BALRAMPUR CHINI MILLS LIMITED

Registered Office: "FMC Fortuna" 2nd Floor, 234/3A, A.J.C. Bose Road, Kolkata – 700 020
Tel.: 033-22874749 ; **Fax:** 033-22873083
Website: http://www.chini.com **Email:** investorgrievances@bcml.in
Contact Person: **Mr. S.K. Agrawala, Compliance Officer and Company Secretary**

PUBLIC NOTICE CUM PUBLIC ANNOUNCEMENT

FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF THE COMPANY

[This Public Notice cum Public Announcement is made pursuant to the provisions of Regulation 8 (1) read with Regulation 15 (c) and is in compliance with the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 as amended and contains the disclosure as specified in Schedule II to these Regulations.]

1. THE BUYBACK

1.1 Balrampur Chini Mills Limited ("BCML" or "the Company") hereby announces the buyback ("the Buyback") of its fully paid-up equity shares of the face value Re. 1 each ("Equity Shares") from the existing owners of Equity Shares of the Company, other than the Promoters and Promoter Group, from the open market through stock exchange using the electronic trading facilities of the Bombay Stock Exchange Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (together "the Stock Exchanges"), in accordance with the provisions of Sections 77A, 77AA, 77B and all other applicable provisions, if any, of the Companies Act, 1956 ("the Act") and the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 ("the Buyback Regulations") and the relevant provisions of the Memorandum of Association and Articles of Association of the Company subject to approval/s as may be necessary, from time to time from statutory authorities including but not limited to Securities and Exchange Board of India, Stock Exchanges, Reserve Bank of India as required at a maximum price not exceeding Rs. 85 per Equity Share ("Maximum Buyback Price") payable in cash, for an amount of up to Rs 11,000 lacs (Rupees Eleven Thousand lacs only) ("the Maximum Buyback Size"). The Maximum Buyback Size represents approximately 9.71% of the aggregate of the Company's paid-up equity capital and free reserves as on September 30, 2009 (the date of the latest standalone audited accounts as on the date of the Board Resolution dated February 22, 2011 approving the buyback) which is within the maximum permissible limit of 10% paid-up equity capital and free reserves. The aggregate paid up capital and free reserves of the Company as at September 30, 2009 was Rs. 1,13,307.18 lacs.

1.2 As per Section 77A of the Act the buyback of equity shares in any financial year shall not exceed twenty-five percent of the total paid-up equity capital of the Company in that financial year.

1.3 The actual number of Equity Shares to be bought back would depend upon the average price paid for the Equity Shares bought back and the amount deployed in the Buyback in accordance with the resolution passed by the Board of Directors of the Company on February 22, 2011.

1.4 As an illustration, at the proposed Maximum Offer Price of Rs. 85 per Equity Share and for an aggregate consideration amount of Rs. 11,000 lacs, the number of Equity Shares that can be bought back would be 1,29,41,176 Equity Shares, amounting to approximately 4.98% of the paid up equity capital of the Company as on date of Board Meeting. However, the actual number of Equity Shares bought back would depend upon the average price paid for the Equity Shares bought back and the aggregate consideration paid for such Equity Shares bought back. The Company proposes to buyback a minimum of 33,00,000 equity shares ("Minimum Offer Shares") and a maximum of 1,29,41,176 Equity Shares ("Maximum Offer Shares") during the offer period. The maximum limit is further subject to a limit of 25% of the total paid-up Equity Share capital of the Company in a financial year as stipulated under section 77A of the Act. The Buy-Back of the Equity Shares would further be subject to the conditions for continuous listing prescribed in terms of Clause 40A of the Listing Agreement between the Company and the Stock Exchanges for maintaining a minimum public shareholding of 25% of the total paid-up share capital of the Company and within the aggregate consideration amount of Rs. 11,000 lacs and Maximum Offer Shares as approved by the Board for the Buy-Back. The Board shall determine, as per its discretion, the time frame for completion of the Buy-Back and may close the Buy-Back anytime after buying back the Minimum Offer Shares before the period of twelve months from the date of the Board Meeting authorizing the Buy-Back.

1.5 The Maximum Price has been arrived at after considering certain parameters such as the book value, earnings trend in the recent past, the future outlook for the industry, the average price-earnings multiples in the market and other relevant factors. The Maximum Buyback Price offers a premium of 14.86% and 14.63% over the closing prices on the BSE and NSE respectively prevailing on February 22, 2011, i.e. the date of the Board Meeting approving the Buyback.

1.6 The amount required by the Company for the said Buyback will be met out of the current surplus and/or cash balances and/or internal accruals of the Company.

