



January 06, 2017

**BSE Limited,**  
Department of Corporate Services,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001.

Dear Sir/Madam,

**Sub: Proposed Buyback by Balrampur Chini Mills Limited ("Company").**

With reference to the captioned matter, we, as manager to the proposed buy back of the Company, submit the following:

1. A copy of the Draft Letter of Offer dated January 6, 2017 ("**DLOF**")
2. A soft copy of the DLOF
3. A copy of the Declaration of Solvency in prescribed form along with a copy of the affidavit verifying the Declaration of Solvency.

Thanking you,

Yours sincerely,  
**For Axis Capital Limited**

A handwritten signature in blue ink, appearing to read 'Ankit Bhatia'.

**Authorised Signatory**  
Name: Ankit Bhatia  
Designation: Manager

Encl.: as above

**Axis Capital Limited (Erstwhile "Axis Securities and Sales Limited")**

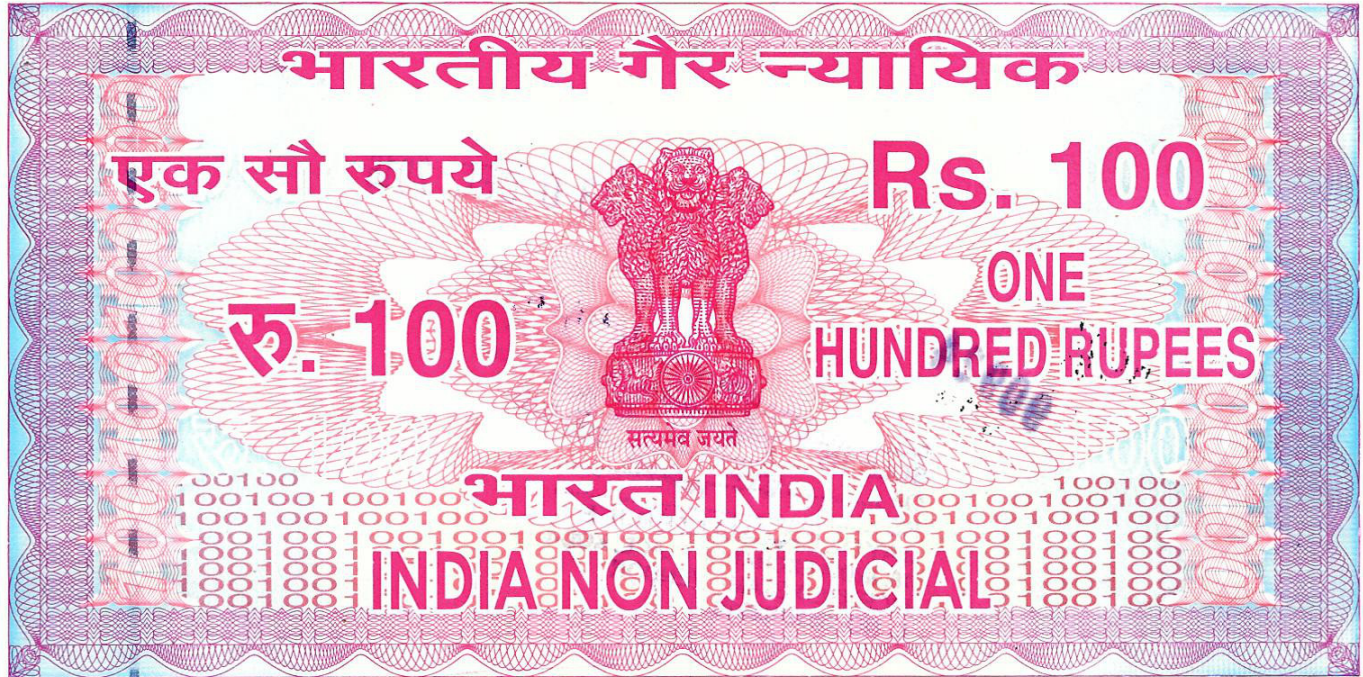
SEBI Merchant Banker Regn No.: MB/INM000012029 Member Of: BSE Ltd. & National Stock Exchange of India Ltd., Mumbai.

CIN No. U51900MH2005PLC157853

Regd. Office: Axis House, 8th Floor, Wadia International Centre, P. B. Marg, Worli, Mumbai – 400 025 &

Corp. Office: Axis House, C-2, Wadia International Centre, P.B. Marg, Worli, Mumbai – 400 025.

Tel.: (022) 4325 1199, Fax No. (022) 4325 3000, Website: www.axiscapital.co.in



পশ্চিমবঙ্গ পশ্চিম বঙ্গাল WEST BENGAL

X 706995



**DECLARATION OF SOLVENCY BEFORE, THE NOTARY ALIPORE JUDGES' COURT KOLKATA-700 027**

Name of Company : Balrampur Chini Mills Limited

Address (Regd. Office) : FMC Fortuna, 2nd Floor, 234/3A, A.J.C. Bose Road, Kolkata-700020

Presented by:  
Name & Designation :  
Vivek Saraogi – Managing Director  
Sakti Prasad Ghosh – Independent Director

We, Vivek Saraogi, and Sakti Prasad Ghosh, being the directors of Balrampur Chini Mills Limited, having its Registered Office at FMC Fortuna, 2nd Floor, 234/3A, AJC Bose Road, Kolkata-700020 do solemnly affirm and declare that we have formed the opinion that the Company is capable of meeting its total liabilities and that the Company will not be rendered insolvent within a period of one year from the date of making this declaration.

We append a statement of the Company's assets and liabilities as at March 31, 2016 being the latest date for which the audited annual accounts are available, before making of this declaration (Annexure-I).

We further declare that the Company's audited annual accounts including the Balance Sheet have been filed with Registrar of Companies, on 25th November, 2016 within the due time.

Signature : Vivek Saraogi  
 Name : Vivek Saraogi  
 Designation : Managing Director  
 DIN : 00221419

02 JAN 2017

Signature : Sakti Prasad Ghosh  
 Name : Sakti Prasad Ghosh  
 Designation : Director  
 DIN : 00183802

**VERIFICATION**

And we make this solemn declaration believing the same to be true.

We solemnly declare that we have made a full enquiry into the affairs of the Company including assets and liabilities of the Company and that having done so and having noted that the Board at the Board meeting held on 15th November, 2016 and shareholders of the Company through postal ballot, the result of which were declared on 2nd January, 2017, have approved the buy-back of 1,00,00,000 (One Crore ) number of equity shares as per the provisions of the Section 68 of the Companies Act, 2013.

Verified this day the 2nd January, 2017.

Signature : *Vivek Saraogi*  
Name : Vivek Saraogi  
Designation : Managing Director  
DIN : 00221419

Signature : *Sakti Prasad Ghosh*  
Name : Sakti Prasad Ghosh  
Designation : Director  
DIN : 00183802



Solemnly affirmed and declared at Kolkata, the 2nd day of January, 2017 before me.

*Identified by me.  
S. Deyashis  
Advocate*

Notary Public

**Solemnly declared and affirmed at  
Alipore Judges' Court, Cal-27 on  
identification at.....A.M./P.M  
under Notaries Act.**

*Parinush Banu*  
*2.1.17*  
**Smt. PARINUSH BANU  
Notary, Govt. of West Bengal  
100/2007**

**02 JAN 2017**

## ANNEXURE – I

## Statement of Assets and Liabilities

Statement as at 31<sup>st</sup> March, 2016, showing assets at estimated realizable values and liabilities expected to rank.

Name of the Company: Balrampur Chini Mills Limited

## Based on Standalone Results

Assets		(Rs. In Lakhs)	
Sr. no.	Particulars	Book Value	Estimated to Realise
1	Balance at Bank	564.39	564.39
2	Cash in hand	91.54	91.54
3	Marketable Securities	-	-
4	Bills Receivables	-	-
5	Trade Debtors	19,863.28	19,838.42
6	Loans & Advances	14,218.87	14,218.87
7	Unpaid Calls	-	-
8	Finished goods	1,67,812.91	1,67,812.91
9	Work in Progress	1,221.33	1,221.33
10	Raw Material	4,533.78	4,533.78
11	Packing Material	118.07	118.07
12	Other Inventory	12,806.54	12,806.54
13	Freehold Property	6,827.47	6,827.47
14	Leasehold Property	392.89	392.89
15	Plant & Machinery	90,990.69	89,603.91
15	Furniture, Fittings, Utensils, etc	419.56	419.56
16	Patents, Trade Marks, Intangible assets	280.72	280.72
17	Investments other than Marketable Securities	4,084.80	4,084.80
18	Other property, viz - Vehicles and office equipments	34,946.28	34,946.28
19	Capital Work in Progress	8,647.05	8,647.05
20	Other Current Assets *	6,473.32	4,359.42
	<b>TOTAL ASSETS</b>	<b>3,74,293.49</b>	<b>3,70,767.95</b>

For BALRAMPUR CHINI MILLS LTD.

*B. S. Rao*  
Managing Director

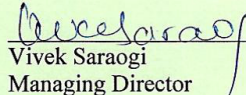
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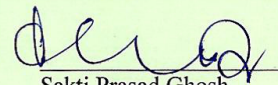
For Balrampur Chini Mills Ltd.

*[Signature]*  
Director

Liabilities		(Rs. In Lacs)	
Sr. No.	Particulars	Book Value	Estimated to Realise
1	<b>Secured creditors (amounts estimated to rank for payment)</b>		
	Long Term Borrowings	67,669.67	67,669.67
	Short Term Borrowings	99,441.85	99,441.85
	Interest Accrued	688.65	688.65
	<b>Total Secured Creditors</b>	<b>1,67,800.17</b>	<b>1,67,800.17</b>
2	<b>Other Liabilities (amounts estimated to rank for payment)</b>		
	Trade accounts	42,335.19	42,335.19
	Accrued Expenses	2,274.35	2,274.35
	Others	38,823.61	38,823.61
	<b>Total Other Liabilities</b>	<b>83,433.15</b>	<b>83,433.15</b>
3	<b>Contingent liabilities</b>		
	a. Claim against the company not acknowledge as debts	881.81	881.81
	b. Disputed demand under		
	(i) Income Tax	-	-
	(ii) Excise Duty	111.00	111.00
	(iii) Others	1.95	1.95
	c. Guarantees given by the bankers on behalf of the company	-	-
	d. Letters of credit outstanding	-	-
	<b>Total Contingent Liabilities</b>	<b>994.76</b>	<b>994.76</b>
	<b>TOTAL LIABILITIES</b>	<b>2,52,228.08</b>	<b>2,52,228.08</b>
<b>Total Liabilities</b>		2,52,228.08	2,52,228.08
<b>Total estimated value of assets</b>		3,74,293.49	3,70,767.95
<b>Estimated surplus after paying debts in full</b>		1,22,065.41	1,18,539.87

\* Also includes Other Non-current Assets - Rs. lacs 321.92

Signature :   
Name : Vivek Saraogi  
Designation : Managing Director  
DIN : 00221419

Signature :   
Name : Sakti Prasad Ghosh  
Designation : Director  
DIN : 00183802


Identified by me

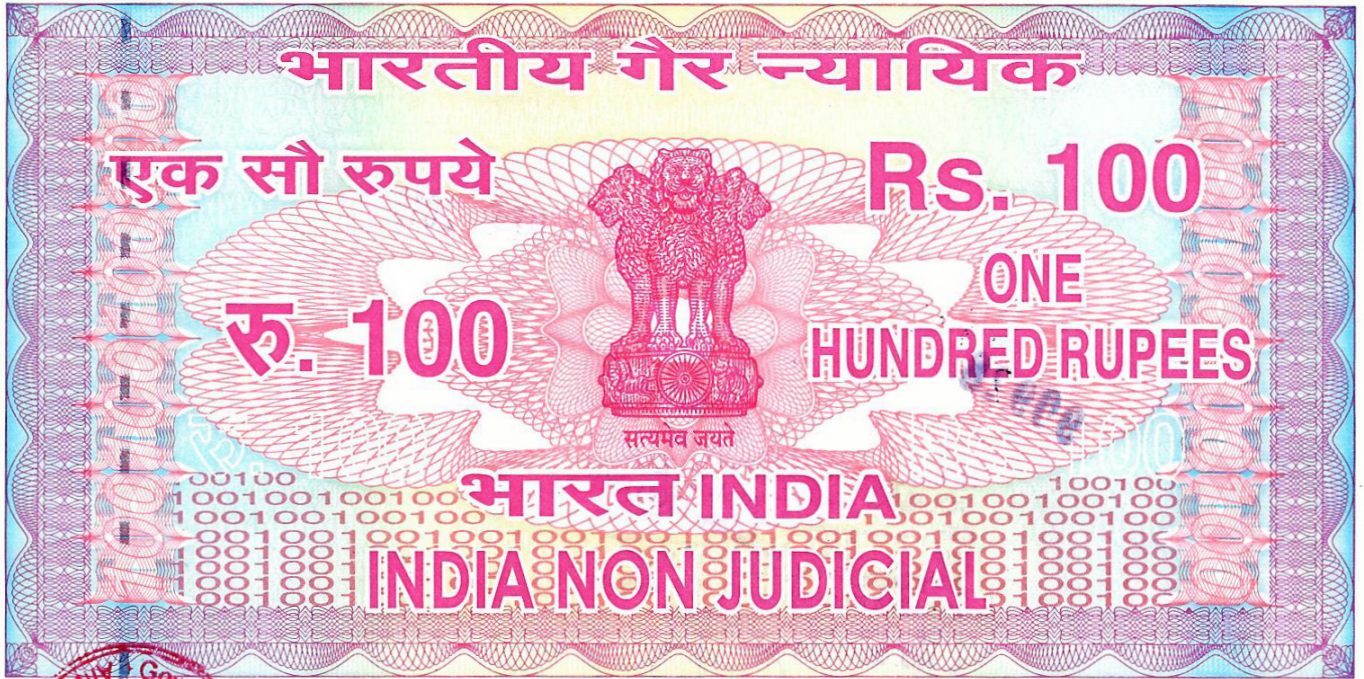
Place : Kolkata  
Dated : January 2, 2017

Solemnly declared and affirmed  
Alipore, Calcutta, on  
identification at  
under

Advocate

02 JAN 2017

  
P. Pradyumn Banu  
Notary  
100/2007  
Notary, West Bengal  
100/2007



पश्चिम बंगाल WEST BENGAL

Affidavit

BEFORE, THE NOTARY  
ALIPORE JUDGES' COURT 706991  
KOLKATA-700 027

We, Vivek Saraogi, and Sakti Prasad Ghosh, being Indian residents and authorized as the directors of Balrampur Chini Mills Limited, having its Registered Office at FMC Fortuna, 2nd Floor, 234/3A, AJC Bose Road, Kolkata-700020 do solemnly affirm and declare as follows:

The Board of Directors of the Company has made a full enquiry into the affairs and prospects of the Company and that it has formed the opinion:

- a. That immediately following the date of the Board Meeting held on November 15, 2016, and the date on which the results of postal ballot approving the Buyback were declared i.e. January 02, 2017, there will be no grounds on which the Company could be found unable to pay its debts;
- b. That as regards the Company's prospects for the year immediately following the date of the Board Meeting and the date on which the results of postal ballot approving the Buyback were declared approving the Buyback and having regard to the Board's intention 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 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 the Board Meeting the date on which the results of postal ballot approving the Buyback were declared, approving the Buyback;

For BALRAMPUR CHINI MILLS LTD.

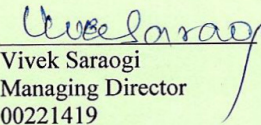
*Vivek Saraogi*  
Managing Director

For Balrampur Chini Mills Ltd.

*Sakti Prasad Ghosh*  
Director

02 JAN 2017

- c. In forming its 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, 2013 (including prospective and contingent liabilities).

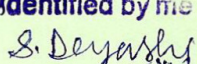
Signature :   
Name : Vivek Saraogi  
Designation : Managing Director  
DIN : 00221419

Signature :   
Name : Sakti Prasad Ghosh  
Designation : Director  
DIN : 00183802

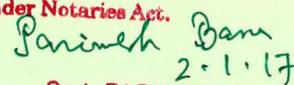
Solemnly affirmed and declared at Kolkata the 2nd day of January, 2017 before me.

Notary Public



Identified by me  
  
Advocate

Solemnly declared and affirmed at  
Alipore Judges' Court, Calcutta on  
identification at.....A.M./P.M.  
under Notaries Act.

  
2.1.17  
Smt. PARINUSH BANU  
Notary, Govt. of West Bengal  
100/2007

02 JAN 2017

## DRAFT LETTER OF OFFER

### THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Draft Letter of Offer is being sent to you as a registered Equity Shareholder of Balrampur Chini Mills Limited (the “**Company**”) as on the Record Date in accordance with Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, as amended. If you require any clarifications about the action to be taken, you should consult your stock broker or your investment consultant or the Manager to the Buyback i.e. Axis Capital Limited or the Registrar to the Buyback i.e. Karvy Computershare Private Limited. Please refer to the section on “**Definitions**” for the definition of the capitalized terms used herein.



