AXIS CAPITAL

January 03, 2017

**National Stock Exchange of India Limited**
Exchange Plaza,
Bandra Kurla Complex
Mumbai - 400 051

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 public announcement dated January 2, 2017 ("**Public Announcement**"), which has been published on January 03, 2017 in the Business Standard (English and Hindi National Daily), and Aajkal (regional language daily);
2. A soft copy of the public announcement dated January 2, 2017.

Thanking you,

Yours sincerely,
**For Axis Capital Limited**

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

Encl.: as above

# BALRAMPUR CHINI MILLS LIMITED

CIN: L15421WB1975PLC030118
Registered Office: FMC Fortuna, 2nd Floor, 234/3A, A.J.C. Bose Road, Kolkata - 700 020
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## PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF BALRAMPUR CHINI MILLS LIMITED FOR BUYBACK OF EQUITY SHARES THROUGH TENDER OFFER

This Public Announcement (the "**Public Announcement**") is being made pursuant to the provisions of Regulation 8(1) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended (the "**Buy Back Regulations**") and contains the disclosures as specified in Part A of Schedule II to the Buy Back Regulations.

**OFFER FOR BUYBACK OF UP TO 1,00,00,000 FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹ 1.00 EACH AT A PRICE OF ₹ 175.00 PER FULLY PAID UP EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER PROCESS**

### 1. DETAILS OF THE BUYBACK OFFER AND OFFER PRICE

1.1. The Board of Directors (the "**Board**") of Balrampur Chini Mills Limited (the "**Company**") passed a resolution on November 15, 2016 (the "**Board Meeting**") to approve the proposal for Buyback of equity shares of face value of ₹ 1.00 each (the "**Equity Shares**") of the Company for up to 1,00,00,000 (One Crore only) Equity Shares from the equity shareholders/beneficial owners of Equity Shares (the "**Equity Shareholders**") of the Company as on the Record Date (*hereinafter defined*), on a proportionate basis, through the tender offer route (the "**Buyback**"), at a price of ₹ 175.00 per Equity Share (Rupees One Hundred Seventy Five Only) (the "**Buyback Price**") payable in cash, for an aggregate maximum amount of ₹ 175,00,00,000.00 (Rupees One Hundred Seventy Five Crores Only) excluding the transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty etc (the "**Buyback Size**"), 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 Buyback is subject to receipt of any approvals, permissions and sanctions of statutory, regulatory or governmental authorities as may be required under applicable laws, including SEBI, and the Stock Exchanges.

1.2. The Buyback is in accordance with the provisions of Sections 68, 69 and 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 as may be required from time to time from 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. The Buyback would be undertaken in accordance with 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 the Securities and Exchange Board of India, which prescribes mechanism for acquisition of shares through stock exchange. In this regard, the Company will request BSE to provide the acquisition window. For the purpose of this Buyback, BSE would be the Designated Stock Exchange.

1.3. In accordance with the provisions of the Companies Act, 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. Further, under the Companies Act, the number of equity shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity share capital of the company in that financial year. Since the Company proposes to Buyback up to 1,00,00,000 (One Crore) Equity Shares representing 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, the same is within the aforesaid 25% limit.

1.4. 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. 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. 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. The Buyback Price is higher by 248.33% and 249.02% of the book value per Equity Share of the Company, which pre Buyback, as on March 31, 2016, is ₹ 50.24 and ₹ 50.14, on a standalone and consolidated basis respectively. 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. The return on networth of the Company pre Buyback as on March 31, 2016 is 8.08% and 8.09% on a standalone and consolidated basis respectively, which will increase to 9.42% and 9.43% on a standalone and consolidated basis respectively, post Buyback assuming full acceptance of the Buyback.

1.5. The Buyback shall be on a proportionate basis from all the Equity Shareholders of the Company through the **"tender offer"** process as prescribed under Regulation 4(1)(a) of the Buyback Regulations. Please see Clause 8 below for details regarding Record Date and shareholder's entitlement for tendering in the Buyback.

### 2. NECESSITY OF THE BUYBACK

2.1. 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 offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment.

v. Optimizes the capital structure.

2.2. 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).

### 3. DETAILS OF PROMOTERS' SHAREHOLDING AND INTENTION TO PARTICIPATE IN THE BUYBACK

3.1. 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 |
|---|---|---|
| **Promoter and Promoter Group** | | |
| a. Individuals | 8,28,63,160 | 33.82 |
| b. Bodies Corporate | 1,71,36,839 | 7.00 |
| **Total** | **9,99,99,999** | **40.82** |
| **Directors of Promoter Companies (other than those covered at (a) above)** | 2,07,000 | 0.08 |
| **Total** | **10,02,06,999** | **40.90** |

3.2. Details of transactions undertaken by the Promoters and Promoter Group of the Company and directors of Promoters for a period of six months preceding the date of the Board Meeting i.e. November 15, 2016 at which the Board recommended the proposal for Buyback:

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

** Independent Director of the Company*

Other than the transaction referred above, there were no transactions undertaken by persons referred to in 3.1 above during the period of last six months preceding the date of the Board Meeting at which the Buyback was approved and up to the date of declaration of results of postal ballot, being January 02, 2017.