2. AUTHORITY FOR THE BUYBACK

Pursuant to Section 77A and other applicable provisions of the Act, the Buyback Regulations and the relevant provisions in the Articles of Association of the Company, the Buyback from open market through stock exchange has been duly authorised by resolution passed by the Board of Directors of the Company ("the Board") at its meeting held on February 22, 2011, subject to approval(s) as may be necessary, from time to time from statutory authorities including but not limited to Securities and Exchange Board of India, Stock Exchanges and Reserve Bank of India.

3. BRIEF INFORMATION ABOUT THE COMPANY

BCML was incorporated on 14th July, 1975 and received the certificate of commencement of business on 26th July, 1975. BCML is one of the largest integrated sugar manufacturing companies in India. Its allied business consists of manufacturing and marketing of Ethyl Alcohol & Ethanol, generation and selling of power and manufacturing and marketing of organic manure. BCML has ten sugar factories located in Uttar Pradesh, having an aggregate crushing capacity of 76,500 tons per day, distillery capacity of 320 KLPD, and installed co-generation capacity of 179.85 MW.

Pursuant to the approval of Registrar of Companies, the current accounting year from 1st October, 2009 to 30th September, 2010 has been extended to 31st March, 2011 comprising a period of 18 Months.

The audited financial highlights of the Company for the last three years and unaudited, subject to Limited Review, financial highlights for 15 months ended December 31, 2010 are detailed below:

(Rs. in Lacs)

Particulars	15 Months Ended 31.12.2010 (Reviewed)	Year Ended 30.09.2009 (Audited)	Year Ended 30.09.2008 (Audited)	Year Ended 30.09.2007 (Audited)
Income from Operations	2,50,422.50	1,70,004.43	1,46,354.26	1,39,171.90
Other Income	1,816.19	622.52	1,409.23	1,022.86
Total Income	2,52,238.69	1,70,626.95	1,47,763.49	1,40,194.76
Total Expenditure	2,19,656.09	1,25,178.27	1,14,817.45	1,30,267.78
Profit Before Interest, Depreciation and Tax	32,582.60	45,448.68	32,946.04	9,926.98
Interest	10,789.00	9,684.59	8,965.11	5,441.73
Depreciation	14,106.68	10,794.38	11,720.50	8,021.99
Profit/(Loss) Before Exception/ Prior Period Items	7,686.92	24,969.71	12,260.43	(3,536.74)
Less : Prior Period Items	(3.59)	8.96	(3.40)	-
Less : Exceptional Items	-	-	-	-
Profit/ (Loss) before Tax	7,690.51	24,960.75	12,263.83	(3,536.74)
Tax and other provisions (including deferred tax)	2,527.39	2,310.16	2,560.90	(647.68)
Profit before Extraordinary Items	5,163.12	22,650.59	9,702.93	(4,184.42)
Profit/(Loss) after Tax	5,163.12	22,650.59	9,702.93	(4,184.42)
Equity Dividend (including dividend tax)	59.38	9,011.72	1,494.82	-
Equity Share Capital	2,596.30	2,567.55	2,555.36	2,481.55
Reserves & Surplus (excluding revaluation reserves)	1,20,381.46	1,14,939.49	98,935.32	83,916.76
Miscellaneous Expenses (to the extent not written off)	-	53.27	178.10	321.19
Net Worth	1,22,977.76	1,17,453.77	1,01,312.58	86,077.12
Optionally Convertible Non-Cumulative Redeemable Preference Shares	-	-	-	-
Total Debt	1,03,625.24	99,056.72	1,35,067.61	1,28,615.36

Key Ratios				
Earning per Share before & after prior period & exceptional items (Rs.) (Basic)	2.00	8.86	3.83	(1.69)
Earning per Share before & after prior period & exceptional items (Rs.) (Diluted)	1.99	8.84	3.82	(1.69)
Book value per Share (Rs.)	47.37	45.75	39.65	34.69
Return on Net Worth (%)	4.20	19.28	9.58	(4.86)
Debt - Equity Ratio	0.84	0.84	1.33	1.49

Note:

1. The above financial information along with the key ratios has been certified by M/s. G.P. Agrawal & Co., Chartered Accountants, Auditors of the Company, vide their certificate dated February 22, 2011.
2. The Key ratios have been computed as below :

Key Ratios	
Net Worth	Equity Share Capital + Free Reserves (excluding revaluation reserve) reduced by the aggregate value of accumulated losses and miscellaneous expenditure to the extent not written off.
Earnings per Share (Rs.)	Net Profit attributable to equity shareholders/Weighted average number of equity shares outstanding during the year
Book Value per Share (Rs.)	Net Worth / Total No. of shares outstanding at the end of the year
Return on Net Worth	Net Profit After Tax / Net Worth
Debt - Equity Ratio	Total Debt / Net Worth