### BALRAMPUR CHINI MILLS LIMITED

CIN: L15421WB1975PLC030118

**Registered Office:** FMC Fortuna, 2nd Floor, 234/3A, A.J.C. Bose Road, Kolkata – 700 020

Tel: +91 33 2287 4749; Fax: +91 33 2287 3083; Email: [investorgrievances@bcml.in](mailto:investorgrievances@bcml.in); Website: [www.chini.com](http://www.chini.com)

**Contact Person:** Mr. Nitin Bagaria, Company Secretary and Compliance Officer

Cash offer to Buyback upto 1,00,00,000 (One Crore) fully paid-up equity shares of face value ₹ 1/- each (“**Equity Shares**”), representing 4.08% of the total number of Equity Shares in the issued, subscribed and paid-up Equity Share capital of the Company, from all the Equity Shareholders as on the Record Date, i.e. January 13, 2017 on a proportionate basis, through the “**Tender Offer**” route, at a price of ₹ 175/- (Rupees One Hundred Seventy Five Only) per Equity Share for an aggregate amount of ₹ 175,00,00,000 (Rupees One Hundred and Seventy Five Crores Only).

- 1) The Buyback is in accordance with the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act 2013, as amended (the “**Companies Act**”), and in accordance with Article 62 of the Articles of Association of the Company and subject to the provisions of the Buyback Regulations, and such other approvals, permissions and exemptions as may be required from time to time from the BSE Limited (the “**BSE**”), the National Stock Exchange of India Limited (the “**NSE**”) and The Calcutta Stock Exchange Limited (the “**CSE**” and together with the BSE and NSE, the “**Recognized Stock Exchanges**”) where the Equity Shares of the Company are listed, and from any other statutory and/or regulatory authority, as may be required and which may be agreed to by the Board and/or any committee thereof. For the purpose of this Buyback, BSE is the Designated Stock Exchange.
- 2) The Buyback Size is ₹ 175,00,00,000.00 (Rupees One Hundred Seventy Five Crores Only), which is 14.72% and 14.75% of the aggregate of the fully paid-up equity share capital and free reserves as per the standalone and consolidated audited accounts of the Company for the financial year ended March 31, 2016, respectively (the last audited financial statements available as on the date of the Board Meeting approving the Buyback) and is within the statutory limits of 25% of the aggregate of the fully paid-up equity share capital and free reserves as per the last standalone audited financial statements of the Company.
- 3) This Letter of Offer is sent to the Equity Shareholder of Equity Shares as on the Record Date i.e. January 13, 2017.
- 4) The procedure for acceptance is set out on page 27 of this Draft Letter of Offer. The Form of Acceptance-cum-Acknowledgement (the “**Tender Form**”) is enclosed together with this Draft Letter of Offer.
- 5) A copy of the Public Announcement is available and the Draft Letter of Offer is expected to be available on the website of Securities and Exchange Board of India.
- 6) Equity Shareholders are advised to refer to Details of the Statutory Approvals and Note on Taxation on page 26 and page 33, respectively, of this Draft Letter of Offer, before tendering their Equity Shares in the Buyback.

#### MANAGER TO THE BUYBACK



#### Axis Capital Limited

1st Floor, Axis House,  
C-2 Wadia International Centre, P. B. Marg, Worli,  
Mumbai 400 025, Maharashtra, India

**Tel.:** +91 22 4325 2183

**Fax:** +91 22 4325 3000

**Email:** [bcml.buyback@axiscap.in](mailto:bcml.buyback@axiscap.in)

**Website:** [www.axiscapital.co.in](http://www.axiscapital.co.in)

**Contact Person:** Mr. Ankit Bhatia

**SEBI Regn. No.:** INM000012029

#### REGISTRAR TO THE BUYBACK



#### Karvy Computershare Pvt. Ltd.

Karvy Selenium Tower B, Plot Number 31 & 32,  
Gachibowli, Financial District,  
Nanakramguda, Hyderabad 500032

**Tel.:** +91 40 6716 2222

**Fax:** +91 40 2343 1551

**Email:** [bcml.buybackoffer@karvy.com](mailto:bcml.buybackoffer@karvy.com)

**Website:** [www.karvycomputershare.com](http://www.karvycomputershare.com)

**Contact Person:** Mr. M Murali Krishna

**SEBI Regn. No.:** INR000000221

#### BUYBACK PROGRAMME

BUYBACK OPENS ON

||●|

BUYBACK CLOSES ON

||●|

LAST DATE/ TIME OF RECEIPT OF COMPLETED  
TENDER FORMS

||●|



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## 1. SCHEDULE OF ACTIVITIES

Activity	Day & Date
Date of the Board meeting approving the proposal for Buyback of Equity Shares	Tuesday, November 15, 2016
Date of Postal Ballot results approving the Buyback	Monday, January 02, 2017
Date of publication of Public Announcement for the Buyback	Tuesday, January 03, 2017
Record Date for determining the Buyback Entitlement and the names of Eligible Persons	Friday, January 13, 2017
Buyback opens on / date of opening of Buyback	[●]
Buyback closes on / date of closing of Buyback	[●]
Last date of deposit of the physical share certificates with the Registrar	[●]
Last date of verification by Registrar	[●]
Last date of providing Acceptance to the Stock Exchanges by the Registrar	[●]
Last date of completion of settlement by the Clearing Corporation of the Stock Exchanges	[●]
Last date of dispatch of share certificates not accepted under the Buyback offer	[●]
Last date of extinguishment of Equity Shares	[●]

## 2. DEFINITION OF KEY TERMS

Acceptance	Acceptance of Equity Shares tendered by Eligible Persons in the Buyback Offer.
Additional Equity Shares	Additional Equity Shares tendered by an Eligible Person over and above the Buyback Entitlement of such Equity Shareholder.
Board/ Board of Directors	Board of directors of the Company.
BSE	BSE Limited.
Buyback/ Offer	Offer by Balrampur Chini Mills Limited to buy back up to maximum of 1,00,00,000 fully paid-up Equity Shares of face value of ₹ 1/- each at a price of ₹ 175/- per Equity Share from all the Equity Shareholders, as on the Record Date of the Company through the Tender Offer process on a proportionate basis.
Buyback / Executive Committee	The Executive Committee comprising Shri Vivek Saraogi Managing Director, Shri S P Ghosh, Independent Director and Dr. A. K. Saxena, Wholetime Director, authorized, interalia, for the purposes of the Buyback Offer by a resolution dated November 15, 2016 of the Board of Directors.
Buyback Entitlement	The number of Equity Shares that an Equity Shareholder is entitled to tender in the Buyback Offer, based on the number of Equity Shares held by that Equity Shareholder, on the Record Date and the ratio of Buyback applicable in the category, to which such Equity Shareholder belongs.
Buyback Price	Price at which Equity Shares will be bought back from the Equity Shareholders i.e. ₹ 175/- per fully paid up Equity Share, payable in cash.
Buyback Regulations	Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998 including any statutory modifications or re-enactments thereof.
Buyback Size	Number of Equity Shares proposed to be bought back (i.e. 1,00,00,000 Equity Shares) multiplied by the Buyback Price (i.e. ₹ 175 per Equity Share) aggregating to ₹ 175,00,00,000 (Rupees One Hundred Seventy Five Crores Only). The Buyback Size excludes the transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty etc.
DIN	Director Identification Number
CDSL	Central Depository Services (India) Limited.
Company	Balrampur Chini Mills Limited.
Companies Act	The Companies Act, 2013 (as amended).
CSE	The Calcutta Stock Exchange Limited
Depositories	Collectively, National Securities Depository Limited and Central Depository Services (India) Limited.
Designated Stock Exchange	BSE Limited.
Directors	Directors of the Company.
Draft Letter of Offer	Draft letter of offer dated January 06, 2017, to be filed with SEBI through the Manager to the Buyback, containing disclosures in relation to the Buyback as specified in

	Schedule III of the Buyback Regulations.
DP	Depository Participant.
Eligible Person(s)	Person(s) eligible to participate in the Buyback Offer and would mean all Equity Shareholders as on the Record Date being January 13, 2017.
Equity Shares	Fully paid up Equity Shares of face value of ₹ 1/- each of Company.
Equity Shareholder	Holders of the Equity Shares and includes beneficial owners thereof.
Escrow Account	The Escrow Account opened with HDFC Bank Limited.
Escrow Agent	HDFC Bank Limited
Escrow Agreement	The escrow agreement dated January 05, 2017 entered into between the Company, HDFC Bank Limited and Axis Capital Limited.
FEMA	The Foreign Exchange Management Act, 1999, as amended.
FPI	Foreign Portfolio Investors
FII(s)	Foreign Institutional Investor(s).
HUF	Hindu Undivided Family.
IT Act/ Income Tax Act	The Income Tax Act, 1961, as amended.
Letter of Offer	The letter of offer to be filed with SEBI, through the Manager to the Buyback, containing disclosures in relation to the Buyback as specified in Schedule III of the Buyback Regulations, incorporating any comments that may be received from SEBI on this Draft Letter of Offer.
LODR Regulations	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
LTCG	Long-Term Capital Gains
Manager to the Buyback	Axis Capital Limited
Non-Resident Shareholders	Includes Non-resident Indians (NRI) and Foreign Institutional Investors (FII) / )/ Foreign Portfolio Investor as defined under SEBI FPI Regulations..
NSDL	National Securities Depository Limited.
NSE	National Stock Exchange of India Limited
Public Announcement	Public announcement regarding the Buyback dated January 2, 2017 published in the Business Standard (English and Hindi National Daily) and Aajkal (Regional Language Daily) on January 03, 2017.
RBI	Reserve Bank of India.
Recognized Stock Exchanges	Collectively, BSE, NSE and CSE, being the stock exchanges where the Equity Shares of the Company are listed
Record Date	The date for the purpose of determining the Buyback Entitlement and the names of the Eligible Persons to whom the Letter of Offer and Tender Form will be sent, and who are eligible to participate in the proposed Buyback offer in accordance with the Regulations. The Record Date for the Offer is January 13, 2017.
Registrar to the Buyback	Karvy Computershare Private Limited.
SEBI	Securities and Exchange Board of India.
Small Shareholder	A shareholder, who holds Equity Shares whose market value, on the basis of closing price on BSE and /or NSE as on the Record Date (January 13, 2017), is not more than two lakh Rupees.
STCG	Short-Term Capital Gains
Tender Form	Form of Acceptance-cum-Acknowledgement.
Tender Offer	Method of Buyback as defined in Regulation 2(1)(o) of the Buyback Regulations.

### 3. DISCLAIMER CLAUSE

As required, a copy of this Draft Letter of Offer has been submitted to SEBI. It is to be distinctly understood that submission of this Draft 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 Draft Letter of Offer. The Manager to the Buyback, Axis Capital Limited, has certified that the disclosures made in this Draft Letter of Offer are generally adequate and are in conformity with the provisions of the Companies Act, 2013 and Buyback Regulations. This requirement is to facilitate investors 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 Draft Letter of Offer, the Manager to the Buyback is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose. Pursuant to this requirement, the Manager to the Buyback, Axis Capital Limited, has furnished to SEBI a Due Diligence Certificate dated January 06, 2017 in accordance with the Buyback Regulations, which reads as follows:

“We have examined various documents and materials contained in the annexure to this letter as part of the due-diligence carried out by us in connection with the finalization of the public announcement and the draft letter of offer. On the basis of such examination and the discussions with the Company, we hereby state that:

- The public announcement and the draft 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 offer including SEBI (Buyback of Securities) Regulations, 1998, as amended, have been duly complied with.
- The disclosures in the public announcement and the draft letter of offer are, to the best of our knowledge, true, fair and adequate in all material respects for the shareholders of the Company to make a well informed decision in respect of the captioned buyback offer.
- Funds used for the Buyback shall be as per the provisions of the Companies Act, 2013, as amended and to the extent notified.”

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

The promoters of the Company/ Directors declare and confirm that no information/ material likely to have a bearing on the decision of Eligible Persons 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 promoters of the Company / Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act, and the Buyback Regulations.

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

#### **Important Notice to All Shareholders**

This Letter of Offer has been prepared for the purposes of compliance with the regulations of the Buyback Regulations. Accordingly the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. The Company and the Manager to the Buyback are under no obligation to update the information contained herein at any time after the date of this Draft Letter of Offer.

This Draft 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. The Letter of Offer shall be dispatched to all Shareholders whose names appear on the register of members of the Company, as of the Record Date. However, receipt of the Letter of Offer by any Shareholders in a jurisdiction in which it would be illegal to make this Offer, or where making this Offer would require any action to be taken (including, but not restricted to, registration of the Letter of Offer under any local securities laws), shall not be treated by such Shareholders as an offer being made to them. Potential users of the information contained in this Draft Letter of Offer are requested to inform themselves about and to observe any such restrictions. Any Eligible Shareholder who tenders his, her or its Equity Shares in the Buyback Offer shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buyback.

#### 4. TEXT OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS

The Board of Directors passed a resolution on November 15, 2016 to approve the proposal for Buyback of equity shares, subject to the approval of shareholders of the Company. The shareholders approved the Buyback, by way of special resolution, through postal ballot by way of a postal ballot notice dated November 15, 2016 (the "Notice"), the results of which were announced on January 02, 2017. The text of the relevant resolution passed by Board of Directors is given below:

**"RESOLVED THAT** pursuant to the provisions of Article 62 of the Articles of Association of the Company and the provisions of Sections 68, 69 and 70 and other applicable provisions, if any, of the Companies Act, 2013, (as amended) (the "Act"), the Companies (Share Capital and Debentures) Rules, 2014 (as amended) to the extent applicable, and in compliance with Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (as amended) (the "Buyback Regulations"), including any amendments, statutory modifications or re-enactments thereof for the time being in force, and subject to the approval of the members of the Company by way of Special Resolution, and also subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall include the Executive Committee (the "Executive Committee") constituted/empowered by the Board to exercise its powers, including the powers conferred by this resolution), the Board hereby approves the buyback by the Company of fully paid up Equity Shares of face value of Re. 1 each not exceeding 1,00,00,000 (One Crore) Equity Shares ("Equity Shares") representing up to 4.08% of the total paid-up Equity Share Capital of the Company as on 31st March, 2016 at a price of Rs. 175 (Rupees One Hundred and Seventy Five Only) per Equity Share ("Buyback Price") payable in cash for an aggregate amount of up to Rs. 175,00,00,000 (Rupees One Hundred Seventy Five Crores) excluding transaction costs, statutory fees and charges such as service tax, securities transaction tax, brokerage etc., ("Buyback Size"), which is approximately 14.72% of the fully paid-up Equity Share Capital and Free Reserves as per the latest Standalone Audited Accounts of the Company for the financial year ended 31st March, 2016 on a proportionate basis through the "Tender Offer" route as prescribed under the Buyback Regulations, to all of the shareholders who hold Equity Shares as of a record date to be subsequently determined by the Executive Committee ("Buyback").

**RESOLVED FURTHER THAT** the Buyback Size does not include any expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India, advisors fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses.

**RESOLVED FURTHER THAT** all of the shareholders of the Company who hold Equity Shares as of a record date to be subsequently determined by the Executive Committee will be eligible to participate in the Buyback including promoters, promoter group and persons in control of the Company who hold equity shares of the Company as on that date.

**RESOLVED FURTHER THAT** the Buyback of shares from Non-Resident Shareholders, Overseas Corporate Bodies, Shareholders of foreign nationality etc. shall be subject to such approval of the Reserve Bank of India, if any, as may be required under the Foreign Exchange Management Act, 1999.

**RESOLVED FURTHER THAT** the Buyback shall have reservation for small shareholders in accordance with the provisions of the Buyback Regulations.

**RESOLVED FURTHER THAT** the Company shall 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.

**RESOLVED FURTHER THAT** the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 (the "Listing Regulations").

**RESOLVED FURTHER THAT** the amount required by the Company for the Buyback is intended to be met out of accumulated internal accruals and on such terms and conditions as the Board may decide from time to time at its absolute discretion. The Buyback would be made out of free reserves or the securities premium account of the Company or such other means as may be permissible.

**RESOLVED FURTHER THAT** in terms of Regulation 19(3) of the Buyback Regulations, Shri Nitin Bagaria, Company Secretary and Compliance Officer, be and is hereby appointed as the Compliance Officer for the Buyback and Karvy Computershare Private Limited, Registrar and Transfer Agent, is appointed as the Registrar to the Buyback Offer and as Investor Service Centre.

**RESOLVED FURTHER THAT** the draft of the Declaration of Solvency prepared in the prescribed form and supporting affidavit and other documents, placed before the meeting be and are hereby approved and Shri Vivek Saraogi, Managing Director, and any one of Dr. A. K. Saxena, Wholetime Director or Shri S. P. Ghosh, Independent Director, be and are hereby authorized to sign the same, for and on behalf of the Board and file the same with the Registrar of Companies, West Bengal and the Securities and Exchange Board of India in accordance with applicable law.

