PUBLIC ANNOUNCEMENT

BHAGYANAGAR INDIA LIMITED

REGISTERED OFFICE: 5TH FLOOR, SURYA TOWERS, S P ROAD, SECUNDERABAD, INDIA 500 003 Tel: 91 40 4466 5758; Fax: 91 40 2781 8868; Email: cs@surana.com Website: www.surana.com

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

This Public Announcement ("Announcement" or "PA") is made pursuant to the provisions of Regulation 8(1) read with Regulation 15(c) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998, for the time being in force including any statutory modifications and amendments from time to time ("Buy-back Regulations") and contains the disclosures as specified in Schedule II to the Buy-back Regulations.

Mr. Narender Surana, vide letter dated March 14, 2011 filed an application seeking exemption under Regulation 4(2) read with Regulation 3(1)(I) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 ("Takeover Regulations") on his behalf & on behalf of Mr. G. Mangilal Surana, Mr. Devendra Surana, Mr. Manish Surana, Mrs. Namrata Surana, Mrs. Sunita Surana, Mrs. Chand Kanwar, Ms. Nivriti Surana, Ms. Vinita Surana, Mr. Rahul Surana, Mrs. Sresha Surana, Ms. Mitali Surana, Mr. Advait Surana, G M Surana (HUF), GM Surana (MHUF), Narender Surana (HUF), Devendra Surana (HUF), Surana Infocom Private Limited, Surana Telecom & Power Limited (together the "Promoter Group") who collectively own 65.08% of the equity shares of Bhagyanagar India Limited. The exemption has been granted by Securities and Exchange Board of India ("SEBI") to the aforesaid Promoter Group from complying with the Regulation 11(2) of Takeover Regulations vide its order No.WTM/KMA/CFD/397/06/2011 dated June 27, 2011 ("Exemption Order").

Offer for Buy-back of Equity Shares from Open Market through Stock Exchanges

1 THE BUY-BACK OFFER AND PRICE

1.1 Bhagyanagar India Limited (**"BIL" or "the Company"**) hereby announces its intention to buy-back its fully paid-up equity shares of the face value of ₹ 2/- each (**"Equity Shares"**) from the existing registered shareholders / beneficial owners of the Equity Shares of BIL through the open market using the nationwide electronic trading terminals of the Bombay Stock Exchange Limited (**"BSE"**) and The National Stock Exchange of India Limited (**"NSE"**) (herein after referred to as **"Stock Exchanges"**) pursuant to Article 2A of the Articles of Association of the Company and in accordance with Sections 77A, 77AA and 77B of the Companies Act, 1956 (**"the Act"**) and the Buy-Back Regulations and such other approvals, as may be necessary, from the statutory authorities including but not limited to Securities and Exchange Board of India (**"SEBI"**), the Stock Exchanges and the Reserve Bank of India (**"RBI"**), at a price not exceeding ₹ 35/- per equity share (**"Maximum Offer Price"**) payable in cash, for an aggregate amount not exceeding ₹1400 Lakhs (**"Buy-back Size"** or **"Offer Size"**) i.e. within 25% of the existing paid-up equity share capital and free reserves of the Company as on March 31, 2010 (the date of latest audited standalone accounts as on date of the Board meeting approving the Buy-back i.e. January 27, 2011) subject to a maximum of 80,00,000 equity shares of ₹ 2/- each.

1.2 The number of shares to be bought back would depend upon the average price paid for the shares bought back and the amount deployed in the Buy-back, however, total number of shares to be bought back shall not exceed 80,00,000 Equity Shares.

Subject to Buy-back price being less than or equal to ₹ 35/- per share, the Company shall Buy-back a minimum of 40,00,000 Equity Shares. The Maximum Offer Price of ₹ 35/- per share has been arrived at after considering the current stock market quotations, book value, return on net-worth and the possible impact of the Buy-back on the earnings per share of the Company. The Buy-back of the equity shares will be made at a Maximum Offer Price of ₹ 35/- per share which represents a premium of 46.75% and 46.44% on the closing price of BSE and NSE i.e. ₹ 23.85 and ₹ 23.90 respectively, on trading day, as on the date of the Board Meeting, in which the Buy-back proposal was approved i.e., January 27, 2011. The Maximum Offer Price of ₹ 35/- per share offers a premium of approximately 93.91% on the closing price on BSE i.e., ₹ 18.05 and NSE i.e., ₹ 18.05, on the date of passing the special resolution which was approved by the shareholders through postal ballot and the results of which were announced on March 10, 2011.