4. PRESENT CAPITAL STRUCTURE AND SHARE HOLDING PATTERN

4.1 The Share Capital of the Company as on date of this Public Notice cum Public Announcement is as follows:

Particulars	Amount (Rs. in Lacs)
Authorised Capital	
40,00,00,000 Equity Shares of Re. 1 each	4,000.00
25,00,000 Preference Shares of Rs. 100 each	2,500.00
Issued, Subscribed and Paid-up Capital	
25,97,24,058 Equity Shares of Re. 1 each	2,597.24

4.2 The equity shareholding pattern of the Company as on February 19, 2011, is as given below, along with the proposed shareholding post buyback, assuming that the Maximum Offer Shares have been bought back :

Category of shareholder	No. of Equity Shares held	% to the existing fully paid up equity share capital	No. of shares post buyback *	% holding post post buyback
Promoter shareholding				
Indian	9,79,99,890	37.73%	9,79,99,890	39.71%
Public shareholding			14,87,82,992	60.29%
Institutions				
Mutual Funds / UTI	1,28,99,199	4.97%		
Financial Institutions/ Banks	12,74,923	0.49%		
Venture Capital Funds	-	0.00%		
Insurance Companies	2,76,23,870	10.64%		
Foreign Institutional Investors	5,98,32,976	23.04%		
Others (Foreign Financial Institutions/Banks)	3,450	0.00%		
Non-institutions				
Bodies Corporate	1,46,41,941	5.64%		
Individuals	4,19,41,502	16.14%		
Others	35,06,307	1.35%		
Total	**25,97,24,058**	**100.00%**	**24,67,82,882**	**100.0%**

*Assuming a successful Buyback of 1,29,41,176 Equity Shares (Maximum Offer Shares) are bought back. Please note that the shareholding pattern post the Buyback may differ depending upon the actual number of Equity Shares bought back under the Buy-Back from different categories of shareholder.

There are no partly paid up shares, calls in arrears or outstanding convertible instruments other than 3,39,650 options outstanding as on February 22, 2011 granted under ESOP. The Company has noted that it shall not issue and allot any Equity Shares including by way of bonus or convert any outstanding ESOPs/outstanding instruments into Equity Shares, till the date of closure of this Buyback.

Further detailed break up of shareholding of the Promoters/Promoter Group and Directors of Promoters/Promoter Group, where the Promoter/Promoter Group is a company, as on February 19, 2011 is as below :

Particulars	No. of equity shares held	% of total fully paid up equity capital
Promoters/Persons in control/ Promoter Group		
1. Shri Kamal Nayan Saraogi	1,95,97,219	7.55%
2. Kamal Nayan Saraogi HUF	78,62,300	3.03%
3. Shri Vivek Saraogi	1,84,85,101	7.12%
4. Vivek Saraogi HUF	1,70,040	0.07%
5. Smt. Meenakshi Saraogi	1,42,44,300	5.48%
6. Smt. Sumedha Saraogi*	97,99,000	3.77%
7. Smt. Stuti Dhanuka	50,12,000	1.93%
8. Mr. Karan Saraogi	39,46,600	1.52%
9. Miss Avantika Saraogi	37,46,600	1.44%
10. Udaipur Cotton Mills Co. Ltd.	65,59,680	2.53%
11. Meenakshi Mercantiles Ltd.	85,77,050	3.30%
Total	**9,79,99,890**	**37.73%**
Non-promoter Directors of Promoters, where the Promoter is a company		
1. Shri S.C. Sharma*#	52,000	0.02%
2. Shri J.K. Bajaj*#	1,50,000	0.06%
3. Shri Rohit Bothra#	1,250	Negligible
Total	**2,03,250**	**0.08%**

* Director of Meenakshi Mercantiles Limited

# Director of Udaipur Cotton Mills Co. Limited

4.3 The Promoters (including Promoter Group) and Directors of Promoters where the Promoter (including Promoter Group) is a company have neither purchased nor sold any shares during the period of twelve months preceding the date of this public notice cum public announcement except:

Name	Quantity Purchased	Max. Price (Rs.) *	Date of Max. Price	Min. Price (Rs.) *	Date of Min. Price
Promoter					
Individuals					
Shri Kamal Nayan Saraogi	17,70,000	92.00	07.04.2010	73.47	20.05.2010
Shri Vivek Saraogi	5,78,000	91.94	07.04.2010	91.94	07.04.2010
Smt. Meenakshi Saraogi	4,00,000	73.11	21.05.2010	73.07	21.05.2010
Corporates					
Meenakshi Mercantiles Ltd.	11,01,000	97.00	20.10.2010	72.66	17.05.2010
Total	**38,49,000**				

* Gross rate per security, excluding brokerage and other charges

Name	Quantity Sold	Max. Price (Rs.)	Date of Max. Price	Min. Price (Rs.)	Date of Min. Price
Sale (Not Applicable)					

Name	Quantity Transferred	Max. Price (Rs.)	Date of Max. Price	Min. Price (Rs.)	Date of Min. Price
Inter-se Transfer by way of Gift from Shri Kamal Nayan Saraogi to Shri Vivek Saraogi on 10.12.2010	91,51,001	NA	NA	NA	NA

4.4 As per Regulation 15 (b) of the Buyback Regulations, the Buyback of shares shall not be made from the Promoters and Promoter Group or persons in control of the Company.