**RESOLVED FURTHER THAT** the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion:

- a) that immediately following the date of this Board meeting and the date on which the results of postal ballot approving the Buyback will be declared, there will be no grounds on which the Company could be found unable to pay its debts;
- b) that as regards its prospects for the year immediately following the date of this Board meeting and the date on which the results of postal ballot approving the Buyback will be declared, 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 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 postal ballot approving the Buyback will be declared; and;
- c) that in forming their opinion for the above purposes, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act (including prospective and contingent liabilities).

**RESOLVED FURTHER THAT** the Board hereby confirms that:

- a) the Company shall not issue any Equity Shares or specified securities including by way of bonus till the date of closure of the Buyback from the date of resolution passed by the Shareholders approving the Buyback;
- b) the Company shall not raise further capital for a period of one year from the closure of the Buyback, except in discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares;
- c) the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable;
- d) the Company shall not buyback its Equity 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;
- e) there are no defaults subsisting in the repayment of deposits, redemption of debentures or preference shares or repayment of any term loans to any financial institution or banks;
- f) that the Company has been in compliance with Sections 92, 123, 127 and 129 of the Act;
- g) the aggregate amount of the Buyback i.e. Rs. 175,00,00,000 (Rupees One Hundred Seventy Five Crores only) does not exceed 25% of the total paid-up Equity Share Capital and Free Reserves of the Company as on 31st March, 2016;
- h) the Company shall not make any offer of buyback within a period of one year reckoned from the date of closure of the Buyback;
- i) there is no pendency of any scheme of amalgamation or compromise or arrangement;
- j) pursuant to the provisions of the Companies Act, as on date; and the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up Share Capital and Free Reserves after the Buyback.

**RESOLVED FURTHER THAT** Shri Vivek Saraogi, Managing Director, Dr. A. K. Saxena, Wholetime Director, Shri S. P. Ghosh, Independent Director, directors of the Company, Shri Pramod Patwari, Chief Financial Officer, Shri Nitin Bagaria, Company Secretary be and are hereby severally authorised to do all such acts, deeds and things as may be necessary, expedient or proper with regard to the implementation of the Buyback, including:

1. The appointment of Merchant Bankers, Brokers, Registrars, Advertising Agency, Compliance Officer and other Advisors, Consultants or Representatives;
2. Opening and operating an Escrow account as per the provisions of Buyback Regulations.
3. The initiating of all necessary actions for preparation and issue of Public Notice and Public Announcement, Draft Letter of Offer and Letter of Offer;
4. The filing of Public Notice and Public Announcement, Certificates for Declaration of Solvency with SEBI/ Stock exchanges and other appropriate authorities and filing of Certificate of extinguishment of shares and physical destruction of share certificates and all other documents required to be filed in connection with the Buyback with the appropriate authorities;
5. The making of all applications to the appropriate authorities for their requisite approvals;
6. The opening, operation and closure of all necessary Accounts such as Broking Account, Escrow Account, Depository Account;
7. To settle all such questions, difficulties or doubts that may arise in relation to the implementation of the Buyback;
8. To do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, expedient, usual or proper and
9. To delegate all or any of the authorities conferred as above to any Officer(s)/Authorised Representative(s) of the Company to give effect to the aforesaid resolution or to accept any change(s) or modification(s) as may be suggested by the appropriate Authorities or Advisors.”

**RESOLVED FURTHER THAT** consent of the Board of Directors of the Company be and is hereby accorded for the appointment of Axis Capital Limited as the Manager and broker to the Buyback.

**RESOLVED FURTHER THAT** Shri Vivek Saraogi, Managing Director and Shri Nitin Bagaria, Company Secretary of the Company, be and are hereby severally authorized to negotiate, sign, execute the necessary applications, documents, forms and instruments and issue the appointment letter and to do such other acts and things as may be necessary, expedient to give effect to the Resolution.

**RESOLVED FURTHER THAT** approval of the Board be and is hereby accorded to enter into ESCROW agreement with any scheduled commercial bank (as the Executive Committee may decide), along with Axis Capital Limited as required under the Buyback Regulations.

**RESOLVED FURTHER THAT** any two of the following persons,

Shri Vivek Saraogi, Managing Director,  
Dr. A. K. Saxena, Wholetime Director,  
Shri S. P. Ghosh, Independent Director,  
Shri Pramod Patwari, Chief Financial Officer,  
Shri Nitin Bagaria, Company Secretary

be and are authorized to jointly execute/perform the acts, deeds, documents, letters and things in the name and on behalf of the Company as may be required to execute the ESCROW agreement and deposit therein the Escrow Amount as per the Buyback Regulations.

**RESOLVED FURTHER THAT** Axis Capital Limited is authorized to operate the Escrow Account and realize the amount deposited in Escrow Account, in compliance with the Buyback Regulations.

**RESOLVED FURTHER THAT** the Executive Committee of Board of Directors (“Executive Committee”) consisting of Shri Vivek Saraogi, Managing Director, Shri S. P. Ghosh, Independent Director and Dr. A. K. Saxena, Wholetime Director be and is hereby authorised to, for the purposes of the Buyback, to do all such acts, deeds, matters and things, and to give such directions, as it may, in its absolute discretion, deem necessary, expedient, usual or proper, and to settle any question, difficulty or doubt, that may arise in this regard, in the best interest of the Company and its shareholders in connection with the Buyback.

**RESOLVED FURTHER THAT** a copy of the foregoing resolution certified by the Managing Director or the Company Secretary be forwarded to concerned persons/authorities and they be requested to act thereon.”

## 5. DETAILS OF THE PUBLIC ANNOUNCEMENT

As per Regulation 8(1) of the Buyback Regulations, the Company has made a Public Announcement dated January 02, 2017 for the Buyback of Equity Shares published on January 03, 2017 in the following newspapers, which is within two working days from the date of passing the shareholders resolution of the Company approving the Buyback i.e. January 2, 2017

Name of the Newspaper	Language	Editions
Business Standard	English	All
Business Standard	Hindi	All
Aajkal	Bengali	Kolkata

(A copy of the Public Announcement is available on the SEBI website at [www.sebi.gov.in](http://www.sebi.gov.in))

## 6. DETAILS OF THE BUYBACK

- 6.1 Balrampur Chini Mills Limited has announced the buyback of upto 1,00,00,000 fully paid-up Equity Shares of face value of ₹ 1/- each from all the Equity Shareholders of the Company as on the Record Date, on a proportionate basis, through the Tender Offer route, subject to compliance with the provisions of Sections 68, 69, 70 and other applicable provisions, if any, of the Companies Act, the Buyback Regulations, the LODR Regulations and applicable rules and regulations as specified by RBI, amongst others, at the Buyback Price of ₹ 175/- per Equity Share payable in cash, for an aggregate maximum amount of ₹ 175,00,00,000 (Rupees One Hundred Seventy Five Crores Only), which is 14.72% and 14.75% of the aggregate of the fully paid-up equity share capital and free reserves as per the standalone and consolidated audited accounts of the Company for the financial year ended March 31, 2016, respectively (the last audited financial statements available as on the date of the Board Meeting approving the Buyback) and is within the statutory limits of 25% of the aggregate of the fully paid-up equity share capital and free reserves as per the last standalone audited financial statements of the Company. The maximum number of Equity Shares proposed to be bought back represents 4.08% of the total number of Equity Shares in the total paid up equity share capital of the Company as at March 31, 2016.
- 6.2 The Buyback is proposed to be implemented by the Company through Tender Offer Method from the Equity Shareholders on a proportionate basis. However, 15% of the number of Equity Shares which the Company proposes to buy back or number of Equity Shares entitled as per their shareholding, whichever is higher, shall be reserved for Small Shareholders. As per the Buyback Regulations, small shareholder means a shareholder who holds equity shares having market value, on the basis of closing price of shares on the recognized stock exchange in which the highest trading volume in respect of such shares as on Record Date, of not more than ₹ 2,00,000 (Rupees Two Lakhs).
- 6.3 The aggregate shareholding of the Promoters and Promoter Group of the Company and the persons who are in control of the Company, as on the date of which the results of postal ballot were declared i.e. January 02, 2017 is given below:

Name of Shareholder	No. of fully paid up equity shares	Shareholding as a % of total no. of shares
<b>Promoter and Promoter Group</b>		
<b>a. Individuals</b>	<b>8,28,63,160</b>	<b>33.82</b>
Vivek Saraogi HUF	1,70,040	0.07
Kamal Nayan Saraogi HUF	78,62,300	3.21
Smt. Stuti Dhanuka	50,12,000	2.05
Shri Vivek Saraogi	3,80,82,320	15.54
Smt. Sumedha Saraogi	97,99,000	4.00
Ms. Avantika Saraogi	37,46,600	1.53
Shri Karan Saraogi	1,81,90,900	7.42
Smt. Meenakshi Saraogi	Nil	-
<b>b. Bodies Corporate</b>	<b>1,71,36,839</b>	<b>7.00</b>
Udaipur Cotton Mills Co. Ltd.	65,59,680	2.68%
Novel Suppliers Pvt. Ltd.	31,01,109	1.27%
Meenakshi Mercantiles Ltd.	74,76,050	3.05%
<b>Total</b>	<b>9,99,99,999</b>	<b>40.82</b>



<b>Directors of Promoter Companies (other than those covered at (a) above)</b>	<b>2,07,000</b>	<b>0.08</b>
Shri Jugal Kishore Bajaj Director of Meenakshi Mercantiles Ltd.	1,50,000	0.06%
Shri Shiw Chand Sharma Director of Meenakshi Mercantiles Ltd.	52,000	0.02%
Shri Sachchida Nand Pandey Director of Meenakshi Mercantiles Ltd.	3,000	Negligible
Shri Prabhakar Mishra Director of Novel Suppliers Pvt. Ltd.	2,000	Negligible
<b>Total</b>	<b>10,02,06,999</b>	<b>40.90</b>

6.4 Shareholding of the Promoters and Promoter Group post buyback is disclosed in 13.4 below.

6.5 After the completion of the Buyback, the non-promoter shareholding of the Company shall not fall below the minimum level required as per the LODR Regulations.

6.6 Details of transactions undertaken by the Promoters and Promoter Group of the Company and directors of Promoters for a period of twelve months preceding the date of Public Announcement:

<b>Name</b>	<b>Aggregate no. of shares purchased or sold</b>	<b>Nature of transaction</b>	<b>Maximum price (₹)</b>	<b>Date of maximum price</b>	<b>Minimum price (₹)</b>	<b>Date of minimum price</b>
Smt. Meenakshi Saraogi	(1,42,44,300)	Gift to Shri Karan Saraogi	N.A.	22 <sup>nd</sup> September, 2016	N.A.	22 <sup>nd</sup> September, 2016
Shri Karan Saraogi	1,42,44,300	Gift from Smt. Meenakshi Saraogi	N.A.	22 <sup>nd</sup> September, 2016	N.A.	22 <sup>nd</sup> September, 2016
Shri D. K. Mittal*	(1,094)	Open Market Sale	132.85	4 <sup>th</sup> July, 2016	126.75	30 <sup>th</sup> June, 2016

\* Independent Director of the Company

6.7 Other than the transaction referred above, there were no transactions undertaken by persons referred to in 6.3 above during the period of last twelve months preceding the date of Public Announcement.

6.8 In terms of the Buyback Regulations, under the Tender Offer, the Promoter and Promoter Group, being in control of the Company, have an option to participate in the Buyback. In this regard, the Promoters have expressed their intention vide their letters dated 15<sup>th</sup> November, 2016 to tender upto such number of equity shares with the intent that subsequent to the Buyback, the aggregate shareholding percentage of the Promoters does not fall below the aggregate shareholding percentage of the Promoters as on the Record Date, to the extent possible.

The maximum number of equity shares which may be tendered by the Promoters who have expressed their intention to tender equity shares in the Buyback are as under:

<b>Sl. No</b>	<b>Name of shareholder</b>	<b>Maximum number of shares which may be tendered</b>
1.	Meenakshi Mercantiles Ltd.	Upto their entitlement
2.	Udaipur Cotton Mills Co. Ltd.	Upto their entitlement
3.	Novel Suppliers Pvt. Ltd.	Upto their entitlement
4.	Shri Vivek Saraogi	3,80,82,320
5.	Smt. Sumedha Saraogi	97,99,000
6.	Smt. Stuti Dhanuka	50,12,000
7.	Ms. Avantika Saraogi	37,46,600
8.	Shri Karan Saraogi	1,81,90,900
9.	Vivek Saraogi HUF	1,70,040
10.	Kamal Nayan Saraogi HUF	78,62,300

6.9 The details of date and price of acquisition of the Equity Shares that the Promoters intend to tender are stated below:

**MEENAKSHI MERCANTILES LTD.**

Sl. No.	Date of transaction	No. of Shares	Transaction Value (₹)	Nature of transaction	Nominal value (₹)	Cumulative No. of shares
1.	Opening as on 1-4-2004	59,408	11,41,973.50	Through purchases/allotments	10/-	59,408
2.	16-10-2004	84,357	2,19,32,820.00	Rights Issue	10/-	1,43,765
3.	31-03-2005	-	-	Split from ₹ 10/- to ₹ 1/-	₹ 1/-	14,37,650
4.	23-10-2007	5,25,000	3,97,19,246.00	Open Market purchase	1/-	19,62,650
5.	24-10-2007	7,00,000	5,55,55,688.20	Open Market purchase	1/-	26,62,650
6.	29-10-2007	25,000	20,74,775.30	Open Market purchase	1/-	26,87,650
7.	30-10-2007	3,00,000	2,55,26,393.80	Open Market purchase	1/-	29,87,650
8.	31-10-2007	3,00,000	2,45,36,407.30	Open Market purchase	1/-	32,87,650
9.	01-11-2007	1,43,000	1,12,42,058.32	Open Market purchase	1/-	34,30,650
10.	02-11-2007	1,25,000	1,00,03,739.50	Open Market purchase	1/-	35,55,650
11.	06-11-2007	3,57,000	2,91,77,645.03	Open Market purchase	1/-	39,12,650
12.	04-01-2008	15,63,400	14,38,32,800.00	Preferential Allotment	1/-	54,76,050
13.	14-10-2008	4,00,000	2,09,12,216.59	Open Market purchase	1/-	58,76,050
14.	15-10-2008	1,02,161	51,70,682.14	Open Market purchase	1/-	59,78,211
15.	16-10-2008	57,853	28,12,795.12	Open Market purchase	1/-	60,36,064
16.	20-10-2008	4,39,986	2,19,37,733.56	Open Market purchase	1/-	64,76,050
17.	22-10-2008	2,00,000	96,62,477.27	Open Market purchase	1/-	66,76,050
18.	23-10-2008	54,634	24,68,827.21	Open Market purchase	1/-	67,30,684
19.	24-10-2008	6,35,872	2,67,65,168.41	Open Market purchase	1/-	73,66,556
20.	27-10-2008	1,09,494	43,72,431.66	Open Market purchase	1/-	74,76,050
21.	17-05-2010	6,00,000	4,37,67,606.95	Open Market purchase	1/-	80,76,050
22.	18-05-2010	1,50,000	1,12,76,062.41	Open Market purchase	1/-	82,26,050
23.	19-05-2010	1,50,000	1,12,38,418.92	Open Market purchase	1/-	83,76,050
24.	20-05-2010	2,00,000	1,47,74,783.28	Open Market purchase	1/-	85,76,050
25.	25-05-2010	1,000	97,245.00	Off Market purchase	1/-	85,77,050
26.	18-03-2015	(11,01,000)	6,04,78,946.78	Inter-se transfer to Novel Suppliers Pvt. Ltd. (Sale)	1/-	74,76,050
<b>Cumulative Shareholding</b>						<b>74,76,050</b>

Note: Since specific details of acquisition/sale of equity shares prior to 1-4-2004 are not available, aggregate shareholding as on 1-4-2004 is provided.

**UDAIPUR COTTON MILLS CO. LTD.**

Sl. No.	Date of transaction	No. of Shares	Transaction Value (₹)	Nature of transaction	Nominal value (₹)	Cumulative No. of shares
1.	Opening as on 1-4-2004	1,52,771	1,89,771.00	Through purchases/allotments	10/-	1,52,771
2.	16-10-2004	88,697	2,30,61,220.00	Rights Issue	10/-	2,41,468
3.	31-03-2005	-	-	Split from ₹ 10/- to ₹1/-	₹1/-	24,14,680
4.	23-10-2007	5,25,000	3,99,93,838.50	Open Market purchase	1/-	29,39,680
5.	24-10-2007	7,00,000	5,56,83,843.20	Open Market purchase	1/-	36,39,680
6.	29-10-2007	25,000	20,68,025.30	Open Market purchase	1/-	36,64,680
7.	30-10-2007	3,00,000	2,55,31,576.30	Open Market purchase	1/-	39,64,680
8.	31-10-2007	3,00,000	2,45,25,383.30	Open Market purchase	1/-	42,64,680
9.	02-11-2007	2,25,000	1,80,52,162.10	Open Market purchase	1/-	44,89,680
10.	06-11-2007	3,50,000	2,86,13,556.60	Open Market purchase	1/-	48,39,680
11.	04-01-2008	17,20,000	15,82,40,000.00	Preferential Allotment	1/-	65,59,680
<b>Cumulative Shareholding</b>						<b>65,59,680</b>

Note: Since specific details of acquisition/sale of equity shares prior to 1-4-2004 are not available, aggregate shareholding as on 1-4-2004 is provided.