1.3 As required under the Act and the Buy-back Regulations, the Company shall not purchase equity shares which are partly paid-up, equity shares with call-in-arrears, locked-in or non-transferable equity shares in the Buy-back, till the time they become fully paid-up or till the pendency of the lock-in or till the equity shares become transferable. There will be no negotiated deals (whether on or off Stock Exchanges), spot transactions or any other private arrangements in implementation of the Buy-back.

2. PROPOSED TIME TABLE

Board Meeting approving Buy-back	January, 27, 2011
Approval of shareholders through postal ballot	March, 10, 2011
Date of opening of the Buy-back	November 14, 2011
Acceptance of Shares	Within 7 days of the relevant payout dates of the respective Stock Exchanges.
Extinguishment of Shares	Within 15 days of the acceptance of the above
Last Date for the Buy-back	March 9, 2012 or when the Company completes Buy-back to the extent of 80,00,000 equity shares under the offer or upon exhaustion of Rs.1400 Lakhs set aside for Buy-back, whichever is earlier. The Board reserves the right to close the Buy-back offer at an earlier date, subject however to, purchase of minimum offer shares under the Buy-back offer by giving appropriate notice and reasons for such early closure and completing all formalities.

Note: Last date for the Buy-back given also includes completion of payment obligations in respect of Buy-back

3. THE SPECIFIED DATE - Not applicable

4. AUTHORITY FOR THE OFFER OF BUY- BACK

4.1 Being authorized by Article 2A of Articles of Association of the Company and Sections 77A, 77AA, 77B and other applicable provisions, if any, of the Act and the provisions contained in the Buy-back Regulations, this Offer for Buy-back has been duly authorized by:

a) a resolution passed by the Board of Directors of the Company (hereinafter referred to as the "Board") at their meeting held on January 27, 2011.

b) a special resolution passed by the shareholders of the Company through postal ballot, the results of which were announced on March 10, 2011.

4.2 SEBI has granted an exemption from Regulation 11(2) of Takeover Regulations, to the Promoter Group in respect of the Buy-back, through an Exemption Order No.WTM/KMA/CFD/397/06/2011 dated June 27, 2011.

5. MATERIAL FACTS RELATING TO THE BUY-BACK OFFER AND EXTRACT OF EXPLANATORY STATEMENT, AS CIRCULATED TO THE SHAREHOLDERS FOR SEEKING THEIR APPROVAL THROUGH POSTAL BALLOT

The Company intends to acquire Equity Shares each of face value of Rs.2/- at a price not exceeding Rs.35/- per Equity Share ("the maximum Buy-back price") with the total aggregate amount to be expended not to exceed Rs.14,00,00,000 (Rupees Fourteen Crores only), which is within 25% of the Company's total paid-up capital and free reserves as per audited Balance Sheet as on March 31, 2010. The consent of the shareholders is sought by way of a Special Resolution pursuant to the provisions of Section 77A of the Companies Act, 1956, and as per the terms and conditions as stated in the offering circular for the issue of Foreign Currency Convertible Bonds (FCCB's), issued by the Company on October 10, 2006 to the tune of USD 15 million, which are currently listed on the Luxembourg Stock Exchange, Luxembourg.

As per the requirements of Section 173(2) read with Section 77A and other applicable provisions of the Companies Act, 1956 and the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, (hereinafter referred to as Buy-back Regulations) read with Schedule I of the Buy-back Regulations, the Explanatory Statement contained relevant and material information to enable the shareholders to consider and approve the Special Resolution on Buy-back of the Company's equity shares:

1 The Board of Directors of the Company at its meeting held on January 27, 2011 has approved the proposal for Buy-back of the Company's own Fully Paid-up equity shares of Rs.2/- each (hereinafter referred to as the "Buy-back Offer") in accordance with the provisions contained in the Articles of Association and Section 77A, 77AA, 77B and all other applicable provisions of the Act and the provisions contained in the Buy-back Regulations.

2 The Buy-back offer is proposed to be implemented by the Company from the Open Market through Bombay Stock Exchange Limited ('BSE') and National Stock Exchange of India Limited ('NSE') in the manner as prescribed in the Companies Act, 1956 and the Buy-back Regulations and on such terms and conditions as may be determined by the Board of Directors at the appropriate time.