3.3. 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 15th 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:

| Sl. No. | Name of shareholder | Maximum number of shares which may be tendered |
|---|---|---|
| 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 |

3.4 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 |
| **Cumulative Shareholding** | | | | | | **74,76,050** |

*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 |
| **Cumulative Shareholding** | | | | | | **65,59,680** |

*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 |
| **Cumulative Shareholding** | | | | | | **31,01,109** |

**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 |
| **Cumulative Shareholding** | | | | | | **3,80,82,320** |

*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 |
| **Cumulative Shareholding** | | | | | | **97,99,000** |

*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 |
| **Cumulative Shareholding** | | | | | | **50,12,000** |

*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 |
| **Cumulative Shareholding** | | | | | | **37,46,600** |

*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 |
| **Cumulative Shareholding** | | | | | | **1,81,90,900** |

*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 |
| **Cumulative Shareholding** | | | | | | **1,70,040** |

*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 |
| **Cumulative Shareholding** | | | | | | **78,62,300** |

*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.*

**4.** 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.

**5.** 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).

**6.** 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 buy back its shares as approved by its Board of Directors in their meeting held on 15th 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 (Buy Back of Securities) Regulations, 1998 (as amended), we have examined the Company's Audited Accounts for the year ended 31st 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 31st 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 31st March, 2016 (24,49,49,767 equity shares of face value ₹ 1 each) | | 2,449.50 |
| Free Reserves as on 31st 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 |
| **Maximum Buyback (25% of the total)** | | **29,728.54** |

iii) The Board of Directors in their meeting held on 15th 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"

### 7. PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUYBACK

**Process**

7.1 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**").

7.2 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.

7.3 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**

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

7.4 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.

7.5 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.

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

a. 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.

b. 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.

*Contd...*

c. The details of the special account shall be informed in the issue opening circular that will be issued by the BSE or the ICCL.

d. 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.

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

a. 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.

b. 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.

c. 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 10 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.

d. 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'.

e. Modification/cancellation of orders will be allowed during the tendering period of the Buyback.

f. The cumulative quantity tendered shall be made available on the website of the BSE (www.bseindia.com) throughout the trading sessions and will be updated at specific intervals during the tendering period.

**7.8 METHOD OF SETTLEMENT**

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

a. 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.

b. 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.

c. 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.

d. 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.

e. 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.

f. 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.

g. 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.

**8. RECORD DATE AND SHAREHOLDER'S ENTITLEMENT**

8.1 As required under the Buyback Regulations, the Company has announced the record date (the "**Record Date**") of January 13, 2017 for the purpose of determining the entitlement and the names of the shareholders, who are eligible to participate in the Buyback Offer.

8.2 The Equity Shares to be bought back as a part of this Buyback Offer is divided into two categories:

- Reserved category for Small Shareholders; and
- General category for all other shareholders.

8.3 As defined in the Buyback Regulations, a "Small Shareholder" is 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)

8.4 In accordance with Regulation 6 of the Buyback Regulations, 15% (fifteen per cent) of the number of Equity Shares which the Company proposes to Buyback, or number of Equity Shares entitled as per shareholding of Small Shareholders, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.

8.5 On the basis of shareholdings as on the Record Date, the Company will determine the entitlement of each shareholder to tender their Equity Shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs.

8.6 Participation in the Buyback shall be voluntary. Equity Shareholders of the Company shall have the option to participate, in part or in full, 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 in the Company post Buyback without additional investment. Further, Equity Shareholders of the Company shall have the option of tendering additional Equity Shares (over and above their entitlement) and participate in the shortfall due to non-participation by some other Equity Shareholders of the Company, if at all.

8.7 The maximum tender under the Buyback by any Equity Shareholder of the Company cannot exceed the number of Equity Shares held by such Equity Shareholder of the Company as on the Record Date.

8.8 The Equity Shares tendered as per the entitlement by the Equity Shareholders of the Company as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations.

8.9 Detailed instructions for participation in the Buyback (tendering of Equity Shares in the Buyback) as well as the relevant time table will be included in the letter of offer which will be sent in due course to the Equity Shareholders of the Company as on the Record Date.

**9. 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:** investorgrievances@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.

**10. 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
**Website:** www.karvycomputershare.com

**11. MANAGER TO THE BUYBACK**

AXIS CAPITAL

**AXIS CAPITAL LIMITED**
1st Floor, Axis House, C-2 Wadia International Centre,
P.B. Marg, Worli, Mumbai - 400025
**Tel.:** +91 22 4325 2183; **Fax:** +91 22 4325 3000
**Contact Person:** Mr. Ankit Bhatia
**Email:** bcml.buyback@axiscap.in
**Website:** www.axiscapital.co.in

**12. DIRECTORS' RESPONSIBILITY**

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 Public Announcement or any other information, advertisement, circular, brochure, publicity material which may be issued and confirms that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of

**BALRAMPUR CHINI MILLS LIMITED**

| | | |
|---|---|---|
| Vivek Saraogi | S. P. Ghosh | Nitin Bagaria |
| Managing Director | Director | Company Secretary and Compliance Officer |
| DIN: 00221419 | DIN: 00183802 | M. No.: A20228 |

Date : January 2, 2017
Place : Kolkata

PRESSMAN