**NOVEL SUPPLIERS PVT. LTD.**

Sl. No.	Date of transaction	No. of Shares	Transaction Value (₹)	Nature of transaction	Nominal value (₹)	Cumulative No. of shares
1.	08-06-2012	6,00,000	3,03,54,311.86	Open market purchase	1/-	6,00,000
2.	11-06-2012	3,00,000	1,51,09,760.05	Open market purchase	1/-	9,00,000
3.	14-06-2012	3,014	1,46,522.40	Open market purchase	1/-	9,03,014
4.	15-06-2012	1,96,986	96,22,956.55	Open market purchase	1/-	11,00,000
5.	18-06-2012	3,73,001	1,78,58,799.02	Open market purchase	1/-	14,73,001
6.	19-06-2012	26,999	12,92,277.76	Open market purchase	1/-	15,00,000
7.	21-06-2012	5,00,000	2,44,93,425.99	Open market purchase	1/-	20,00,000
8.	22-06-2012	109	5,315.27	Open market purchase	1/-	20,00,109
9.	18-03-2015	11,01,000	6,06,27,982.59	Inter-se transfer from Meenakshi Mercantiles Ltd.	1/-	31,01,109
<b>Cumulative Shareholding</b>						<b>31,01,109</b>

**SHRI VIVEK SARAOGI**

Sl. No.	Date of transaction	No. of Shares	Transaction Value (₹)	Nature of transaction	Nominal value (₹)	Cumulative No. of shares
1.	Opening as on 1-4-2004	3,78,080	80,25,260.00	Through purchases/allotments	10/-	3,78,080
2.	16-10-2004	33,020	85,85,200.00	Rights Issue	10/-	4,11,100
3.	31-03-2005	-	-	Split from ₹ 10/- to ₹1/-	₹1/-	41,11,000
4.	16-05-2008	46,45,100	-	Gift - Inter se Promoters	1/-	87,56,100
5.	07-04-2010	5,78,000	5,32,64,176.81	Open Market purchase	1/-	93,34,100
6.	10-12-2010	91,51,001	-	Gift - Inter se Promoters	1/-	1,84,85,101
7.	07-02-2013	1,95,97,219	-	Gift - Inter se Promoters	1/-	3,80,82,320
<b>Cumulative Shareholding</b>						<b>3,80,82,320</b>

Note: Since specific details of acquisition/sale of equity shares prior to 1-4-2004 are not available, aggregate shareholding as on 1-4-2004 is provided.

**SMT. SUMEDHA SARAOGI**

Sl. No.	Date of transaction	No. of Shares	Transaction Value (₹)	Nature of transaction	Nominal value (₹)	Cumulative No. of shares
1.	Opening as on 1-4-2004	8,86,850	8,64,825.00	Through purchases/allotments	10/-	8,86,850
2.	16-10-2004	93,050	2,41,93,000.00	Rights Issue	10/-	9,79,900
3.	31-03-2005	-	-	Split from ₹ 10/- to ₹1/-	₹1/-	97,99,000
<b>Cumulative Shareholding</b>						<b>97,99,000</b>

Note: Since specific details of acquisition/sale of equity shares prior to 1-4-2004 are not available, aggregate shareholding as on 1-4-2004 is provided.

**SMT. STUTI DHANUKA**

Sl. No.	Date of transaction	No. of Shares	Transaction Value (₹)	Nature of transaction	Nominal value (₹)	Cumulative No. of shares
1.	Opening as on 1-4-2004	4,47,500	85,671.00	Through purchases/allotments	10/-	4,47,500
2.	16-10-2004	53,700	1,39,62,000.00	Rights Issue	10/-	5,01,200
3.	31-03-2005	-	-	Split from ₹ 10/- to ₹1/-	₹1/-	50,12,000
<b>Cumulative Shareholding</b>						<b>50,12,000</b>

Note: Since specific details of acquisition/sale of equity shares prior to 1-4-2004 are not available, aggregate shareholding as on 1-4-2004 is provided.

**MS. AVANTIKA SARAOGI**

Sl. No.	Date of transaction	No. of Shares	Transaction Value (₹)	Nature of transaction	Nominal value (₹)	Cumulative No. of shares
1.	Opening as on 1-4-2004	3,43,265	3,46,533.00	Through purchases/allotments	10/-	3,43,265
2.	16-10-2004	13,275	34,51,500.00	Rights Issue	10/-	3,56,540
3.	31-03-2005	-	-	Split from ₹ 10/- to ₹1/-	₹1/-	35,65,400
4.	04-01-2008	1,81,200	1,66,70,400.00	Preferential Allotment	1/-	37,46,600
<b>Cumulative Shareholding</b>						<b>37,46,600</b>

Note: Since specific details of acquisition/sale of equity shares prior to 1-4-2004 are not available, aggregate shareholding as on 1-4-2004 is provided.

**SHRI KARAN SARAOGI**

Sl. No.	Date of transaction	No. of Shares	Transaction Value (₹)	Nature of transaction	Nominal value (₹)	Cumulative No. of shares
1	Opening as on 1-4-2004	3,43,365	3,46,643.00	Through purchases/allotments	10/-	3,43,365
2	16-10-2004	13,175	34,25,500.00	Rights Issue	10/-	3,56,540
3	31-03-2005	-	-	Split from ₹ 10/- to ₹1/-	₹1/-	35,65,400
4	04-01-2008	3,81,200	3,50,70,400.00	Preferential Allotment	1/-	39,46,600
5	22-09-2016	1,42,44,300	Nil	Inter Se Transfer	1/-	1,81,90,900
<b>Cumulative Shareholding</b>						<b>1,81,90,900</b>

Note: Since specific details of acquisition/sale of equity shares prior to 1-4-2004 are not available, aggregate shareholding as on 1-4-2004 is provided.

**VIVEK SARAOGI HUF**

Sl. No.	Date of transaction	No. of Shares	Transaction Value (₹)	Nature of transaction	Nominal value (₹)	Cumulative No. of shares
1.	Opening as on 1-4-2004	15,000	1,50,000.00	Through purchases/allotments	10/-	15,000
2.	16-10-2004	2,004	5,21,040.00	Rights Issue	10/-	17,004
3.	31-03-2005	-	-	Split from ₹ 10/- to ₹ 1/-	₹1/-	1,70,040
<b>Cumulative Shareholding</b>						<b>1,70,040</b>

Note: Since specific details of acquisition/sale of equity shares prior to 1-4-2004 are not available, aggregate shareholding as on 1-4-2004 is provided.

**KAMAL NAYAN SARAOGI HUF**

Sl. No.	Date of transaction	No. of Shares	Transaction Value (₹)	Nature of transaction	Nominal value (₹)	Cumulative No. of shares
1.	Opening as on 1-4-2004	7,02,432	7,03,639.00	Through purchases/allotments	10/-	7,02,432
2.	16-10-2004	83,798	2,17,87,480.00	Rights Issue	10/-	7,86,230
3.	31-03-2005	-	-	Split from ₹ 10/- to ₹1/-	₹1/-	78,62,300
<b>Cumulative Shareholding</b>						<b>78,62,300</b>

Note: Since specific details of acquisition/sale of equity shares prior to 1-4-2004 are not available, aggregate shareholding as on 1-4-2004 is provided.

6.10 Subsequent to the date of the Board Meeting i.e. November 15, 2016, the Promoters and Promoter Group of the Company have not entered into any transactions in relation to the Equity Shares of the Company.

## **7. AUTHORITY FOR THE BUYBACK**

Pursuant to the provisions of, Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013 and in accordance with Article 62 of the Articles of Association of the Company and subject to the provisions of the Buyback Regulations, and such other approvals, permissions and exemptions as may be required from time to time from Stock Exchanges, where the Equity Shares of the Company are listed, and from any other statutory and/or regulatory authority, as may be required and which may be agreed to by the Board and/or any committee thereof, the Buyback through a tender offer has been duly authorised by a resolution passed by the Board of Directors at its meeting held on November 15, 2016 and by the shareholders of the Company through postal ballot notice dated November 15, 2016, the results of which were announced on January 2, 2017.

## **8. NECESSITY OF THE BUYBACK**

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 or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without any additional investment.
- v. Optimizes the capital structure.

After considering several factors and benefits to the Equity Shareholders, the Board of Directors decided to recommend Buyback of up to 1,00,00,000 (One Crore only) Equity Shares of ₹1/- each (representing 4.08% of the total number of the equity share capital of the Company as at March 31, 2016) at the Buyback Price i.e. ₹ 175.00 per Equity Share aggregating to ₹ 175,00,00,000.00 (Rupees One Hundred Seventy Five Crores Only).

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

- 9.1 We believe the Buyback 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 Buyback. Assuming there is full response to the Buyback, the funds deployed by the Company towards the Buyback would be ₹ 175,00,00,000 (Rupees One Hundred Seventy Five Crores Only). This shall impact the investment income earned by the Company, on account of reduced amount of funds available.
- 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.
- 9.3 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.
- 9.4 Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Equity Shareholders upto their Buyback Entitlement, the aggregate shareholding of the Promoters and Promoter Group post the Buyback will increase / decrease from 40.82%, which is the Promoter and Promoter Group holding as at date, to [●]% of the post Buyback Equity Share capital of the Company.
- 9.5 Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Equity Shareholders upto their Buyback Entitlement, the aggregate shareholding of the public shall increase/decrease from 59.18%, which is the public holding as at date, to [●]% of the post Buyback Equity Share capital of the Company.
- 9.6 The Buyback of Equity Shares shall not result in a change in control or otherwise affect the existing management structure of the Company.
- 9.7 Consequent to the Buyback and based on the number of Equity Shares bought back from the Non-Resident Shareholders, Indian financial institutions, banks, mutual funds and the public including other bodies corporate, the shareholding of each such person may undergo a change.

- 9.8 The debt-equity ratio after the completion of the Buyback will be within the permissible limit of 2:1 prescribed by the Companies Act, even if the response to the Buyback is to the extent of 100% (full acceptance).
- 9.9 The Promoters and Promoter Group of the Company shall not deal in the Equity Shares of the Company on Stock Exchanges or off market, including by way of *inter-se* transfer(s) of Equity Shares among the Promoters and Promoter Group during the period from the date of Shareholders resolution approving the Buyback till the closing of the Offer.
- 9.10 The Company shall not raise further capital for a period of one year from the closure of the Buyback except in discharge of its subsisting obligations.
- 9.11 The Company shall not issue any equity shares or other securities (including by way of bonus) till the date of closure of the Buyback.
- 9.12 Salient financial parameters consequent to the Buyback based on the latest audited results as on March 31, 2016 are as under:

Parameter	Standalone		Consolidated	
	Pre-Buyback*	Post Buyback*	Pre-Buyback*	Post Buyback*
Networth <sup>#</sup> (₹ in Lakhs)	1,18,914.17	1,01,414.17	1,18,663.79	1,01,163.79
Return on Networth <sup>#</sup> (%)	8.36	9.80	8.37	9.82
Earnings per Share (₹)	4.06	4.23	4.05	4.23
Book Value per Share <sup>#</sup> (₹)	48.55	43.16	48.44	43.06
P/E as per the latest audited financial results <sup>§</sup>	32.25	30.96	32.33	30.96
Total Debt/Equity Ratio (Total Debt/Net worth) <sup>#</sup>	1.41	1.65	1.41	1.66

\* Pre and Post Buyback Calculations are based on financial numbers as on March 31, 2016. The post Buyback numbers are calculated by reducing the net worth by the proposed buyback amount (assuming full acceptance) without factoring in any impact on the profit & loss account.

<sup>#</sup> Excluding Capital Reserve, Capital Redemption Reserve, Revaluation Reserve, Share Option outstanding, Storage fund for molases.

<sup>§</sup> P/E Ratio based on the closing market price as on January 3, 2017, the date of publication of the Public Announcement ₹ 130.95 on NSE.

## 10. BASIS OF CALCULATING THE BUYBACK PRICE

- 10.1 The Buyback Price 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 BSE and NSE, the net worth of the Company and the impact of the Buyback on the earnings per equity share of the Company.
- 10.2 The Buyback Price per Equity Share represents a premium of 57.77% and 57.67% over the average closing prices of the Company's Equity Shares on BSE and NSE respectively for 3 months preceding the date of intimation to the BSE and NSE for the Board Meeting to consider the proposal of the Buyback, being November 09, 2016 and 56.05% and 56.17% over the average closing prices of the Company's equity shares on BSE and NSE respectively for 2 weeks preceding the date of intimation to BSE and NSE for the Board Meeting to consider the proposal of the Buyback.
- 10.3 The closing market price of the Equity Shares as on the date of intimation of the date of the Board meeting for considering the Buyback, being November 09, 2016 was ₹115.65 and ₹ 115.75 on BSE and NSE respectively.
- 10.4 The Buyback Price is higher by 260.45% and 261.27% of the book value per Equity Share of the Company, which pre Buyback, as on March 31, 2016, is ₹ 48.55 and ₹ 48.44, on a standalone and consolidated basis respectively, as calculated at Clause 9.12 above.
- 10.5 The basic earnings per Equity Share of the Company pre Buyback as on March 31, 2016, considering the number of shares outstanding as on March 31, 2016 is ₹ 4.06 and ₹ 4.05 on a standalone and consolidated basis respectively, which will increase to ₹ 4.23 on a standalone and consolidated basis, post Buyback assuming full acceptance of the Buyback.
- 10.6 The return on net worth of the Company pre Buyback as on March 31, 2016 is 8.36% and 8.37% on a standalone and consolidated basis respectively, which will increase to 9.80% and 9.82% on a standalone and consolidated basis respectively, post Buyback assuming full acceptance of the Buyback, as calculated at 9.12 above.

## 11. SOURCES OF FUNDS FOR THE BUYBACK

Assuming full acceptance, the funds that would be utilized by the Company for the purpose of the Buyback would be ₹ 175,00,00,000 (Rupees One Hundred Seventy Five Crores Only).

The funds for the Buyback will be sourced from internal accruals and liquidation of current investments. The Company shall transfer from its free reserve / securities premium account 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 does not intend to raise additional debt for the explicit purposes of the Buyback. Thus, funds from banks and financial institutions will not be used for the Buyback.

## 12. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT DEPOSITED THEREIN

- 12.1 In accordance with Regulation 10 of the Buyback Regulations, the Company has appointed HDFC Bank Limited, having its registered office at HDFC Bank House, Senapati Bapat Marg, Lower Parel (W) Mumbai 400 013, as the Escrow Agent for Buyback, and an Escrow Agreement has been entered into amongst the Company, Axis Capital Limited and Escrow Agent having its branch at 3A, Gurusaday Road, Kolkata: 700 019 on January 05, 2017.
- 12.2 In accordance with the Escrow Agreement, the Company shall open an Escrow Account in the name and style of “Balrampur Chini Mills Limited - Buyback Escrow A/c” or “BCML – Buyback Escrow A/c” bearing account number [●] with the Escrow Agent. In accordance with Regulation 10 of the Buyback Regulations, the Company will deposit Rs. [●] in the Escrow Account and will procure a bank guarantee from [●] having its office at [●] in favour of the Manager to the Buyback on or before the Buyback Opening Date. In accordance with the Buyback Regulations, the Manager to the Buyback will be empowered to operate the Escrow Account. Bank guarantee shall be valid until 30 days after the Buyback Closing Date i.e. until [●], 2017.
- 12.3 The Company has adequate and firm financial resources to fulfill the obligations under the Buyback and the same has been certified by the statutory auditors to the Company, M/s. G. P. Agrawal & Co., Chartered Accountants, Firm Registration No. 302082E, Partner CA. Sunita Kedia, Membership No. 60162, located at 7A, Kiran Shankar Ray Road, Kolkata – 700 001, Tel. +91 33 2248 3941 and Fax +91 33 2248 6814, vide their certificate dated January 5, 2017.
- 12.4 Based on the aforementioned certificate, the Manager to the Buyback confirms that it is satisfied that firm arrangements for fulfilling the obligations under the Buyback are in place and that the Company has the ability to implement the Buyback in accordance with the Buyback Regulations.

## 13. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

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

Parameters	(₹ in Lakhs) Pre-Buyback
<b>Authorized Share Capital</b>	
40,00,00,000 Equity Shares of ₹ 1/- each	4,000.00
25,00,00,000 Preference shares of ₹100/- each	2,500.00
<b>Issued, Subscribed and Paid-up Share Capital</b>	
24,49,49,767 Equity Shares of ₹ 1/- each	2,449.50

Assuming full acceptance in the Buyback, the capital structure of the Company post Buyback would be as follows:

Parameters	(₹ in Lakhs) Post-Buyback
<b>Authorized Share Capital</b>	
40,00,00,000 Equity Shares of ₹ 1/- each	4,000.00
25,00,00,000 Preference shares of ₹100/- each	2,500.00
<b>Issued, Subscribed and Paid-up Share Capital</b>	
23,49,49,767 Equity Shares of ₹ 1/- each	2,349.50

- 13.2 The Company has not undertaken any Buy Back of its Equity Shares in the last three years.
- 13.3 There are no partly paid up Equity Shares or calls in arrears or convertible instruments or preference shares as on the date of this Draft Letter of Offer.