3 There will be no Buy-back from any persons through negotiated deals whether through the Stock Exchanges or through spot transactions or through any private arrangement.

4 Your Board is of the view that necessity for Buy-back is on account of the following reasons:

a) The Buy-back offer is being proposed in pursuance of the Company's desire to maximize returns to investors, to reduce outstanding number of shares and enhance overall shareholder value by returning surplus funds to shareholders in an efficient and investor friendly manner. This will be done without compromising on the high growth opportunities available to the Company.

b) The Buy-back will result in reduction in the overall capital employed in the business, which will, in turn lead to higher earnings per share and enhanced return on equity and return on capital employed, return on net worth, return on assets, etc.

c) The Buy Back will also provide a reasonable exit opportunity to those shareholders who so desire.

5 The aggregate Paid-up Equity Share Capital and Free Reserves of the Company as on 31st March, 2010 is Rs. 2,187,263,367. The proposed deployment of funds does not exceed 25% of the Paid-up Capital and Free Reserves of the Company. The Company proposes to utilize an amount not exceeding Rs.14,00,00,000 (Rupees Fourteen crores only) for the present Buy-back of Equity Shares of the Company. This amount for Buy-back will be financed out of the Company's Free Reserves and cash balances and internal accruals/operating cash inflows of the Company.

6 The Equity Shares of the Company are proposed to be bought back at a price not exceeding Rs. 35/- per Equity Share. The said price has been arrived at after considering various factors including but not limited to the book value, market value of the share on the stock exchanges and the possible impact of Buy-back on the earnings per share.

7 As per the provisions of the Companies Act, 1956, the maximum number of equity shares permitted to be bought back in any financial year shall not exceed 25% of the total Paid-up Equity Share Capital of the Company. The Company proposes to Buy-back a minimum of 40,00,000 Equity Shares and a maximum of 80,00,000 Equity Shares which is less than the 25% of the paid up equity share capital of the Company.

8. (a) The aggregate shareholding of the Promoters, Directors and of Persons in control is 44514446 equity shares constituting 65.08% of the paid up share capital of the Company as on the date of this notice. Pursuant to the Buy-back of Equity Shares as proposed, and depending on the response to the Buy-back offer, the percentage holding of the Promoters would increase beyond the aforesaid percentage. Though such an increase in the percentage holding of the Promoters is consequential and indirect in nature, the promoters of the Company are required to seek the exemption from SEBI under Regulation 4 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997.

(b) The Promoters and Directors of the Promoter Company(s) have not sold or purchased any equity shares during the period of last six months preceding the date of the Board Meeting at which the Buy-back is approved i.e. from July 26, 2010 to January 27, 2011.

(c) The promoters of the Company persons in control and directors of the promoter (where the promoter is a company) (hereinafter referred to as Promoters' group) have confirmed that they will not sell their holding under the Buyback as they are prohibited from selling their Shares in terms of Regulation 15(b) of the SEBI Buy- Back Regulations. In accordance with the same, no promoter and no persons in the control of the Company intend to tender their equity shares to the Company for the Buy Back.

9. As required under the Companies Act, 1956, the ratio of debt owed by the Company would not be more than twice the Equity Share Capital and Free Reserves of the Company after the Buy-back offer.

10 As per the provisions of the Companies Act, 1956, the Buy-back will be completed within a maximum period of twelve months from the date of passing of the said Special Resolution by the Shareholders. The time frame for the Buy-back will be determined by the Board within this validity period.

11 As per the provisions of the Companies Act, 1956, the Company will not be allowed to issue fresh Equity Shares, within a period of six months after the completion of the Buy-back except by way of bonus shares or shares issued in the discharge of subsisting obligations, if any, such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares, if any. Currently the Company has 100 Zero coupon FCCBs of USD 1.0 Lakh each outstanding, due for conversion by 10 October, 2011, and if offered for conversion into equity shares will result in an issue of 1,04,45,455 equity shares of Rs.2/- each.

12 The Company hereby confirms that there are no defaults subsisting in the repayment of deposits, redemption of debentures or preference shares or repayment of term loans to any financial institutions or banks.