5. NECESSITY FOR BUYBACK

5.1 The buyback is being proposed in keeping with the Company's desire to enhance overall shareholders' value. This is proposed to be achieved by returning surplus cash back to shareholders. The buyback would lead to reduction in outstanding shares, improvement in earnings per share and enhanced return on equity.

6. EXTRACTS OF BOARD RESOLUTION PASSED ON FEBRUARY 22, 2011 AUTHORIZING THE BUY BACK

RESOLVED THAT pursuant to provisions of Article 49A of the Articles of Association of the Company and in accordance with the provisions of sections 77A, 77AA & 77B and other applicable provisions (if any) of the Companies Act, 1956 and the subsequent amendments thereto (the Act) and in terms of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 and subsequent amendments thereto ("Buyback Regulations") the Company do purchase its fully paid-up equity shares from the open market, not exceeding 25% of the Company's paid-up Equity Share Capital, through the Stock Exchanges, at a price not exceeding Rs. 85 ("Maximum Price") upto an amount of Rs. 11,000 lacs, being approximately 9.71% of the total paid up capital and free reserves as per audited balance sheet for the year ended September 30, 2009. The Maximum Price has been arrived at after considering certain parameters such as the book value, earnings trend in the recent past, the future outlook for the industry, the average price-earning multiples in the market and other relevant factors.

RESOLVED FURTHER THAT the Company implement the buy back from its current surplus and/or cash balances and/or internal accruals of the Company and on such terms and conditions as the board may from time to time in the absolute description of the board may deem fit.

RESOLVED FURTHER THAT the buy back of the equity shares of the Company shall not exceed 10% of the total paid up equity capital and free reserves of the Company as on September 30, 2009.

RESOLVED FURTHER THAT the Company shall not buy-back the locked-in shares or other specified securities and non-transferable shares or other specified securities till the pendency of the lock-in or till the shares or other specified securities become transferable.

RESOLVED FURTHER THAT Shri S.K. Agrawala, Company Secretary, be and is hereby appointed as the Compliance Officer for the Buyback.

RESOLVED FURTHER THAT as required under the provisions of Section 77A(6) of the Act, and regulation 8(7) of the Buyback Regulation, read with Schedule I annexed thereto, the declaration of solvency along with Annexure thereto be and are hereby approved and Shri Vivek Saraogi (Managing Director) and Shri Kishor Shah (Director cum Chief Financial Officer) be and are hereby authorised to sign the same jointly.

RESOLVED FURTHER THAT any one of Shri Vivek Saraogi (Managing Director), Shri Kishor Shah (Director cum Chief Financial Officer), Shri S.K. Agrawala (Company Secretary) and Shri K.N. Ranasaria (Advisor in employment of the Company) be and are hereby severally authorised to do all such acts, deeds, matters and things as they may to their absolute discretion deem necessary, expedient or proper with regard to implementation of the Buyback including:

i. Appointment of merchant bankers, brokers, solicitors, registrars, depositories, bankers, advertising agencies, compliance officers and other advisors, consultants or representatives.

ii. To initiate all necessary actions for preparation of issue of public notice and public announcement.

iii. The filing of public notice, public announcement and also the certificates for declaration of solvency and all such affidavits.

iv. The making of all the applications to the proper authorities to their requisite approvals,

v. To initiate all necessary actions for preparation and issue Public Notice and Public Announcements and filing thereof to/from SEBI/Stock Exchange(s) and other authorities, filing of declaration of solvency certificate and filing of certificate of extinguishments and physical destruction of certificates and all other documents required to be filed in the above connection with the necessary authorities.

vi. To settle all such questions, difficulties or doubts that may arise in relation to the implementation of the buy-back.

vii. To do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, expedient, usual or proper concerning the buy back.

RESOLVED FURTHER THAT nothing contained herein above shall confer any right on the part of any shareholder to offer, or any obligation on the part of the Company or the board to buy-back any shares, and / or impair any power of the Company or the board to terminate any process in relation to such Buyback if so permissible by law.

RESOLVED FURTHER THAT the Buyback from non-resident shareholders, Overseas Corporate Bodies (OCBs) and Foreign Institutional Investors (FIIs),and shareholders of foreign nationality, if any, etc. shall be subject to such approvals as are required including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed there under, if any.