13.4 The shareholding pattern of the Company pre-Buyback as on January 13, 2017 (the Record Date) as well as the post Buyback shareholding is as follows:

Category of Shareholder	Pre Buyback		Post Buyback#	
	No. of Shares	% to the existing Equity Share capital	No. of Shares	% to the existing Equity Share Capital
Promoters and persons acting in Concert (Collectively “the Promoters”)	[•]	[•]	[•]	[•]
Foreign Investors (Including Non-Resident Indians, FIIs and Foreign Mutual Funds)	[•]	[•]	[•]	[•]
Financial Institutions/Banks & Mutual Funds promoted by Banks/Institutions	[•]	[•]		
Others (Public, Public Bodies Corporate etc.)	[•]	[•]		
<b>Total</b>	[•]	100.00	[•]	100.00

# Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Equity Shareholders of the Equity Shares upto their Buyback Entitlement.

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

#### 14. BRIEF INFORMATION OF THE COMPANY

14.1 The Company was incorporated on 14th July, 1975 under the Companies Act, 1956. The Company is headquartered in Kolkata with its registered office located at FMC Fortuna, 2nd Floor, 234/3A, A. J. C. Road, Kolkata 700020.

14.2 The Company is engaged in the business of manufacturing of sugar in India. Its allied business consists of manufacturing and marketing of Ethyl Alcohol & Ethanol, generation and selling of power. Company has 10 sugar factories located in U.P. having an aggregate crushing capacity of 76,500 tons per day.

14.3 The Company’s equity shares are listed on BSE, NSE and CSE. The Company has made a delisting application to the CSE.

14.4 Details of changes in share capital of the Company since incorporation is as follows:

Date of Allotment	Number of Equity Shares	Face Value per Equity Share (Rs.)	Issue Price per Equity Share (Rs.)	Nature of Consideration	Consideration (Rs.)	Cumulative Equity Share Capital (Rs.)
Subscription to Memorandum	2,00,000	10/-	10	Subscription to Memorandum	20,00,000	20,00,000
07.05.1979	1,00,000	10/-	10	Allotment through initial public offering	10,00,000	30,00,000
14.02.1986	1,50,000	10/-	Nil	1 bonus share allotted for every 2 shares held	Nil	45,00,000
01.09.1990	4,50,000	10/-	Nil	1 bonus share allotted for every 1 share held	Nil	90,00,000
30.11.1992	9,00,000	10/-	Nil	1 bonus share allotted for every 1 share held	Nil	1,80,00,000
12.02.1993	31,250	10/-	80	Allotment	25,00,000	1,83,12,500
08.02.1994	1,44,100	10/-	526	Allotment	7,57,96,600	1,97,53,500
18.02.1994	3,55,900	10/-	526	Allotment	18,72,03,400	2,33,12,500
23.08.1994	27,97,500	10/-	Nil	6 bonus shares allotted for every 5 shares held	Nil	5,12,87,500



Date of Allotment	Number of Equity Shares	Face Value per Equity Share (Rs.)	Issue Price per Equity Share (Rs.)	Nature of Consideration	Consideration (Rs.)	Cumulative Equity Share Capital (Rs.)
27.03.1995	22,33,240	10/-	Nil	Allotment pursuant to Scheme of Amalgamation.	Nil	7,36,19,900
01.07.1995	1,42,320	10/-	Nil	Allotment pursuant to Scheme of Amalgamation.	Nil	7,50,43,100
03.07.1996	1,12,56,465	10/-	Nil	3 bonus shares allotted for every 2 shares held	Nil	18,76,07,750
31.01.2000	2,08,721	10/-	Nil	Allotment pursuant to Scheme of Amalgamation.	Nil	18,96,94,960
01.07.2000	2,819	10/-	Nil	Allotment pursuant to Scheme of Amalgamation.	Nil	18,97,23,150
16.10.2004	22,74,885	10/-	260	Rights Issue	59,14,70,100	21,24,72,000
11.03.2005	19,33,000	10/-	585	Preferential Allotment	1,13,08,05,000	23,18,02,000
31.03.2005	23,18,02,000	1/-	Nil	Sub Division of shares from ₹ 10 to ₹ 1	Nil	23,18,02,000
27.01.2006	1,63,52,000	1/-	US \$ 3.0577	GDR Issue	US \$ 4,99,99,510.40	24,81,54,000
12.09.2006	660	1/-	260	Rights Issue	1,71,600	24,81,54,660
04.01.2008	73,00,000	1/-	92	Preferential Allotment	67,16,00,000	25,54,54,660
31.01.2008	38,300	1/-	74.60	Pursuant to Employee Stock Option Scheme	28,57,180	25,54,92,960
07.03.2008	9,750	1/-	74.60	Pursuant to Employee Stock Option Scheme	7,27,350	25,55,02,710
10.06.2008	10,850	1/-	74.60	Pursuant to Employee Stock Option Scheme	8,09,410	25,55,13,560
13.09.2008	22,750	1/-	74.60	Pursuant to Employee Stock Option Scheme	16,97,150	25,55,36,310
05.09.2009	12,18,750	1/-	45	Pursuant to Employee Stock Option Scheme	5,48,43,750	25,67,55,060
30.12.2009	16,47,850	1/-	45	Pursuant to Employee Stock Option Scheme	7,41,53,250	25,84,02,910
08.03.2010	70,000	1/-	45	Pursuant to Employee Stock Option Scheme	31,50,000	25,84,72,910
05.06.2010	8,44,550	1/-	45	Pursuant to Employee Stock Option Scheme	3,80,04,750	25,93,17,460
30.08.2010	2,68,150	1/-	45	Pursuant to Employee Stock Option Scheme	1,20,66,750	25,95,85,610
09.09.2010	44,048	1/-	NA	Allotment pursuant to a Scheme of Arrangement	NA	25,96,29,658
03.01.2011	94,400	1/-	45	Pursuant to Employee Stock Option Scheme	42,48,000	25,97,24,058
28.03.2011	(34,49,147)	1/-	NA	Buyback	-	25,62,74,911
13.04.2011	(14,21,029)	1/-	NA	Buyback	-	25,48,53,882
26.04.2011	(10,84,833)	1/-	NA	Buyback	-	25,37,69,049

Date of Allotment	Number of Equity Shares	Face Value per Equity Share (Rs.)	Issue Price per Equity Share (Rs.)	Nature of Consideration	Consideration	Cumulative Equity Share Capital (Rs.)
09.05.2011	(46,70,438)	1/-	NA	Buyback	-	24,90,98,611
12.05.2011	(21,58,798)	1/-	NA	Buyback	-	24,69,39,813
02.06.2011	(99,390)	1/-	NA	Buyback	-	24,68,40,423
05.07.2011	(25,26,500)	1/-	NA	Buyback	-	24,43,13,923
31.10.2013	5,26,894	1/-	NA	Allotment Pursuant to a Scheme of Arrangement	-	24,48,40,817
21.06.2014	75,450	1/-	45	Pursuant to Employee Stock Option Scheme	33,95,250	24,49,16,267
16.12.2015	18,000	1/-	45	Pursuant to Employee Stock Option Scheme	8,10,000	24,49,34,267
16.03.2016	15,500	1/-	45	Pursuant to Employee Stock Option Scheme	6,97,500	24,49,49,767
02.07.2016	38,500	1/-	45	Pursuant to Employee Stock Option Scheme	17,32,500	24,49,88,267
23.09.2016	18,700	1/-	45	Pursuant to Employee Stock Option Scheme	8,41,500	24,50,06,967
16.12.2016	3,500	1/-	45	Pursuant to Employee Stock Option Scheme	1,57,500	24,50,10,467

14.5 The details of the Board of Directors of the Company are as follows:

Name, Age and DIN	Designation	Qualifications and Occupation	Date of Appointment/ Re-appointment	Other Directorships*
Shri Naresh Chandra 82 years 00015833	Chairman (Independent, Non-Executive)	M. Sc; Retired IAS	12.5.2003	Cairn India Limited. Vedanta Limited. Electro Steel Castings Limited Bajaj Holdings & Investment Limited. Gammon Infrastructure Projects Limited. Bajaj Finserv Limited. Bajaj Auto Limited. EROS International Media Limited. EROS International Films Private Limited.
Shri Vivek Saraogi 50 years 00221419	Managing Director (Promoter, Executive)	B. Com; Business	3.7.1987	Neoworth Commercial Private Limited. VM Vinimay Private Limited.
Shri Rabinarayan Pranakrushna Das 70 years 03582925	Director, (Independent, Non-Executive)	M.A.& M.P.A.; Retired IAS	23.7.2011	National Commodity And Derivatives Exchange Limited.
Shri Dinesh Kumar Mittal 63 years 00040000	Director, (Independent, Non-Executive)	M.Sc. with specialization in Electronics; Retired IAS	6.2.2014	Max Financial Services Limited. Bharti Airtel Limited. Jet Airways (India) Limited. Teesta Urja Limited. ONGC Tripura Power Company Limited. Cross Border Power Transmission Company Limited. Teestavalley Power Transmission Limited. Burman GSC Fund Management Private Limited. Business Strategy Advisory Services Private Limited.

				HSBC Asset Management (India) Private Limited. Max Life Insurance Company Limited. Max Ventures And Industries Limited. Max India Limited. Atyati Technologies Private Limited.
Shri Krishnava Satyaki Dutt 43 years 02792753	Director, (Independent, Non-Executive)	Law Graduate; Professional	6.2.2014	Tata Sponge Iron Limited. Tata Metaliks Ltd. Macmet Engineering Limited. Bengal Aerotropolis Projects Limited. Tata Steel Special Economic Zone Limited. Riverbank Developers Private Limited. Industrial Energy Limited.
Smt. Novel Singhal Lavasa 60 years 07071993	Director, (Independent, Non-Executive)	M.A. & MBA; Entrepreneur	6.2.2015	Omax Autos Limited. Dugar Hydro Power Limited. Dreisatz Mysolar24 Private Limited. Mi Mysolar24 Private Limited. Welspun Solar Tech Private Limited. Welspun Energy Rajasthan Private Limited. Welspun Solar Punjab Private Limited. Welspun Urja Gujarat Private Limited.
Shri Sakti Prasad Ghosh 77 years 00183802	Director, (Independent, Non-Executive)	Masters in Commerce, CAIIB from IIB, Diploma in Industrial Finance from IIB and Diploma in Financial Management; Professional	4.11.2015	Shristi Infrastructure Development Corporation Limited. Bengal Shristi Infrastructure Development Limited. Bengal Ambuja Housing Development Ltd. Home First Finance Company India Private Limited. DBS Affordable Home Strategy Limited.
Shri Sumit Mazumder 68 years 00116654	Director, (Independent, Non-Executive)	Graduate and MBA from Sam Houston State University, Texas, USA. Advanced Management Program at Harvard Business School; Business	21.5.2016	TIL Limited. Paharpur Cooling Towers Ltd. BP Commodities Pvt. Ltd. Salgurn Merchants Pvt. Ltd. Marbellous Trading Pvt. Ltd. Ansuya Agencies Private Limited Subhmangal Tracom Private Limited West Bengal Industrial Development Corporation Ltd.
Shri Naresh Dayal 67 years 03059141	Additional Director, (Non- Independent, Non-Executive)	M.A. from University of Delhi and Masters in Professional Studies, Agriculture, from University of Cornell, USA; Retired IAS	15.11.2016	Glaxosmithkline Consumer Healthcare Limited.
Dr. Arvind Krishna Saxena 65 years 00846939	Whole-time Director (Non- Promoter, Executive)	M.Sc. & Ph.D. (Botany); Service	31.7.2008	None

\*Excludes memberships of the managing committees of various chambers/bodies, alternate directorships and companies not incorporated in India.

14.6 The details of changes in the Board of Directors during the last 3 years are as under:

<b>NAME</b>	<b>APPOINTMENT/ CESSATION/ RE-APPOINTMENT/ CHANGE IN DESIGNATION</b>	<b>EFFECTIVE DATE</b>	<b>REASONS</b>
Shri Naresh Dayal	Appointment	November 15, 2016	Appointed as Additional Director (Non-Executive Director).
Smt. Meenakshi Saraogi	Resignation	November 15, 2016	Indifferent health.
Smt. Meenakshi Saraogi	Re-appointment	August 12, 2016	Retired by rotation and re-appointed as a director liable to retire by rotation.
Shri Sumit Mazumder	Re-appointment	August 12, 2016	Regularised from Additional Director to Independent Director.
Shri Sakti Prasad Ghosh	Re-appointment	August 12, 2016	Regularised from Additional Director to Independent Director.
Shri Sumit Mazumder	Appointment	May 21, 2016	Appointed as Additional Director in the category of Independent Director.
Shri Kishor Shah	Resignation	November 30, 2015	To pursue other professional ventures.
Shri Sakti Prasad Ghosh	Appointment	November 4, 2015	Appointed as Additional Director in the category of Independent Director.
Smt. Novel S. Lavasa	Re-appointment	August 12, 2015	Regularised from Additional Director to Independent Director.
Dr. Arvind Krishna Saxena	Re-appointment	August 12, 2015	Retired by rotation and re-appointed.
Smt. Meenakshi Saraogi	Change in designation	June 1, 2015	Stepped down as Jt. Managing Director owing to her indifferent health. Continued as Non-Executive Director.
Shri Ram Kishore Choudhury	Resignation	March 20, 2015	Health constraints.
Smt. Novel S. Lavasa	Appointment	February 6, 2015	Appointed as Additional Director in the category of Independent Director.
Late Rangarajan Vasudevan	Ceased	November 4, 2014	Death.
Shri Vivek Saraogi	Re-appointment	April 1, 2014	Re-appointed as Managing Director for a period of three years.
Smt. Meenakshi Saraogi	Re-appointment	April 1, 2014	Re-appointed as Jt. Managing Director for a period of three years.
Dr. Arvind Krishna Saxena	Re-appointment	August 1, 2014	Re-appointed as Whole-time Director for a period of three years.
Shri Dinesh Kumar Mittal	Re-appointment	August 7, 2014	Regularised from Additional Director to Independent Director for a period of five years.
Shri Krishnava Satyaki Dutt	Re-appointment	August 7, 2014	Regularised from Additional Director to Independent Director for a period of five years.
Shri Naresh Chandra	Re-appointment	August 7, 2014	Re-appointed as Independent Director for a period of five years.
Shri Ram Kishore Choudhury	Re-appointment	August 7, 2014	Re-appointed as Independent Director for a period of five years.
Late Rangarajan Vasudevan	Re-appointment	August 7, 2014	Re-appointed as Independent Director for a period of five years.
Shri R. N. Das	Re-appointment	August 7, 2014	Re-appointed as Independent Director for a period of five years.

NAME	APPOINTMENT/ CESSATION/ RE-APPOINTMENT/ CHANGE IN DESIGNATION	EFFECTIVE DATE	REASONS
Shri Kishor Shah	Re-appointment	August 7, 2014	Retired by rotation and re-appointed.
Shri Dinesh Kumar Mittal	Appointment	February 6, 2014	Appointed as Additional Director
Shri Krishnava Satyaki Dutt	Appointment	February 6, 2014	Appointed as Additional Director

14.7 The Buyback will not result in any benefit to any directors/Promoters/person in control of the company/group companies and the change in their shareholding as per the response received in the Buyback Offer, as a result of the cancellation of Equity Shares which will lead to a reduced Equity Share capital post Buyback.