13 The Board of Directors of the Company confirm that they have made a full inquiry into the affairs and prospects of the Company and they have formed the opinion that:

(a) immediately following the date on which the proposed resolution is passed by the shareholders, there will be no grounds on which the Company could be found unable to pay its debts;

(b) as regards its prospects for the year immediately following that date, having regard to their intentions with respect to the management of the Company's business during that year, and to the amount and character of the financial resources which will in their view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date; and

(c) in forming their opinion for the above purposes, the Directors have taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act, 1956 (including prospective and contingent liabilities).

14. The text of the report dated 27.01.2011 received from M/s. Sekhar & Co, Chartered Accountants, the Company's Statutory Auditors addressed to the Board of Directors is reproduced below:

To
The Board of Directors
Bhagyanagar India Limited,
5th Floor, Surya Towers, S.P.Road,
SECUNDERABAD 500 003.

In connection with the proposed buy back of Equity Shares approved by the Board of Directors of Bhagyanagar India Limited ('the Company') at its meeting held on January 27, 2011, in pursuance of the provisions of the Companies Act, 1956 and the Securities & Exchange Board of India (Buy-back of Securities) Regulations, 1998 and based on the information and explanations given to us, we report that:

1. We have enquired into the state of affairs of the Company based on the audited accounts as at 31st March, 2010 and unaudited accounts for the nine months period ending 31st December, 2010 which were taken on record by the Board of Directors at their meeting held on 27th January, 2011.
2. The capital payment (including premium) of an amount not exceeding Rs.14 Crores towards the buy back of equity shares has been properly determined in accordance with Section 77A(2) of the Companies Act, 1956 which is within the permissible amount of 25% of the paid up equity capital and free reserves of the Company, as computed below:

a) Permissible limit for buy back under Section 77A(2)(b)	Amount (Rs.)	Amount (Rs)
Total paid up Capital as at March 31, 2010 (6,89,26,614 Equity Shares of Rs. 2/- each)		137,853,228
Free Reserves as at March 31, 2010:		
General Reserve	1,186,386,667	
Profit and Loss Account	863,023,472	
		2,049,410,139
Total of Paid up Capital and Free Reserves as at March 31, 2010		2,187,263,367
25% thereof being permissible limit for buy back of equity shares with members approval		546,815,842
Less Bought Back during the current financial year as approved earlier by the Directors and shareholders of the Company		2,107,056
Balance available for Buy-back as of 31.12.2010		**544,708,786**
Amount approved by the Board for Buy-back		140,000,000

* The paid up share capital of the Company as on the date of the report is Rs.13,68,00,000 /- comprising of 6,84,00,000 equity shares of Rs. 2/- each.

b) Maximum limit of buy back of equity shares in a financial year	No. of Shares
Total paid up Capital as at March 31, 2010	68,926,614
25% thereof being maximum equity Capital eligible for buy-back	17,231,654
Less: Bought back during the current financial year as approved earlier by the Directors and shareholders of the Company	526,614
Balance Available for Buy-back	**16,705,040**
Max shares approved by the Board for Buy-back	8,000,000

3. The Board of Directors at their meeting held on January 27, 2011 have formed an opinion as specified in Clause (x) in Schedule 1 of the Securities 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 the Board Meeting i.e. January 27, 2011.

For Sekhar & Co
Chartered Accountants
Firm Regn No. 003695S
G.Ganesh
Partner
Membership No. 211704

15 The Company shall transfer from its Free Reserves a sum equal to the nominal value of the Equity Shares purchased through the Buy-back to the Capital Redemption Reserve account and the details of such transfer shall be disclosed in its subsequent audited balance Sheet.

16 In accordance with the regulatory provisions, the shares bought back by the Company will compulsorily be cancelled and will not be held for re-issuance.

17 All the material documents referred to in the Explanatory Statement such as Memorandum and Articles of Association, relevant Board Resolution and Auditors' Report will be made available for inspection at the Registered Office of the Company on all working days except Holidays between 10.00 a.m. and 5.00 p.m.

Note: Under point 11 of the explanatory statement it was erroneously stated that conversion of FCCBs will result in an issue of 1,56,68,182 Equity Shares instead of 1,04,45,455 Equity Shares. This disclosure has been rectified in this PA.

6. THE NECESSITY OF THE BUY BACK

The Buy-back offer is being proposed in pursuance of the Company's desire to maximize returns to investors, to reduce outstanding number of shares and enhance overall shareholder value by returning surplus funds to shareholders in an efficient and investor friendly manner.