RESOLVED FURTHER THAT the confirmation is hereby made by the Board:

I. That it has made the necessary and full enquiry into the affairs and prospects of the company and has formed the opinion:

a) that immediately following the date of convening of this meeting, there will be no grounds on which the Company could be found unable to pay its debts; and

b) as regards its prospects for the year immediately following the date of this meeting that having regard to its 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 view of the Board, 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 meeting; and

c) that in forming its opinion for the above purposes, the Board has taken into account the liabilities as if the Company was being wound up under the provisions of the Companies Act, 1956 (including prospective and contingent liabilities).

RESOLVED FURTHER THAT the confirmation is hereby made by the Board:

I. That all the equity shares for Buyback are fully paid-up.

II. That the Company shall not purchase shares under the Buyback from the Promoters/person in control/ and the promoter group.

III. That the Company has noted that the Company shall not issue and allot any Equity Shares including by way of bonus or convert any outstanding ESOPs/outstanding instruments into Equity Shares, till the date of closure of this Buyback.

IV. That the Company as per provisions of Section 77A(8) of the Act, shall not issue fresh equity shares within a period of 6 months after the completion of the buyback except by way of bonus shares or equity shares issued to discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares.

V. That the Company shall not buyback its 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.

VI. That there has been no default in repayment of deposit or interest payable thereon or redemption of debentures, or preference shares or payment of dividend, if declared, to all shareholders within the stipulated time of 30 days from the date of declaration of dividend or repayment of any term loan or interest payable thereon to any financial institution or bank.

VII. That the Company is in compliance with the provisions of filing of Annual Return, Payment of Dividend, and form and contents of Annual Accounts.

VIII. That the debt equity ratio of the Company after the Buyback will be well within the limit 2:1 as prescribed under the Companies Act, 1956.

IX. That no offer of buyback, through a board approval as permitted under the first and second proviso to Section 77A(2), is being made within a period of three hundred and sixty five days reckoned from the date of the preceding offer of buy back of shares, if any.

X. The Buyback is proposed to be completed within a period of 12 months from the date of passing of this resolution under proviso to Section 77A(4) of the Companies Act, 1956.

DECLARATION OF SOLVENCY :

RESOLVED THAT pursuant to a full inquiry into the affairs of the Company, the Board do hereby declare having formed the opinion that the Company is capable of meeting its liabilities and will not be rendered insolvent within a period of one year from the date of this declaration

RESOLVED FURTHER THAT the Board do approve the text of Declaration of Solvency as required to be made pursuant to Section 77A(6) of the Companies Act, 1956 and Regulation 8(7) of the Buyback Regulations, and the same shall be signed by Shri Vivek Saraogi (Managing Director) and Shri Kishor Shah (Director cum Chief Financial Officer).

RESOLVED FURTHER THAT the above said signatories to the Declaration of Solvency do swear to an affidavit as required under Section 77A(6) of the Companies Act, 1956.

RESOLVED FURTHER THAT the Declaration and Affidavit as aforesaid, be filed with Registrar, with the Securities and Exchange Board of India as required pursuant to Section 77A(6) of the Companies Act, 1956 and Regulation 8(7) of the Buyback Regulations.

RESOLVED FURTHER THAT a Certificate of Solvency as required under the buyback regulations be obtained from G.P. Agrawal & Co., Chartered Accountants, Statutory Auditors of the Company.

7. SOURCES OF FUNDS AND MINIMUM AND MAXIMUM NUMBER OF EQUITY SHARES PROPOSED TO BE BOUGHT BACK.

7.1 The maximum amount which the Company would deploy for the Buyback is Rs. 11,000 lacs.

7.2 The funds for the Buyback will be available from the current surplus and/or cash balances and/or internal accruals of the Company. Though the Company does not propose raising debt for effecting the Buyback, it may continue to borrow funds in the ordinary course of its business.

7.3 Subject to provisions contained in the resolution passed at the Board Meeting held on February 22, 2011 authorizing the Buyback, the actual number of Equity Shares to be bought back would depend upon the average price paid for the Equity Shares bought back and the amount deployed in the Buyback.

7.4 The Company proposes to buy-back its fully paid-up equity shares of face value Re. 1 each not exceeding 1,29,41,176 equity shares ("Maximum Offer Shares") and minimum number of 33,00,000 equity shares ("Minimum Offer Shares") at a price not exceeding Rs. 85 per equity share payable in cash for an amount of up to Rs. 11,000 lacs. Further, the maximum number of Equity Shares bought back shall be subject to (i) the Buy-back not causing the Company to be in violation of the conditions for continuous listing prescribed in terms of Clause 40A of the listing agreement between the Company and the Stock Exchanges, i.e., maintaining the public shareholding at 25%, (ii) such Equity Shares that may be bought back not exceeding the Maximum Offer Shares and (iii) the aggregate consideration payable pursuant to the Buy-back not exceeding the Maximum Buyback Size.