## 15. FINANCIAL INFORMATION ABOUT THE COMPANY

15.1 The salient financial information of the Company on a standalone basis as extracted from the audited results and limited review financials are given below: (₹ in Lakhs)

Particulars	For the year ended March 31, 2014 (Audited) <sup>@</sup>	For the year ended March 31, 2015 (Audited) <sup>@</sup>	For the year ended March 31, 2016 (Audited) <sup>@</sup>	For the six months ended September 30, 2016 (Limited Review) <sup>##</sup>
Revenue from Operations (net)	2,66,494.43	2,98,697.79	2,75,666.73	1,67,676.27
Other Income	2,594.47	1,504.16	4,455.39	939.12
<b>Total Income</b>	<b>2,69,088.90</b>	<b>3,00,201.95</b>	<b>2,80,122.12</b>	<b>1,68,615.39</b>
Total Expense <sup>#</sup>	2,45,092.21	2,86,048.70	2,33,735.36	1,31,829.87
Interest	11,784.26	10,209.23	7,559.66	3,314.31
Depreciation	10,945.04	11,560.32	11,010.52	5,414.34
Exceptional Items	-	-	17,310.41	-
<b>Profit Before Tax</b>	<b>1,267.39</b>	<b>(7,616.30)</b>	<b>10,506.17</b>	<b>28,056.87</b>
Provision for Tax (including Deferred Tax)	903.31	(1,842.86)	564.44	6,387.00
<b>Profit After Tax</b>	<b>364.08</b>	<b>(5,773.44)</b>	<b>9,941.73</b>	<b>21,669.87</b>
Paid-up Equity Share capital	2,448.41	2,449.16	2,449.50	2,450.07
Reserves & Surplus *	1,19,384.47	1,10,477.73	1,20,592.43	1,32,392.01
<b>Net Worth</b>	<b>1,16,452.41</b>	<b>1,07,546.42</b>	<b>1,17,511.46</b>	<b>1,18,497.96</b>
Total Debt	1,52,400.06	1,67,451.45	1,67,111.52	73,901.10

*@ figures are based on Indian GAAP*

*## figures are based on IND AS*

*#includes Stock Adjustment*

*\*excludes Revaluation Reserve*

Financial Ratios on standalone basis are as under:

Particulars	For the year ended March 31, 2014 (Audited)	For the year ended March 31, 2015 (Audited)	For the year ended March 31, 2016 (Audited)	For the six months ended September 30, 2016 (Limited Review)
Basic Earnings Per Share (EPS)	0.15	(2.36)	4.06	8.85*
Diluted Earnings Per Share (EPS)	0.15	(2.36)	4.06	8.84*
Debt Equity Ratio	0.55	0.44	0.55	0.36
Book Value (₹ per share)	49.76	46.11	50.23	55.04
Return on Net worth (In %)	0.31	(5.15)	8.83	18.36*

*\* Not Annualized*

15.2 The salient financial information of the Company on a consolidated basis as extracted from the audited results are given below:

Particulars	(₹ in Lakhs)		
	For the year ended	For the year ended	For the year ended
	March 31, 2014	March 31, 2015	March 31, 2016
	(Audited)	(Audited)	(Audited)
Revenue from Operations (net)	2,66,494.43	2,98,697.79	2,75,666.73
Other Income	2,682.88	1,519.35	4,458.69
<b>Total Income</b>	<b>2,69,177.31</b>	<b>3,00,217.14</b>	<b>2,80,125.42</b>
Total Expense #	2,44,688.73	2,86,053.39	2,33,741.36
Interest	11,784.26	10,209.23	7,559.66
Depreciation	10,958.29	11,591.99	11,019.71
Exceptional Items	-	-	17,310.41
<b>Profit Before Tax @</b>	<b>1,746.03</b>	<b>(7,637.47)</b>	<b>10,494.28</b>
Provision for Tax (including Deferred Tax)	903.31	(1,842.86)	564.44
<b>Profit After Tax</b>	<b>845.76</b>	<b>(5,794.61)</b>	<b>9,929.84</b>
Paid-up Equity Share capital	2,448.41	2,449.16	2,449.50
Reserves & Surplus *	1,19,167.48	1,10,239.24	1,20,342.05
<b>Net Worth</b>	<b>1,16,235.42</b>	<b>1,07,307.93</b>	<b>1,17,261.08</b>
Total Debt	1,52,708.44	1,67,759.83	1,67,669.90

\*excludes Revaluation Reserve

#includes Stock Adjustment

@includes share of profit of associates

Financial Ratios on consolidated basis are as under:

Particulars	For the year ended	For the year ended	For the year ended
	March 31, 2014	March 31, 2015	March 31, 2016
	(Audited)	(Audited)	(Audited)
Basic Earnings Per Share (EPS)	0.35	(2.37)	4.05
Diluted Earnings Per Share (EPS)	0.35	(2.37)	4.05
Debt Equity Ratio	0.55	0.44	0.56
Book Value (₹ per share)	49.67	46.01	50.13
Return on Net worth (In %)	0.71	(5.18)	8.84

15.3 The Company shall comply with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, wherever and if applicable. The Company hereby declares that it has complied with Section 68, 69 and 70 of the Companies Act, 2013, as and when applicable.

## 16. STOCK MARKET DATA

16.1 The Equity Shares of the Company are listed on BSE, NSE and CSE and traded on BSE and NSE.

16.2 The high, low and average market prices in preceding three financial years and the monthly high, low and average market prices for the six months preceding the date of Public Announcement and the corresponding volumes on BSE and NSE are as follows:

### BSE

Period	High Price (₹)	Date of High Price & No. of shares traded on that date	Low Price (₹)	Date of Low Price & No. of shares traded on that date	Average Price (₹)	Total Volume Traded in the period (No. of shares)
<b>PRECEDING 3 YEARS</b>						
April 1, 2013- March 31, 2014	57.30	13th March, 2014 10,79,220	34.60	28th August, 2013, 23,305	44.41	3,17,12,448
April 1, 2014- March 31, 2015	88.00	24th June, 2014 5,50,395	47.00	27th March, 2015, 1,16,045	63.52	4,22,28,174
April 1, 2015- March 31, 2016	114.90	30th March, 2016 25,92,811	33.45	3rd June, 2015 2,01,531	61.11	7,83,20,700
<b>PRECEDING 6 MONTHS</b>						
December 1, 2016 – December 31, 2016	127.30	30/12/2016 3,69,964	115.60	26/12/2016 82,089	119.59	21,19,969
November 1, 2016 – November 30, 2016	125.00	15/11/2016 8,10,899	98.60	09/11/2016 3,55,015	115.35	59,54,392
October 1, 2016 – October 31, 2016	122.00	24/10/2016 1,52,802	107.70	03/10/2016 1,96,627	114.42	4157275
September 1, 2016 – September 30, 2016	114.75	23/09/2016 2,85,680	101.60	12/09/2016 3,67,460	106.84	56,09,541
August 1, 2016- August 31, 2016	138.00	01/08/2016 5,34,604	106.10	30/08/2016 1,62,166	117.16	75,84,099
July 1, 2016 – July 31, 2016	136.15	14/07/2016 4,77,869	123.45	01/07/2016 9,34,888	129.71	63,50,950
June 1, 2016- June 30, 2016	129.75	13/06/2016 14,54,276	106.30	24/06/2016 8,93,802	119.03	1,22,49,097

(Source: [www.bseindia.com](http://www.bseindia.com))

## NSE

Period	High Price (₹)	Date of High Price & No. of shares traded on that date	Low Price (₹)	Date of Low Price & No. of shares traded on that date	Average Price (₹)	Total Volume Traded in the period (No. of shares)
April 1, 2013- March 31, 2014	57.40	13/03/2014 33,50,462	34.50	28/08/2013 1,16,183	44.45	13,81,79,330
April 1, 2014- March 31, 2015	87.95	24/06/2014 24,33,505	46.90	27/03/2015 13,65,336	63.50	17,26,60,490
April 1, 2015- March 31, 2016	115.00	30/03/2016 1,19,26,365	37.00	25/08/2015 6,02,188	61.13	34,74,00,439
<b>PRECEDING 6 MONTHS</b>						
December 1, 2016 – December 31, 2016	127.15	30/12/2016 20,92,108	115.45	23/12/2016 14,45,885	119.65	1,41,78,329
November 1, 2016 – November 30, 2016	124.70	15/11/2016 61,13,238	97.00	09/11/2016 27,51,925	115.32	3,53,03,110
October 1, 2016 – October 31, 2016	122.15	24/10/2016 9,08,484	107.45	03/10/2016 10,47,060	114.51	2,32,52,265
September 1, 2016 – September 30, 2016	114.80	23/09/2016 19,89,554	101.50	12/09/2016 13,56,942	106.81	3,26,64,050
August 1, 2016- August 31, 2016	138.00	01/08/2016 28,73,133	106.50	31/08/2016 16,71,536	117.29	3,22,44,940
July 1, 2016 – July 31, 2016	136.20	14/07/2016 23,86,821	123.30	01/07/2016 42,88,287	129.71	3,25,10,763
June 1, 2016- June 30, 2016	129.65	13/06/2016 84,50,322	106.50	24/06/2016 22,38,150	119.08	6,80,64,609

(Source: [www.nseindia.com](http://www.nseindia.com))

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

- 16.3 The closing market price of the Equity Shares on BSE and NSE as on November 11, 2016 and December 29, 2016, being the working days prior to the day the Board of Directors of the Company and Shareholders approval date for Buyback was ₹ 115.90, ₹ 115.80 and ₹ 122.75, ₹ 122.70 respectively.



## 17. DETAILS OF THE STATUTORY APPROVALS

- 17.1 The Buyback is subject to approvals, if any, required under the provisions of the Companies Act, the Buyback Regulations, applicable rules and regulations as may specified by RBI under FEMA and/or such other applicable rules and regulations in force for the time being.
- 17.2 As of date, there is no other statutory or regulatory approval pending to implement the Buyback. If any statutory or regulatory approval becomes applicable subsequently, the Buyback will be subject to such statutory or regulatory approvals. In the event that the receipt of the statutory / regulatory approvals are delayed, changes to the proposed timetable, if any, shall be intimated to the Stock Exchanges, and hence made available for the benefit of Equity Shareholders.

## 18. DETAILS OF THE REGISTRAR TO THE BUYBACK

### **Karvy Computershare Pvt. Ltd**

Karvy Selenium Tower B, Plot Number 31 & 32,  
Gachibowli, Financial District,  
Nanakramguda, Hyderabad 500032  
Tel.: +91 40 6716 2222;  
Fax: +91 40 2343 1551  
Email: bcml.buybackoffer@karvy.com  
Website: www.karvycomputershare.com  
Contact Person: Mr. M Murali Krishna

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

## 19. PROCESS AND METHODOLOGY FOR THE BUYBACK

- 19.1 The Company proposes to Buy Back not exceeding 1,00,00,000 Equity Shares from the Equity Shareholders as on the Record Date, on a proportionate basis, through the Tender Offer route at a price of ₹ 175/- (Rupees One Hundred Seventy Five Only) per Equity Share, payable in cash for an aggregate amount of ₹ 175,00,00,000 (Rupees One Hundred Seventy Five Crores Only). The maximum number of Equity Shares proposed to be bought back represents 4.08% of the total paid-up Equity Share capital of the Company. The Buyback is in accordance with Sections 68, 69 and 70 and all other applicable provisions, if any, of the Companies Act and in accordance with Article 62 of the Articles of Association of the Company, and subject to Regulation 5A and other applicable provisions contained in the Buyback Regulations and such other approvals, permissions and exemptions as may be required, from time to time from statutory authorities and/or regulatory authorities, including but not limited to SEBI, BSE and the RBI. The Buyback Size is 14.72% and 14.75% of the aggregate of the fully paid-up equity share capital and free reserves as per the standalone and consolidated audited accounts of the Company for the financial year ended March 31, 2016, respectively (the last audited financial statements available as on the date of the Board Meeting approving the Buyback).
- 19.2 The aggregate shareholding of the Promoter and Promoter Group is 9,99,99,999 Equity Shares which represents 40.82% of the existing Equity Share Capital of the Company. In terms of the Buyback Regulations under the tender offer method, the promoters of a company have the option to participate in the Buyback. In this regard, the Promoter and Promoter Group vide their letters dated November 15, 2016, have expressed their intention to participate in the Buyback.
- 19.3 Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Equity Shareholders of the Equity Shares upto their entitlement, the aggregate shareholding of the Promoters and Promoter Group post Buyback shall remain [●]% of the post Buyback Equity Share capital of the Company.
- 19.4 Record Date and Ratio of Buyback as per the Buyback Entitlement in each Category:
- (a) The Company has announced January 13, 2017 as Record Date for the purpose of determining the Buyback Entitlement and the names of the Equity Shareholders, who are eligible to participate in the Buyback.
  - (b) The Equity Shares to be bought back as a part of this Buyback is divided into two categories:
    - (i) Reserved category for Small Shareholders (“**Reserved Category**”); and
    - (ii) General Category for other Eligible Persons (“**General Category**”).

- (c) As defined in the Buyback Regulations, Small Shareholder includes a shareholder, who holds shares whose market value, on the basis of closing price on the recognized stock exchange registering the highest trading volume, as on Record Date, is not more than Rupees Two Lakhs. As on Record Date, the closing price on [●] was ₹ [●].
- (d) Based on the above definition, there are [●] Small Shareholders in the Company with aggregate shareholding of [●] Equity Shares as on Record Date, which constitutes [●]% of the outstanding number of Equity Shares of the Company and [●]% of the Maximum Number of Equity Shares which the Company proposes to Buyback as a part of this Buyback.
- (e) In compliance with Regulation 6 of the Buyback Regulations, the reservation for the Small Shareholders, will be higher of:
- (i) Fifteen percent of the number of Equity Shares which the Company proposes to Buyback i.e. 15% of 1,00,00,000 Equity Shares which works out to 15,00,000 Equity Shares; or
- (ii) The number of Equity Shares entitled as per their shareholding as on the Record Date (i.e.  $(\frac{[●]}{[●]} \times [●])$  which is [●] Equity Shares.
- (f) All the outstanding Equity Shares have been used for computing the Buyback Entitlement of Small Shareholders since the Promoter also intends to offer its Equity Shares in the Buyback.
- (g) Based on the above analysis and in accordance with Regulation 6 of the Buyback Regulations, [●] Equity Shares have been reserved for the Small Shareholders (“Reserved Category”) and accordingly, the General Category for all other Eligible Shareholders shall consist of [●] Equity Shares (“General Category”)
- (h) Based on the above Buyback Entitlements, the ratio of Buyback for both categories is decided as below:

Category of Shareholders	Ratio of Buyback
Reserved category for Small Shareholders	[●] Equity Shares out of every [●] fully paid-up Equity Shares held on the Record Date
General category for all other Equity Shareholders	[●] Equity Shares out of every [●] fully paid-up Equity Shares held on the Record Date

#### 19.5 Fractional Entitlements:

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

On account of ignoring the fractional entitlement, those Small Shareholders who hold [●] or less Equity Shares as on the 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.

#### 19.6 Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders:

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

- (a) Acceptance of 100% Equity Shares from Small Shareholders in the Reserved Category, who have validly tendered their Equity Shares to the extent of their Buyback Entitlement or the number of Equity Shares tendered by them, whichever is less.
- (b) Post the acceptance as described in Clause 19 (vi) (a) above, in case there are any Equity Shares left to be bought back from Small Shareholders in the Reserved Category, the Small Shareholders who were entitled to tender zero Equity Shares (on account of ignoring the fractional entitlement), and have tendered Additional Equity Shares as part of the Buyback, shall be given preference and one share each from the Additional Equity Shares applied by these Small Shareholders shall be bought back in the Reserved Category.
- (c) Post the acceptance as described in Clause 19.6 (a) and 19.6 (b), in case there are any Equity Shares left to be bought back in the Reserved Category, the Additional Equity Shares tendered by the Small Shareholders over and above their Buyback Entitlement, shall be accepted in proportion of the Additional Equity Shares tendered by them and the Acceptances per Small Shareholders shall be made in accordance with the Buyback Regulations, i.e. valid Acceptances per Small Shareholder shall be equal to the Additional Equity Shares validly tendered by the Small

Shareholder divided by the total Additional Equity Shares validly tendered and multiplied by the total pending number of Equity Shares to be accepted in Reserved Category. For the purpose of this calculation, the Additional Equity Shares taken into account for such Small Shareholders, from whom one Equity Share has been Accepted in accordance with Clause 19.6 (b) above, shall be reduced by one.

- (d) Adjustment for fractional results in case of proportionate Acceptance, as described in Clause 19.6 (c) above:
- (i) For any Small Shareholder, if the number of Additional Equity 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.
- (ii) For any shareholder, if the number of Additional Equity 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 Shares validly tendered in the General Category:**

Subject to the provisions contained in the Letter of Offer, the Company will accept the Equity Shares tendered in the Buyback by all other Eligible Persons in the General Category in the following order of priority:

- (a) Acceptance of 100% Equity Shares from other Eligible Persons in the General Category who have validly tendered their Equity Shares, to the extent of their Buyback Entitlement, or the number of Equity Shares tendered by them, whichever is less.
- (b) Post the Acceptance as described in Clause 19.7 (a) above, in case there are any Equity Shares left to be bought back in the General Category, the Additional Equity Shares tendered by the other Eligible Persons over and above their Buyback Entitlement shall be Accepted in proportion of the Additional Equity Shares tendered by them and the acceptances per shareholder shall be made in accordance with the Regulations, i.e. valid acceptances per shareholder shall be equal to the Additional Equity Shares validly tendered by the Eligible Persons divided by the total Additional Equity Shares validly tendered in the General Category and multiplied by the total pending number of Equity Shares to be Accepted in General Category.
- (c) Adjustment for fractional results in case of proportionate acceptance as described in Clause 19.7 (b) above:
- (i) For any Eligible Person, if the number of Additional Equity 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.
- (ii) For any Eligible Person if the number of Additional Equity 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.