The Buy-back will result in reduction in the overall capital employed in the business, which will, in turn lead to higher earnings per share and enhanced return on equity and return on capital employed, return on net worth, return on assets, etc. The Buy Back will also provide a reasonable exit opportunity to those shareholders who so desire.

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

7.1 The Offer is open to all Shareholders / Beneficial Owners of the fully paid-up Equity Shares of the Company, both registered and unregistered, except Promoters or persons in control of the Company as indicated in this Public Announcement.

7.2 The Buy-back Regulations permit the Company to effect the Buy-back from the Open Market only through the Stock Exchanges having electronic trading facility. Accordingly, the Company proposes to Buy-back shares on the BSE and NSE only.

7.3 For the aforesaid Buy-back the Company has appointed **Karvy Stock Broking Limited**, Karvy House, 46, Avenue 4, Street No.1, Banjara Hills, Hyderabad-500 034; as broker through whom the purchases and settlement on account of the Buy-back shall be made.

7.4 The Buy-back of Shares will be made only through the order matching mechanism except "all or none" order matching system.

7.5 The Company shall with effect from November 14, 2011 place "buy" orders on the BSE and / or NSE at least once in every week to buy shares through the Broker, in such quantity and at such prices, not exceeding ₹ 35/- per share, as it may deem fit, depending upon the prevailing quotations of the shares on the Stock Exchanges. When the Company has placed an order for Buy-back of shares, the identity of the Company as purchaser would be displayed on the screen of the Broker of the BSE and NSE.

7.6 The equity shareholders holding equity shares in the physical form would be required to contact his/her broker to submit physical shares under the Buy-back. The equity shareholder will be required to execute the share transfer deed(s) and attach the relevant share certificate(s) and hand over the complete set / documents to his/her broker for settlement within the timelines specified by his/her broker.

7.7 In case the share transfer deeds submitted are found to be invalid (date of transfer deed is outdated / signature on the deed does not tally with the registrars records etc.), the rule of good/bad delivery norms of the exchange shall apply and, inter alia, the shareholders broker may ask him/her to re-submit these documents duly corrected.

7.8 Beneficial owners who desire to sell their shares under the Buy-back, would have to do so through a stockbroker, who is a member of either BSE or NSE, by indicating to their broker the details of 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 SEBI requirements.

7.9 The shares of the Company are traded in the compulsory demat mode under the trading code 512296 at BSE and BHAGYNAGAR at NSE, respectively. Shareholders holding Shares in physical form can sell their shares in the odd lot trading segment on BSE and NSE.

7.10 It may be noted that all the shares bought back by the Company may not be at a uniform price. As long as the market price is lower than the maximum offer price, order for buying back of Equity Shares shall be placed at least once in a week until the last date for closure of the Buy-back offer. Such Buy-back orders shall be placed in normal and physical / odd lot 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 to be utilized for Buy-back as prescribed by the Buy-back Regulations.

7.11 The Company and the Merchant Banker shall submit the information regarding the shares or other securities bought back to the Stock Exchanges and the public through its notice in the newspapers regarding quantity of Equity Shares purchased and amount utilized for the Buy-back as prescribed by the Buy-back Regulations.

7.12 Subject to the Company purchasing the Minimum Offer Shares, nothing contained herein shall create any obligation on the part of the Company or the Board to Buy-back any Equity Shares or confer any right on the part of shareholders / beneficial owners to offer any Equity Shares for Buy-back, even if the Maximum Offer Size has not been exhausted and / or impair any power of the Company or the Board to terminate any process in relation to the Buy-back, if so permissible by law

8. The maximum amount, which the Company would deploy for the purposes of the Buy-back is ₹ 14,00,00,000 (Rupees Fourteen Hundred Lakhs only) ("Buy-back Size"/ "Offer Size").

9. MAXIMUM AND MINIMUM NUMBER OF SHARES TO BUY BACK, SOURCES OF FUNDS AND COST OF FINANCING THE BUY BACK

Subject to the Buy-back price being less than or equal to ₹ 35/- per share, the Company shall Buy-back a minimum of 40,00,000 equity shares and a maximum of 80,00,000 equity shares. However, 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 Buy-back.