8. LISTING DETAILS AND STOCK MARKET DATA

8.1 The Company's Equity Shares are listed on the Bombay Stock Exchange Limited (BSE), National Stock Exchange of India Limited (NSE) and The Calcutta Stock Exchange Limited (CSE).

8.2 The high, low and average market prices for last three years and the monthly high, low and average market prices for the six months preceding this public announcement and the corresponding volumes on BSE and NSE where the Equity Shares of the Company are traded are as follows:

BSE

Period	High (Rs.)	Date of High	Number of Shares traded on that date	Low (Rs.)	Date of Low	Number of Shares traded on that date	Average Price (Rs.) #	Total Volume traded in the period
Year 2009	167.30	30-Oct-09	6638709	42.15	6-Mar-09	557937	97.61	313206993
Year 2008	127.90	9-Jan-08	2225742	29.70	2-Dec-08	289808	78.66	312557516
Year 2007	120.05	28-Dec-07	1233601	49.90	22-Aug-07	456987	73.61	356130082
Jan – 11	92.95	4-Jan-11	725377	69.60	31-Jan-11	268622	80.89	6424247
Dec – 10	91.40	29-Dec-10	441979	69.25	10-Dec-10	223799	85.31	6284955
Nov -10	97.60	11-Nov-10	309973	71.10	26-Nov-10	202623	89.35	11763995
Oct-10	95.80	7-Oct-10	183925	82.80	29-Oct-10	190517	90.39	4464527
Sep-10	94.10	28-Sep-10	568819	84.00	1-Sep-10	108256	84.28	6345678
Aug-10	90.00	24-Aug-10	323917	82.00	12-Aug-10	139976	81.29	7599473

(Source: BSE website)

# Arithmetic average of the closing prices of all trading days during the said period

NSE

Period	High (Rs.)	Date of High	Number of Shares traded on that date	Low (Rs.)	Date of Low	Number of Shares traded on that date	Average Price (Rs.) #	Total Volume traded in the period
Year 2009	168.00	30-Oct-09	20415452	37.85	13-Jan-09	3020337	97.65	1167522795
Year 2008	127.90	8-Jan-08	8876108	29.30	2-Dec-08	1174182	78.67	1011796116
Year 2007	119.90	28-Dec-07	3976381	49.80	22-Aug-07	1640981	73.63	1119380562
Jan – 11	92.95	4-Jan-11	2809768	69.00	31-Jan-11	1655173	80.90	35657042
Dec – 10	91.40	29-Dec-10	2940135	69.05	10-Dec-10	1467103	81.11	29618980
Nov -10	97.70	11-Nov-10	2445320	71.50	26-Nov-10	1803704	84.35	60215840
Oct-10	95.90	7-Oct-10	1322573	82.60	29-Oct-10	1044602	90.42	28146544
Sep-10	94.90	28-Sep-10	3706906	84.15	1-Sep-10	695066	89.38	38682137
Aug-10	89.90	23-Aug-10	2357978	80.50	2-Aug-10	1926871	85.36	45004961

(Source: NSE website)

# Arithmetic average of the closing prices of all trading days during the said period

There has been no change in the equity capital structure during the period for which data has been disclosed in the table above, either by way of rights or bonus issue or stock split.

8.3 The Board at its meeting held on February 22, 2011 approved the proposal for the Buyback. The closing market price on February 22, 2011 was Rs. 74.00 per share on BSE and Rs. 74.15 per share on NSE.

9. MANAGEMENT DISCUSSION AND ANALYSIS ON LIKELY IMPACT OF BUYBACK ON THE COMPANY'S EARNINGS, PUBLIC HOLDING, HOLDINGS OF NRIS/FIIS ETC., PROMOTERS HOLDINGS AND ANY CHANGE IN MANAGEMENT STRUCTURE

9.1 This Buyback is likely to cause a reduction in the treasury income that the Company could have otherwise earned on the funds deployed in liquid assets.

9.2 The Company will not purchase any shares from the Promoters (including Promoter Group). The Buyback of Equity Shares will not result in a change in control or otherwise affect the existing management structure of the Company except that the Promoters' (including Promoter Group) shareholding / voting rights shall increase, assuming full acceptance, from 37.73% to 39.71% of the total paid up equity capital.

9.3 Consequent to the Buyback and based on the number of Equity Shares bought back from the non-resident shareholders, non-resident Indian (NRI) shareholders, foreign institutional investors, Indian financial institutions, banks, mutual funds and the public including other bodies corporate, their shareholding would undergo a consequential change and shall not fall below 25% of the total paid up equity capital of the Company.