#### **19.8 Basis of Acceptance of Equity Shares between Categories**

- (a) In case there are any Equity Shares left to be bought back in one category (“Partially Filled Category”) after Acceptance in accordance with the above described methodology for both the categories, and there are additional unaccepted validly tendered Equity Shares in the second category, then the Additional Equity Shares in the second category shall be Accepted proportionately, i.e. valid Acceptances per Eligible Person shall be equal to the additional outstanding Equity Shares validly tendered by a Eligible Person in the second category divided by the total additional outstanding Equity Shares validly tendered in the second category and multiplied by the total pending number of Equity Shares to be bought back in the partially filled category.
- (b) If the Partially Filled Category is the General Category, and the second category is the reserved category for Small Shareholders, then for the purpose of this calculation, the Additional Equity Shares tendered by such Small Shareholders, from whom one Equity Share has been Accepted in accordance with Clause 19 (vi) (b) shall be reduced by one.
- (c) Adjustment for fraction results in case of proportionate Acceptance, as defined in Clause 19(vii) (a) above:
- (i) For any shareholder, if the number of Additional Equity 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.
- (ii) For any shareholder, if the number of Additional Equity 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:**

- (a) the Equity Shares Accepted under the Buyback from each Eligible Person, in accordance with clauses above, shall not exceed the number of Equity Shares tendered by the respective Eligible Person;
- (b) the Equity Shares Accepted under the Buyback from each Eligible Person, in accordance with clauses above, shall not exceed the number of Equity Shares held by respective Eligible Person as on the Record Date; and
- (c) the Equity Shares tendered by any Eligible Person over and above the number of Equity Shares held by such Eligible Person as on the Record Date shall not be considered for the purpose of Acceptance in accordance with the clauses above.

**20. PROCEDURE FOR TENDER OFFER AND SETTLEMENT**

**A. GENERAL**

- (i) The Buyback is open to all Eligible Persons.
- (ii) The Company proposes to effect the Buyback through a tender offer method, on a proportionate basis. The Letter of Offer and Tender Form, outlining the terms of the Buyback as well as the detailed disclosures as specified in the Buyback Regulations, will be mailed to Eligible Persons.
- (iii) The Company will not accept any Equity Shares offered for Buyback which are under any restraint order of a court for transfer/sale of such shares.
- (iv) 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 transferable.
- (v) The Company shall accept all the Equity Shares validly tendered for the Buyback by Eligible Persons, on the basis of their Buyback Entitlement as on the Record Date.
- (vi) As elaborated under Clause 19.4 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 Persons, and the Buyback Entitlement of a Eligible Person in each category shall be calculated accordingly.
- (vii) 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 Persons in that category, and thereafter, from Eligible Persons who have tendered over and above their Buyback Entitlement, in other category.
- (viii) The non-receipt of the Letter of Offer by, or accidental omission to dispatch the Letter of Offer to any person who is eligible to receive the Offer, shall not invalidate the Offer to any person who is eligible to receive this Offer. In case of non-receipt of the Letter of Offer, Eligible Persons holding shares as on record date may participate in the offer by providing their application in plain paper in writing signed by all shareholder, stating name, address, number of shares held, Client ID number, DP name, DO id number, number of shares tendered and other relevant documents such as physical share certificate and Form SH 4 in case of shares being held in physical form. Eligible Person(s) have to ensure that their bid is entered in the electronic platform to be made available by the Recognized Stock Exchange before the closure of the Offer.

## **B. Process and Methodology**

### **PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUYBACK**

#### **Process**

- (i) The Buyback Offer is open to all Equity Shareholders holding Equity Shares as on Record Date i.e. January 13, 2017 in physical form (“**Physical Shares**”) and beneficial owners holding Equity Shares in dematerialised form (“**Demat Shares**”).
- (ii) The Buyback Offer will be implemented by the Company through the Stock Exchange mechanism, as provided under the Buyback Regulations and circular no CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, issued by Securities and Exchange Board of India and in accordance with the procedure prescribed in the Companies Act and the Buyback Regulations and as may be determined by the Board (including the committee/persons authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.
- (iii) For the implementation of the Buyback Offer, the Company has appointed Axis Capital Limited as the registered broker (“**Company’s Broker**”) through whom the purchases and settlements on account of the Buyback Offer would be made by the Company. The contact details of the Company’s Broker are as follows:

#### **AXIS CAPITAL LIMITED**

5<sup>th</sup> 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

- (iv) The Company shall request BSE to provide a separate acquisition window to facilitate placing of sell orders by eligible Equity Shareholders who wish to tender their Equity Shares in the Buyback. The details of the platform will be as specified by BSE from time to time.
- (v) 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 Equity shares will be placed by the Equity Shareholders through their respective stock brokers (“**Seller Member**”) during normal trading hours of the secondary market. In the tendering process, the Company’s Broker may also process the orders received from the Equity Shareholders. The Equity Shareholder Broker can enter orders for demat as well as physical shares.

#### **Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialised form:**

- (i) Equity Shareholders who desire to tender their Equity Shares in the electronic/dematerialized form under the Buyback would have to do so through their respective Seller Member by giving the details of Equity Shares they intend to tender under the Buyback.
- (ii) The Seller Member would be required to place an order/bid on behalf of the Equity Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of the BSE. Before placing the bid, the Shareholder would be required to transfer the tendered Equity Shares to the special account of Indian Clearing Corporation Limited (the “**ICCL**”), by using the early pay in mechanism prior to placing the bid by the Seller Member.
- (iii) The details of the special account shall be informed in the issue opening circular that will be issued by the BSE or the ICCL.
- (iv) Upon placing the order, the Seller Member shall provide transaction registration slip (“**TRS**”) generated by the stock exchange bidding system to the Equity Shareholder. TRS will contain details of order submitted like bid ID No., DP ID, Client ID, no. of Equity Shares tendered, etc.

**Procedure to be followed by Equity Shareholders holding Equity Shares in the Physical form:**

- (i) Equity Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach the Seller Member along with the complete set of documents for verification procedures to be carried out including the (i) original share certificate(s), (ii) valid Form SH 4 (transfer form) duly filled and signed by the Eligible Seller (in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iii) self-attested copy of the Eligible Seller's PAN Card, and (iv) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. In addition, if the address of the Equity Shareholder has undergone a change from the address registered in the register of members of the Company, the Equity Shareholders 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.
- (ii) Based on these documents, the concerned Seller Member shall place a bid on behalf of the Equity Shareholder holding Equity Shares in physical form and who wish to tender Equity Shares in the Buyback, using the acquisition window of BSE. Upon placing the bid, the Seller Member shall provide a TRS generated by the exchange bidding system to the Eligible Seller. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered etc.
- (iii) The Seller Member/Equity Shareholder has to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post or courier or hand delivery to the registrar to the Buyback i.e. Karvy Computershare Private Limited ("**Registrar**") (at the address mentioned at Clause 27 below within 2 (two) days of bidding by Seller Member. The envelope should be super scribed as "**Balrampur Chini Mills Limited Buyback Offer 2017**". One copy of the TRS will be retained by Registrar and it will provide acknowledgement of the same to the Seller Member/Equity Shareholder.
- (iv) Equity Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for the Buyback shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and till such time the BSE shall display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, it will be treated as 'Confirmed Bids'.
- (v) Modification/cancellation of orders will be allowed during the tendering period of the Buyback.
- (vi) The cumulative quantity tendered shall be made available on the website of the BSE ([www.bseindia.com](http://www.bseindia.com)) throughout the trading sessions and will be updated at specific intervals during the tendering period.

**METHOD OF SETTLEMENT**

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

- (i) The Company will pay the consideration to the ICCL on or before the pay in date for settlement. For Equity Shares accepted under the Buyback, the Equity Shareholders will receive funds payout in their bank account from the ICCL.
- (ii) The Equity Shares bought back in demat form would be transferred directly to the demat account of the Company opened for Buyback ("Special Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Special Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of BSE.
- (iii) The Equity Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non -acceptance.
- (iv) Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Equity shareholders would be returned to them by ICCL. Any excess physical Equity Shares pursuant to proportionate acceptance/ rejection will be returned back to the Equity Shareholders directly by the Registrar. The Company is authorized to split the share certificate and issue new consolidated 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 by Equity Shareholders holding Equity Shares in the Physical form.
- (v) ICCL would settle the trades by making direct funds payout to the Equity Shareholders and the Seller Member 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 Shareholders bank account details are not available or if the fund transfer instruction is rejected by Reserve Bank of India 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.

- (vi) Equity Shareholders who intend to participate in the Buyback should consult their respective Seller Member for any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Seller Member upon the selling shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Equity Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Equity Shareholders.
- (vii) The Equity Shares lying to the credit of the Special Demat 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.

**C. Rejection Criteria**

The shares tendered by Eligible Person(s) would be liable to be rejected on the following grounds:

- 1. For shareholders holding shares in the dematerialized form if
  - a. the Shareholder is not a shareholder of the Company as on the Record date or
  - b. if there a name mismatch in the demat account of the Shareholder or
- 2. For shareholders holding shares in the physical form if
  - a. If there is any other company share certificate enclosed with the Tender Form instead of the share certificate of the Company ;
  - b. If the transmission of shares is not completed, and the shares are not in the name of the Eligible Person(s)
  - c. If the Eligible Person(s) bid the shares but the Registrar does not receive the physical share certificate
  - d. Incase the signature in the Tender Form and Form SH 4 doesn't match as per the specimen signature recorded with Company/Registrar.
- 3. The documents mentioned in Instruction number 3 and 4 of the Tender Form for physical shareholders are not received by the Registrar before the close of business hours to the Registrar on or before [●] by 5 PM.

## 21. NOTE ON TAXATION

“Tax implications in the hands of the shareholders on the buy-back of shares:

**THE SUMMARY OF THE TAX CONSIDERATIONS IN THESE PARAGRAPHS ARE BASED ON 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 TAX IMPLICATIONS.**

**IN VIEW OF THE PARTICULARISED NATURE OF TAX CONSEQUENCES, ELIGIBLE SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX PROVISIONS INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE TAX 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. THEREFORE, ELIGIBLE SHAREHOLDERS CANNOT RELY ON THIS ADVICE AND THE SUMMARY TAX IMPLICATIONS RELATING TO THE TREATMENT OF INCOME TAX IN THE CASE OF BUYBACK OF LISTED EQUITY SHARES ON THE STOCK EXCHANGE SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.**

### **CLASSIFICATION OF SHARES AND SHAREHOLDERS**

#### **21.1 GENERAL.**

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

- a. A person who is treated as non-resident for Indian income-tax purposes is generally subject to tax in India only on such person’s India sourced income or income received by such person in India. Any gains arising to a non-resident on transfer of Equity Shares should be taxable in India under the Income Tax Act. Further, the non-resident can avail the beneficial provisions of the Double Taxation Avoidance Agreement (DTAA) between India and the respective jurisdiction of the shareholder subject to meeting relevant conditions and providing and maintaining necessary information and documents as prescribed under the Income Tax Act.
- b. The Income Tax Act 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 of tax implications on buyback of listed equity shares on the stock exchange is set out below. All references to equity shares in this note refer to listed equity shares unless stated otherwise.

#### **21.2 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:
  - Company
  - Other than Company

#### **21.3 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). The issue of characterization of income arising from sale of shares has been a subject matter of litigation. The apex body of Income-tax 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.

Further, investments by FII in any securities in accordance with the regulations made under the Securities Exchange Board of India Act, 1922 would be treated as capital asset under the provisions of the Income Tax Act.

**21.4 SHARES HELD AS INVESTMENT.**

As per the provisions of the Income Tax Act, 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 Income Tax Act and would attract capital gains in the hands of shareholders as per provisions of Section 48 of the Income Tax Act. The provisions of Buyback tax under Section 115QA in Chapter XII-DA of the Income Tax Act do not apply for shares listed on the stock exchange.

**21.4.1 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”).

**21.4.2 Buyback of shares through a recognized stock exchange.**

Where transaction for transfer of such equity shares (i.e. buyback) is transacted through a recognized stock exchange then the taxability will be as under (for all categories of shareholders)

- LTCG arising from such transaction would be exempt under Section 10(38) of the Income Tax Act; and
- STCG arising from such transaction would be subject to tax @ 15% under Section 111A of the Income Tax Act.

Further, in case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is considered while computing the tax on such STCG taxable under Section 111A of the Income Tax Act. In addition to the above STCG tax, Surcharge, Education Cess and Secondary and Higher Education Cess are leviable (*Please refer to Note 21.7 for rate of surcharge and cess*).

Non-resident shareholders can avail beneficial provisions of the applicable DTAA entered into by India with relevant country in which the shareholder is resident but subject to fulfilling relevant conditions and submitting/ maintaining necessary documents prescribed under the Income Tax Act.

As an overall point, since the buyback is undertaken on the stock exchange, such transaction is chargeable 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.

**21.5 SHARES HELD AS STOCK-IN-TRADE.**

If the shares are held as stock-in-trade by any of the 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 Income Tax Act will not apply.

**21.5.1 Resident Shareholders.**

- a) For individuals, HUF, AOP, BOI, profits would be taxable at slab rates.
- b) For persons other than stated in (a) above, profits would be taxable @ 30%.

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

**21.5.2 Non Resident Shareholders.**

a) Non-resident shareholders can avail beneficial provisions of the applicable DTAA entered into by India with relevant shareholder country but subject to fulfilling relevant conditions and submitting/ maintaining necessary documents prescribed under the Income Tax Act.

b) Where DTAA provisions are not applicable:

- For non-resident individuals, HUF, AOP, 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.

## **21.6 TAX DEDUCTION AT SOURCE.**

### **21.6.1 In case of Resident Shareholders.**

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

### **21.6.2 In case of Non-resident Shareholders.**

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. It is therefore important for the non-resident shareholders to suitably compute such gains (if any) on this transaction and immediately pay taxes in India in consultation with their custodians/ authorized dealers/ tax advisors appropriately.

## **21.7 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:

### **21.7.1 Surcharge.**

- In case of domestic companies: Surcharge @ 12% is leviable where the total income exceeds 10 crores and @ 7% where the total income exceeds 1 crore but upto 10 crores.
- In case of companies other than domestic companies: Surcharge @ 5% is leviable where the total income exceeds 10 crores and @ 2% where the total income exceeds 1 crore but upto 10 crores.
- In case of other assessee (i.e. other than companies): Surcharge @15% is leviable where the total income exceeds 1 crore.

### **21.7.2 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 is not 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 by Clause (ix) and Clause (x) of Part A of Schedule II under Regulation 5 (1) of the Buyback Regulations

The Board confirms that there are no defaults subsisting in the repayment of deposits accepted either before or after the commencement of the Companies Act, interest payment thereon, redemption of debentures or preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banking company.

The Board has confirmed on the date of the Board Meeting (i.e. November 15, 2016) that it has made a full enquiry into the affairs and prospects of the Company and that it has formed the opinion:

- a. that immediately following the date of the Board Meeting held on November 15, 2016, and the date on which the results of postal ballot will be declared, there will be no grounds on which the Company could be found unable to pay its debts;
- b. that as regards the Company's prospects for the year immediately following the date of the Board Meeting, approving the Buyback and the date on which the results of postal ballot will be declared, 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 the Board Meeting approving the Buyback and the date on which the results of postal ballot will be declared;
- c. in forming its 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 (including prospective and contingent liabilities).

This declaration is made and issued pursuant to the resolution passed at the meeting of the Board of Directors held on November 15, 2016.

For and on behalf of the  
**Board of Directors of Balrampur Chini Mills Limited**

Sd/-  
Vivek Saraogi  
Managing Director  
DIN: 00221419

Sd/-  
S. P. Ghosh  
Director  
DIN: 00183802

## 23. AUDITORS CERTIFICATE

The text of the report dated November 15, 2016 received from the Statutory Auditors of the Company viz. G. P. Agrawal & Co., Chartered Accountants, addressed to the Board of Directors of the Company is reproduced below:

“To

The Board of Directors,  
Balrampur Chini Mills Limited  
FMC Fortuna, 2nd Floor,  
234/3A, A.J.C. Bose Road,  
Kolkata – 700 020

Dear Sirs,

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

-----  
In connection with the proposal of Balrampur Chini Mills Limited (the “Company”) to Buyback its shares as approved by its Board of Directors in their meeting held on 15<sup>th</sup> November, 2016 and in pursuance to the provisions of Section 68, 69 and 70 of the Companies Act, 2013 (the “Act”) and the Companies (Share Capital and Debenture) Rules, 2014 and subsequent amendments thereof, and the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (as amended), we have examined the Company’s Audited Accounts for the year ended 31<sup>st</sup> March, 2016 and according to the information and explanations given to us and on the basis of such verification of relevant records as we considered appropriate, we confirm that :

- i) We have enquired into the Company’s State of affairs in relation to the audited Standalone Financial Statements for the year ended 31<sup>st</sup> March, 2016;
- ii) The amount of permissible capital payment for the equity shares not exceeding 25% of its total paid up equity capital and the free reserves and the aggregate outlay not exceeding ₹ 29,728.54 Lacs is in our view properly determined as stated below:

Particulars	Amount (₹In Lacs)	Amount (₹ In Lacs)
Paid up equity share capital as on 31 <sup>st</sup> March, 2016 (24,49,49,767 equity shares of face value ₹1 each)		2,449.50
Free Reserves as on 31 <sup>st</sup> March, 2016:		
Securities Premium Reserve	51,917.94	
General Reserve	64,977.91	
Profit & Loss Account (Debit balance)	(431.18)	
		116,464.67
Total		118,914.17
<b>Maximum Buyback (25% of the total)</b>		<b>29,728.54</b>

iii) The Board of Directors in their meeting held on 15<sup>th</sup> November, 2016 have formed their opinion as specified in Clause (x) of Part A of Schedule II of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998 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 board meeting and the date on which the results of the Postal Ballot will be declared.

iv) 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.

v) Compliance with the provisions of the Act and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998 is the responsibility of the Company’s management. Our responsibility is to verify the factual accuracy based on our aforementioned statements, for the purpose of this report, we 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.

vi) This report has been prepared for and only for the Company and is in reference to the proposed Buyback of Equity Shares including disclosing in the Postal Ballot Notice, Public Announcement, Draft Letter of Offer, Letter of Offer and submission to various Regulatory bodies such as SEBI, Stock Exchanges, RBI etc., as required under SEBI (Buy-back of Securities) Regulations, 1998 (as amended) and should not be used, referred or distributed for any purpose without our prior written consent.

