTA
Executive Director (M)
Ministry of Railways
Rail Bhavan, New Delhi
110001

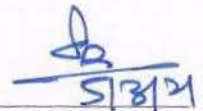
In compliance with Regulation 29(2) of the SEBI Takeover Regulations, we are hereby notifying the information regarding sale of Equity Shares made by us on March 2, 2021 and March 3, 2021. As required under Regulation 29(3) of SEBI Takeover Regulations, we are informing you about the said sale within 2 working days of such sale.

Enclosed is the report in the format as prescribed by the Securities and Exchange Board of India.

The above is for your information and records.

Yours sincerely,

**For and on behalf of the President of India
Ministry of Railways, Government of India**



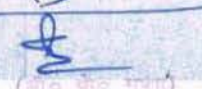
**Shri B K Gupta
E D Project (Monitoring) - Railway Board**

(B. K. GUPTA)
अधीन निदेशक (एड)
Executive Director (M)
Sec. Minstry, Ministry of Railways
(E D Project, Railway Board)
110 001/NEW DELHI

DISCLOSURES UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

1. Name of the Target Company (TC)	IRCON International Limited (the "Company")		
2. Name(s) of the Seller acquirer and Persons Acting in Concert (PAC) with the acquirer	The President of India, acting through and represented by the Ministry of Railways, Government of India (the "Seller")		
3. Whether the Seller acquirer belongs to Promoter/Promoter group	Yes, the Seller is the Promoter of the Company.		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited ("BSE") and The National Stock Exchange of India Limited ("NSE")		
5. Details of the acquisition/-disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC (*)
Before the acquisition- / disposal under consideration, holding of :			
a) Shares carrying voting rights	41,93,92,085	89.18%	89.18%
b) Shares in the nature of encumbrance (Pledge/ Lien/ non- disposal undertaking/others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by equity shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the seller acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	Nil	Nil	Nil
Total (a+b+c+d)	41,93,92,085	89.18%	89.18%
Details of acquisition/ sale of shares held by the Seller			
a) Shares carrying voting rights	7,52,41,260	16%	16%
b) VRs acquired/ sold otherwise than by equity shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer seller to receive shares carrying voting rights in the TC (specify holding in each category) acquired/ sold	Nil	Nil	Nil
d) Shares encumbered/invoked/released by the acquirer/ seller	Nil	Nil	Nil
Total (a+b+c+d)	7,52,41,260	16%	16%
After the acquisition/ sale, holding of the Seller:			
a) Shares carrying voting rights	34,41,50,825	73.18%	73.18%
b) Shares encumbered with the acquirer	Nil	Nil	Nil
c) VRs otherwise than by equity shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Nil	Nil
Total (a+b+c+d)	34,41,50,825	73.18%	73.18%
6. Mode of acquisition/ sale (e.g. open market / off-market / public issue /	Offer for Sale by the President of India, acting through and represented by the Ministry of Railways,		

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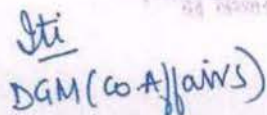
rights issue /preferential allotment / inter-se transfer, etc.)	Government of India through the stock exchange mechanism in accordance with the "Comprehensive Guidelines on Offer for Sale (OFS) of Shares by Promoters through the Stock Exchange Mechanism" issued by the Securities and Exchange Board of India ("SEBI") by way of its circular number CIR/MRD/DP/18/2012 dated July 18, 2012, as amended by circular number CIR/MRD/DP/04/2013 dated January 25, 2013, circular number CIR/MRD/DP/17/2013 dated May 30, 2013, circular number CIR/MRD/DP/24/2014 dated August 8, 2014, circular number CIR/MRD/DP/32/2014 dated December 1, 2014, circular number CIR/MRD/DP/12/2015 dated June 26, 2015, circular number CIR/MRD/DP/36/2016 dated February 15, 2016, circular number CIR/MRD/DP/65/2017 dated June 27, 2017 and circular number SEBI/HO/MRD/DOPI/CIR/P/2018/159 dated December 28, 2018 ("SEBI OFS Circular") read with Section 21 of Chapter 1 of the Master Circular for Stock Exchange and Clearing Corporation - circular no. SEBI/HO/MRD/DP/CIR/P/117 dated October 25, 2019 issued by SEBI, (together with SEBI OFS Circular, the "SEBI OFS Circulars"), read with (a) "Revised Operational Guidelines for Offer for Sale (OFS) Segment" issued by BSE by way of its notice bearing no. 20200701-27 and dated July 01, 2020 and, to the extent applicable, the previous notices issued by BSE in this regard; and (b) "Offer for Sale- Introduction of Interoperability" issued by NSE by way of its circular bearing no. 51/2020 and dated June 30, 2020 and, to the extent applicable, the previous circulars issued by NSE in this regard (together with the SEBI OFS Circulars, the "OFS Guidelines").
7. Date of acquisition/ sale of shares/ VR or date of receipt of intimation of allotment of shares, whichever is applicable	March 3, 2021 and March 4, 2021
8. Equity share capital / total voting capital of the TC before the said acquisition/ sale	Number of Shares: 47,02,57,870 Amount (in ₹): 94,05,15,740 (Face value of ₹ 2/- per equity share)
9. Equity share capital/ total voting capital of the TC after the said acquisition/ sale	Number of Shares: 47,02,57,870 Amount (in ₹): 94,05,15,740 (Face value of ₹ 2/- per equity share)
10. Total diluted share/voting capital of the TC after the said acquisition/ sale"	Number of Shares: 47,02,57,870 Amount (in ₹): 94,05,15,740 (Face value of ₹ 2/- per equity share)

Yours sincerely,

For and on behalf of the President of India
Ministry of Railways, Government of India


5/3/21

Shri B K Gupta
E D Project (Monitoring) - Railway Board


DGM (Co Affairs)