9.4 The debt-equity ratio post the Buyback will be below the maximum allowable limit of 2:1 set by the Act.

9.5 The Promoters (including Promoter Group) shall not deal in the shares of the Company in the stock exchanges during the period for which the buyback offer is open.

9.6 The Company shall not withdraw the offer of buyback after the Public Notice cum Public Announcement is made.

10. REPORT BY STATUTORY AUDITOR

The text of the report dated February 22, 2011 received from G.P. Agrawal & Co., Chartered Accountants (having Firm Registration No. 302082E and signed by Ajay Agrawal, Partner, Membership No. 17643), addressed to the Board of the Company is reproduced below –

In connection with the proposal of your Company to buy back its shares and in pursuance to the provisions of Section 77A and 77B of the Companies Act, 1956 and Securities and Exchange Board of India (Buy - Back of Securities) Regulations, 1998 and subsequent amendments thereof we have examined the Company's Annual Report and audited Accounts for the year ended 30th September, 2009 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 state that :

i) We have enquired into the Company's State of affairs;

ii) The amount of permissible capital payment for the equity shares not exceeding 10% of its total paid up equity capital and the free reserves and the aggregate outlay not exceeding Rs.11,330.72 Lacs is in our view properly determined as stated below and

Particulars		Amount (Rs. in Lacs)
Paid up Capital		2,567.55
Free Reserves:		
Securities Premium	49,811.81	
General Reserves	56,744.54	
Profit & Loss Account	4,238.55	1,10,794.90
		1,13,362.45
Less : Intangible Assets	2.00	
Miscellaneous Expenditure not w/o	53.27	55.27
Total		1,13,307.18
Maximum Buyback (10% of the total)		11,330.72

iii) The Board of Directors in their meeting held on 22nd February, 2011 have formed the opinion as specified in Clause (x) of 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 that date.

11. STATUTORY APPROVALS

11.1 The Company can Buyback its own Equity Shares upto 10% of the total of its paid up equity capital and free reserves after obtaining approval of its Board under the proviso to Section 77A(2)(b) of the Act.

11.2 Pursuant to Section 77A, 77AA and 77B and other applicable provisions of the Act and the Buyback Regulations, the present Buyback of Equity Shares of the Company from open market through Stock Exchange has been duly approved vide resolution passed by the Board at its meeting held on February 22, 2011.

11.3 The Company shall obtain such approvals as may be prescribed from time to time.

12. PROPOSED TIME TABLE

Date of Board meeting approving Buyback	February 22, 2011
Date of commencement of Buyback	March 10, 2011
Acceptance of Equity Shares	Within 15 days of the relevant payout dates of the Stock Exchanges
Verification of acceptance of Equity Shares in the physical mode	Within 15 days of the relevant payout dates
Extinguishment of Equity Shares	Within 15 days of acceptance as above
Last Date for the Buyback	February 21, 2012 (i.e. 12 months from the date of the resolution passed by the Board of Directors of the Company at its meeting held on February 22, 2011) or when the Company completes the Buyback to the extent of Rs. 11,000 lacs, whichever is earlier, or at such earlier date as may be determined by the Board, in the event the Minimum Offer Shares have been purchased under the Buyback, even if the Maximum Buyback Size has not been reached, by giving appropriate notice of such date and completing all formalities in this regard as per relevant laws and regulations. There would be a completion of all payment obligations in respect of Buy-back prior to the last date of Buy-back.

13. PROCESS AND METHODOLOGY FOR BUYBACK PROGRAMME

13.1 The Buyback is open to all equity shareholders/beneficial owners both registered and unregistered holding Equity Shares either in physical and/or electronic form except the Promoters (including Promoter Group) as indicated in this Announcement.

13.2 As per the Buyback Regulations, a company intending to purchase its Equity Shares from the open market shall do so on stock exchanges having nation wide trading terminals. Accordingly the Company proposes to effect the Buyback from the open market through Stock Exchanges with nation wide trading terminals. The Company proposes to buyback Equity Shares on BSE and NSE.

13.3 For the buyback of Equity Shares, the Company has appointed the following brokers ("the Appointed Brokers") through whom the purchases and settlement on account of the buyback of Equity Shares would be made:

For Demat shareholders and Physical shareholders [BSE and NSE]:

Enam Securities Private Limited
109, Dalamal Towers,
Free Press Journal Marg,
Nariman Point, Mumbai 400 021

Enam Securities Direct Private Limited
201, Laxmi Towers, 'A' Wing,
Bandra Kurla Complex,
Bandra East, Mumbai 400 051

13.4 The Buyback of Equity Shares will be made only through the order matching mechanism except "all or none" order matching system.