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

For G.P. Agrawal & Co.  
Chartered Accountants  
F.R.No. 302082E

Sd/-  
(CA. Sunita Kedia)  
Partner  
Membership No. 60162

Place: Kolkata

Date: 15.11.2016”

## 24. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the Corporate Office of the Company at FMC Fortuna, 2nd Floor, 234/3A, A.J.C. Bose Road, Kolkata – 700 020 between 10.30 a.m. and 5.30 p.m. on all working days on all working days except Sunday and public holidays during the offer period:

- a. Certificate of Incorporation of the Company.
- b. Memorandum and Articles of Association of the Company.
- c. Annual reports of the Company for the financial years ended March 31, 2016, 2015 and 2014 and limited review dated September 30, 2016.
- d. Copy of resolution passed by the Board of Directors at their meeting held on November 15, 2016 approving the proposal of the Buyback.
- e. Copy of resolution passed by the Shareholders through postal ballot notice dated November 15, 2016, the results of which were declared on January 02, 2017 approving the proposal of the Buyback.
- f. Certificate dated November 15, 2016 received from G. P. Agrawal & Co., Chartered Accountants, the Statutory Auditors of the Company, in terms of clause (xi) of Part A to Schedule II of the Buyback Regulations.
- g. Certificate from G. P. Agrawal & Co., Chartered Accountants dated January 5, 2017 certifying that the Company has made firm financing arrangements for fulfilling the obligations under the Buyback, in accordance with the Regulations.
- h. Copy of Public Announcement dated January 2, 2017 published in the newspapers on January 3, 2017 regarding Buyback.
- i. Copy of Declaration of Solvency and an affidavit verifying the same as per Form SH 9 of the Companies Act, 2013.
- j. Copy of Escrow Agreement dated January 5, 2017 between the Company, Axis Capital Limited and HDFC Bank Limited.
- k. Confirmation letter by the Escrow Agent dated [●] that the Escrow Account has been opened and Escrow Amount has been deposited.
- l. SEBI comments *vide* letter dated [●] issued in terms of the Buyback Regulations.

## 25. DETAILS OF THE COMPLIANCE OFFICER

Mr. Nitin Bagaria,  
Company Secretary & Compliance Officer  
FMC Fortuna, 2nd Floor, 234/3A, A.J.C. Bose Road, Kolkata – 700 020  
**Tel:** +91 33 2287 4749; **Fax:** +91 33 2287 3083  
**Email:** investorcompliances@bcml.in  
**Website:** www.chini.com

Investor may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e. 10.30 a.m. to 5.30 p.m. on all working days except Sunday and public holidays.

## 26. DETAILS OF THE REMEDIES AVAILABLE TO THE EQUITY SHAREHOLDERS

- (i) In case of any grievances relating to the Buyback (e.g. non-receipt of the Buyback consideration, share certificate, demat credit, etc.), the investor can approach the Manager to the Buyback and/or Registrar to the Buyback and/or Compliance Officer of the Company for redressal.
- (ii) If the Company makes any default in complying with the provisions of Section 68, 69, 70, 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, as the case may be.
- (iii) The address of the concerned office of the Registrar of Companies is as follows:  
The Registrar of Companies  
Nizam Palace  
2nd MSO Building  
2nd Floor, 234/4, A.J.C.B. Road  
Kolkata - 700020

**27. DETAILS OF INVESTOR SERVICE CENTRE**

**INVESTOR SERVICE CENTRE & REGISTRAR TO THE OFFER**

In case of any query, the shareholders may contact the Registrar on any day except holidays between 10.00 a.m. to 5.00 p.m. at the following address:



**KARVY COMPUTERSHARE PVT. LTD.,**  
Karvy Selenium Tower B, Plot Number 31 & 32,  
Gachibowli, Financial District,  
Nanakramguda, Hyderabad 500032  
**Tel.:** +91 40 6716 2222; **Fax:** +91 40 2343 1551  
**Contact Person:** Mr. M Murali Krishna  
**Email:** [bcml.buybackoffer@karvy.com](mailto:bcml.buybackoffer@karvy.com)  
**Website:** [www.karvycomputershare.com](http://www.karvycomputershare.com)

**28. DETAILS OF THE MANAGER TO THE BUYBACK**



**AXIS CAPITAL LIMITED**  
1st Floor, Axis House,  
C-2 Wadia International Centre, P. B. Marg, Worli,  
Mumbai 400 025, Maharashtra, India  
**Tel.:** +91 22 4325 2183  
**Fax:** +91 22 4325 3000  
**Contact Person:** Mr. Ankit Bhatia  
**Email:** [bcml.buyback@axiscap.in](mailto:bcml.buyback@axiscap.in)  
**Website:** [www.axiscapital.co.in](http://www.axiscapital.co.in)

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

As per Regulation 19(1)(a) of the Buyback Regulations, the Board of Directors of the Company accepts responsibility for all the information contained in this Draft Letter of Offer 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  
**Balrampur Chini Mills Limited**

Vivek Saraogi  
Managing Director  
DIN: 00221419

S. P. Ghosh  
Director  
DIN: 00183802

Nitin Bagaria  
Company Secretary and  
Compliance Officer  
M. No.: A20228

Date: January 6, 2017  
Place: Kolkata

**Enclosure:**

1. Tender Form for Equity Shareholders holding Equity Shares in Dematerialised Form
2. Tender Form for Equity Shareholders holding Equity Shares in Physical Form **along with Form SH 4**

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

BUYBACK OPENS ON:	[●]
BUYBACK CLOSES ON:	[●]

Date:

For Registrar		
Inward No.	Date	Stamp

To,  
The Board of Directors  
BALRAMPUR CHINI MILLS LIMITED,  
FMC Fortuna, 2nd Floor, 234/3A, A.J.C. Bose Road,  
Kolkata – 700 020

**Status: Please tick appropriate box**

- |  |  |                                      |
|--|--|--------------------------------------|
| <input type="checkbox"/> Individual          | <input type="checkbox"/> Foreign Institutional Buyer | <input type="checkbox"/> Mutual Fund |
| <input type="checkbox"/> Insurance Companies | <input type="checkbox"/> Other NIB                   | <input type="checkbox"/> Other QIBs  |
| <input type="checkbox"/> Company             | <input type="checkbox"/> Financial Institution       |                                      |

Dear Sirs,

**Sub: Letter of Offer dated [●] to Buyback not exceeding 1,00,00,000 Equity Shares of Balrampur Chini Mills Limited (the “Company”) at a price of ₹ 175 (Rupees One Hundred Seventy Five only) per Equity Share (the “Buyback Offer Price”) payable in cash**

- I/We (having read and understood the Letter of Offer dated [●]) 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 authorize 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 Shares.
- I/We hereby warrant 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 that there are no restraints/injunctions or other order(s) 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 the Equity Shares for Buyback.
- I/We agree that the consideration will be paid as per the provisions of SEBI (Buyback of Securities) Regulations, 1998 and circulars issued by SEBI.
- I/We agree to receive, at my own risk, the invalid/unaccepted Equity Shares under the Buyback Offer in the demat a/c from where I/we have tendered the Equity Shares in the Buyback. In case if for any reason the Equity Shares cannot be credited to the above demat account, I/we agree to receive a single share certificate for the unaccepted Equity Shares in physical form.
- 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 the Buyback Regulations.

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

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		
Client ID with the DP		

-----Tear along this line -----  
Acknowledgement Slip: Balrampur Chini Mills Limited – Buyback  
(to be filled by the Eligible Person) (subject to verification)

Folio No./DP ID \_\_\_\_\_ Client ID \_\_\_\_\_

Received from Mr./Ms./M/s. \_\_\_\_\_

Form of Acceptance-cum-Acknowledgement along with:

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

STAMP OF BROKER

Please quote Client ID & DP ID for all future correspondence



----- Tear along this line -----  
ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK OFFER SHOULD BE ADDRESSED TO THE REGISTRAR TO THE BUYBACK OFFER AT THE FOLLOWING ADDRESS QUOTING YOUR CLIENT ID & DP ID.

**KARVY COMPUTERSHARE PVT. LTD.,**  
**Karvy Selenium Tower B, Plot Number 31 & 32,**  
**Gachibowli, Financial District,**  
**Nanakramguda, Hyderabad 500032**  
**Tel.: +91 40 6716 2222; Fax: +91 40 2343 1551**  
**Contact Person: Mr. M Murali Krishna**  
**Email: bcml.buybackoffer@karvy.com**

11. Equity Shareholders Details:

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

\*Corporate must affix rubber stamp

**INSTRUCTIONS**

1. This Offer will open on [●] and close on [●].
2. 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 Form
3. The shares in the Offer shall be rejected if the Eligible Person is not a shareholder of the Company as on the Record date, if there a name mismatch in the demat account of the Shareholder.
4. The 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 due to prorated Buyback as decided by the Company.
5. Eligible Persons to whom the Offer is made are free to tender shares to the extent of their entitlement in whole or in part or in excess of their entitlement.
6. It is mandatory for Eligible Persons to indicate the bank account details to which the consideration would be payable at the appropriate place in Tender Form.
7. All documents sent by Eligible Persons will be at their own risk. Eligible Persons are advised to safeguard adequately their interests in this regard.
8. Eligible Shareholders have to fill up the EVENT number issued by Depository in the column for settlement details alongwith the market type as "Buyback", ISIN, Quantity of shares and CM BP ID of broker and execution date in the Delivery Instruction Slips (DIS) so that shares can be tendered for buyback offer.

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

BUYBACK OPENS ON:	
BUYBACK CLOSES ON:	

For Registrar		
Inward No.	Date	Stamp

Date:

To,  
The Board of Directors  
BALRAMPUR CHINI MILLS LIMITED,  
FMC Fortuna, 2nd Floor, 234/3A, A.J.C. Bose Road,  
Kolkata – 700 020

**Status: Please tick appropriate box**

<input type="checkbox"/> Individual	<input type="checkbox"/> Foreign Institutional Buyer	<input type="checkbox"/> Mutual Fund
<input type="checkbox"/> Insurance Companies	<input type="checkbox"/> Other NIBs	<input type="checkbox"/> Other QIBs
<input type="checkbox"/> Company	<input type="checkbox"/> Financial Institution	

Dear Sirs,

**Sub: Letter of Offer dated [●] to Buyback not exceeding 1,00,00,000 Equity Shares of Balrampur Chini Mills Limited (the “Company”) at a price of ₹ 175 (Rupees One Hundred Seventy Five only) per Equity Share (the “Buyback Offer Price”) payable in cash**

1. I/We (having read and understood the Letter of Offer dated [●]) 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.
2. I / We authorise the Company to Buyback the Equity Shares offered (as mentioned below) and as a consequence to extinguish the share certificates.
3. I / We hereby affirm 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.
4. I / We declare that there are no restraints / injunctions or other order(s) 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 the Equity Shares for Buyback Offer.
5. I / We agree that the Company is not obliged to accept any Equity Shares offered for Buyback where loss of share certificates has been notified to the Company.
6. I / We agree that the Company will pay the Buyback consideration only after due verification of the validity of the documents and that the consideration will be paid as per secondary market mechanism.
7. I / We undertake to return to the Company any Buyback consideration that may be wrongfully received by me / us.
8. 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 the SEBI (Buyback of Securities) Regulations, 1998.
9. I / We authorize the Company to split the Share Certificate and issue new consolidated Share Certificate for the unaccepted Equity shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered by me/us in the Buyback.
10. 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 Buyback		

Note: An Equity Shareholder may tender Equity Shares over and above his / her Buyback Entitlement. Number of Shares validly tendered by any Equity Shareholder up to the Buyback Entitlement of such Equity Shareholder shall be accepted to the full extent. The Shares tendered by any Equity Shareholder over and above the Buyback Entitlement of such Equity Shareholder shall be accepted in accordance with Paragraph 19 of the Letter of Offer. Equity Shares tendered by any Eligible Person over and above the number of Equity Shares held by such Eligible Person as on the Record Date shall not be considered for the purpose of Acceptance. The signature on the Transfer deed(Form SH 4) should match with the signature recorded / registered with the records of the Company / Registrar.

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

**Acknowledgement Slip: Balrampur Chini Mills Limited – Buyback Offer**

(to be filled by the Eligible Person) (subject to verification)

Received from Mr./Ms./M/s. \_\_\_\_\_

Ledger Folio No.: \_\_\_\_\_ No. of Share Certificate submitted: \_\_\_\_\_

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

Please quote Ledger Folio No. for all future correspondence

STAMP OF BROKER

11. Details of Share Certificate(s) enclosed:

Total No. of Share Certificates Submitted

Sr. No.	Folio No.	Share Certificate No.	Distinctive Nos.		No. of Shares
			From	To	
1					
2					
3					
4					
<b>Total</b>					

In case the number of folios or share certificates enclosed exceed 4 nos., please attach a separate sheet giving details in the same format as above.

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

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK OFFER SHOULD BE ADDRESSED TO THE REGISTRAR TO THE BUYBACK OFFER AT THE FOLLOWING ADDRESS QUOTING YOUR FOLIO NO.

**KARVY COMPUTERSHARE PVT. LTD.,**  
Karvy Selenium Tower B, Plot Number 31 & 32,  
Gachibowli, Financial District,  
Nanakramguda, Hyderabad 500032  
Tel.: +91 40 6716 2222; Fax: +91 40 2343 1551  
Contact Person: Mr. M Murali Krishna  
Email: bcml.buybackoffer@karvy.com

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

Power of Attorney

Previous RBI approvals for acquiring the Equity Shares of Balrampur Chini Mills Limited hereby tendered in the Buyback Offer

Corporate authorisations

Death Certificate

Succession Certificate

Self attested copy of Permanent Account Number (PAN Card)

Others (please specify): \_\_\_\_\_

Mode of Payment (Please Tick)

Electronic

Physical

### INSTRUCTIONS

1. This Offer will open on [●] and close on [●].
2. 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 Form.
3. Eligible Persons who wish to tender their Equity Shares in response to this Buyback Offer should deliver the following documents so as to reach before the close of business hours to the Registrar (as mentioned in the Letter of Offer) on or before [●] by 5 PM.
  - a) The relevant Tender Form duly signed (by all Equity Shareholders in case shares are in joint names) in the same order in which they hold the shares.
  - b) Original share certificates.
  - c) Self attested copy of the Permanent Account Number (PAN) Card.
  - d) Transfer deed (Form SH 4) duly signed by all Equity Shareholders in case shares are in joint names in the same order in which they hold the shares.
4. Eligible Persons should also provide all relevant documents in addition to the above documents. Such may include (but not limited to):
  - a) Duly attested Power of Attorney registered with the Registrar if any person other than the Eligible Persons has signed the relevant Tender / Offer Form.
  - b) Duly attested death certificate / succession certificate in case any Eligible Persons has expired.
  - c) Necessary corporate authorisations, such as Board Resolutions etc., in case of companies.
5. Eligible Persons to whom the Buyback Offer is made are free to tender Equity Shares to the extent of their entitlement in whole or in part or in excess of their entitlement.

6. All documents / remittances sent by or to Eligible Persons will be at their own risk and the Eligible Persons are advised to adequately safeguard their interests in this regard.
7. All documents as mentioned above, shall be enclosed with the valid Tender Form otherwise the shares will be liable for rejection. The shares shall be liable for rejection on the following grounds amongst others:
  - a. If there is any other company share certificate enclosed with the Tender Form instead of the share certificate of the Company;
  - b. If the transmission of shares is not completed, and the shares are not in the name of the Eligible Shareholder.
  - c. If the Eligible Shareholders bid the shares but the Registrar does not receive the share certificate.
  - d. In case the signature in the Tender Form and Form SH 4 doesn't match as per the specimen signature recorded with the Company/Registrar .