The Company, may, from time to time, but not earlier than the date of opening of Buyback place "buy" orders on BSE and or NSE to buyback Equity Shares through the Appointed Brokers, in such quantity and at such prices, not exceeding Rs. 85 per share, as it may deem fit, depending upon the prevailing quotations of Equity Shares in the secondary market. Intimation about the Company's presence in BSE and or NSE to buyback its Equity Shares will be made available to the said respective stock exchanges.

The identity of the Company as a purchaser shall appear on the electronic screen when the order is placed by the Company.

13.5 Shareholders/beneficial owners, who desire to sell their Equity Shares under the Buyback, would have to do so through a stock broker, who is a member of either BSE and/or NSE, by indicating to their broker details of the Equity Shares they intend to sell. The trade would be executed at the price at which the order matches and that price would be the price for that seller. The execution of the order, issuance of contract note, delivery of stock to the member and receipt of payment from the member would be carried out in accordance with the Stock Exchanges and Securities and Exchange Board of India ("SEBI") requirements.

It may be noted that all Equity Shares bought back by the Company may not be at a uniform price. Orders for buying back the Equity Shares will be placed by the Company at least once a week at market related prices so long as the market price is not higher than the Maximum Buyback Price. Such buyback orders shall be placed both in normal and physical segments. The Company shall intimate the Stock Exchanges as well as the public through its release in the newspapers regarding quantity of shares purchased and amount utilized for buyback as prescribed by the Buyback regulations

13.6 Equity Shares of the Company are traded in the compulsory demat mode (NSE Scrip Code - BALRAMCHIN–EQ; BSE Scrip Code - 500038). Shareholders holding shares in physical form can sell their Equity Shares in the odd lot trading segment of BSE. The Company will place buy orders on both normal and odd lot segment.

14. METHOD OF SETTLEMENT

14.1 The Company will pay the consideration to the Appointed Brokers on every settlement date as applicable in respect of Equity Shares bought back.

14.2 The shareholders/beneficial owners holding Equity Shares in the demat form would be required to transfer the number of Equity Shares sold by them by tendering the delivery instruction to their respective depository participant ("DP") for debiting their beneficiary account maintained with the DP and crediting the same to the pool account of the broker through whom the trade was executed. The shareholders/beneficial owners holding Equity Shares in physical form may present the share certificates along with valid transfer deeds to their respective brokers through whom the trade was executed.

14.3 The Company has opened a Depository Account styled **"BALRAMPUR CHINI MILLS LTD BUY-BACK ACCOUNT"** with Enam Securities Direct Private Limited with DP ID **12049200** and Client ID **00117658.** Equity Shares bought back in the demat form would be transferred into the aforesaid account by the Appointed Broker on receipt of Equity Shares from the clearing and settlement mechanism of BSE and NSE. The ISIN of the Company is INE119A01028.

14.4 The Company shall complete the verification of acceptances within fifteen days of the pay-out. The Company shall extinguish and physically destroy the security certificates so bought back in the presence of the Company's Registrar and Share Transfer Agents for Buyback or the Merchant Banker and the Statutory Auditor within fifteen days of the date of acceptance of the shares. In case the shares bought back are in dematerialized form the same will be extinguished and destroyed in the manner specified in Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 and the bye-laws framed thereunder. The Company will extinguish all the shares bought back within seven days of the last date of completion of buyback.

15. COMPLIANCE OFFICER & INVESTORS SERVICE CENTRE

In case of any query, clarification or for redressal of grievances, a shareholder may contact at the following address, from Monday to Friday between 11 a.m. to 5 p.m:

Mr. S.K. Agrawala (Compliance Officer and Company Secretary)
Balrampur Chini Mills Ltd.
"FMC Fortuna" 2nd Floor,
234/3A, A.J.C. Bose Road,
Kolkata – 700 020
Tel. No. 033-22874749
Fax No. 033-22873083
E-mail: investorgrievances@bcml.in

16. REGISTRAR FOR BUYBACK :

C B Management Services (P) Ltd.
P-22, Bondel Road, Kolkata – 700 019
Tel. No. 033-22806692/3/4
Fax No. 033-22870263
Email: rta@cbmsl.com

17. MANAGER TO THE BUYBACK

ENAM

Enam Securities Private Limited
801-802 Dalamal Towers,
Nariman Point,
Mumbai 400 021
Tel No.: (022) 66381800 ; Fax No.: (022) 22846824
E-mail : bcmlbuyback@enam.com
Contact Person: Mr. Vivek Toshniwal

18. DIRECTORS RESPONSIBILITY

The Board of Directors of the Company accepts responsibility for the information contained in this Public Announcement.

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

(sd/-)	(sd/-)	(sd/-)
Vivek Saraogi	**Kishor Shah**	**S. K. Agrawala**
Managing Director	Director cum CFO	Company Secretary

Place: Kolkata

Date: February 22, 2011