The Company has substantial accumulated free reserves. The funds required for the Buy-back will be drawn out of the free reserves of the Company. The cost of financing the Buy-back would therefore be only a notional loss of income that the funds used for Buy-back would have earned had they been deployed in the ordinary course of the Company's business.

The funds for the Buy-back will be available from the current surplus and / or cash balances and / or internal accruals. The Company does not propose to raise any debt for buying back shares. Though the Company does not propose raising debt for effecting the proposed Buy-back, it may continue to borrow the funds in the ordinary course of business.

10. BRIEF INFORMATION ABOUT THE COMPANY

The Company was incorporated as Bhagyanagar Metals Limited on September 2, 1985 and has obtained certificate of commencement of business on September 9, 1985 and started dealing in various ferrous and non-ferrous metals. On November 26, 1985, the Company made a Public Issue of 3,19,000 equity shares having face value of ₹ 10/- each at par and was subsequently listed on Bombay Stock Exchange Limited.

The Company has obtained fresh certificate of incorporation from Registrar of Companies, Andhra Pradesh on August 10, 2006, consequent upon change of name from Bhagyanagar Metals Limited to Bhagyanagar India Limited.

The Company is engaged in manufacturing of Jelly filled telephone cables and Copper Products such as Copper Rods, Copper Strips, paper insulated copper conductors, copper fins, Bus bars and other Copper allied products. The Company is also engaged in the business of real estate & infrastructure.

During the year 2006-07, the Company has forayed into wind power generation segment.The overall Power Generation capacity of the Company stands at 12.15 MW.

The Company over the years spread its activities by acquisition, merger, diversification etc. The Company has a record of uninterrupted profit since its inception and is continuously paying dividends to its shareholders.

11. BRIEF FINANCIAL INFORMATION OF THE COMPANY (ON STANDALONE BASIS)

11.1 Brief audited financial information of the Company for the last three financial years i.e., March 31, 2009, 2010 and 2011 is detailed below:

(₹ in lakhs except key ratios)

Particulars	Year ending 31/03/11 Audited	Year ending 31/03/10 Audited	Year ending 31/03/09 Audited
Income			
Net Income from Operations	18,602.70	17,453.00	18,962.57
Other Income	631.97	1,008.23	1,186.03
Total Income	**19,234.67**	**18,461.23**	**20,148.60**
Expenditure			
Materials	14,391.09	13,807.31	15,021.87
Expenses	2,716.20	2,492.99	2,644.55
Total Expenditure	**17,107.29**	**16,300.30**	**17,666.43**
Profit Before Interest, Depreciation & Tax	**2,127.39**	**2,160.93**	**2,482.17**
Interest and Financial Charges	200.17	192.61	463.15
Depreciation	573.09	510.02	498.39
Profit for the Year	**1,354.13**	**1,458.30**	**1,520.63**
Prior Period Adjustments	5.58	0.42	2.84
Profit before Taxation	**1,359.71**	**1,458.72**	**1,523.47**
Add/(Less): Provision for Tax			
Current Tax	265.00	250.00	400.00
Deferred Tax	75.71	(127.69)	13.85
Fringe Benefit Tax	-	-	5.75
Previous Years Tax Adjustment	-	1.90	-
Profit After Tax	**1,018.99**	**1,334.51**	**1,103.87**
Equity Share Capital	1,368.00	1,378.53	1,490.00
Reserves & Surplus	21,703.14	21,127.83	20,614.45
Net worth	**23,071.14**	**22,506.36**	**22,104.45**
Share Warrants pending allotment#	-	-	868.10
Total Debt (Excludes YTM payable on FCCBs)	5,669.01	6,993.09	8,921.09
Equity Dividend (%)	20	20	20
Earnings per share (₹)	1.49	1.82	1.48
Book value per share (₹)	33.72	32.65	29.67
Return on Net worth (%) #	4.42	5.92	4.99
Debt-Equity Ratio	0.25	0.31	0.40

11.2 Following are the unaudited financials for the three month period ending June 30, 2011 in respect of which a limited review has been conducted by the statutory auditor, M/s. Sekhar & Co., Chartered Accountants and which has been prepared and disclosed in accordance with Clause 41 of the Listing Agreement:

(₹ in lakhs except key ratios)

Particulars	Quarter ended 30/06/11 Unaudited
Income	
Net Income from Operations	6,121.74
Other Income	100.41
Total Income	**6,222.15**
Total Expenditure	**5,163.43**
Profit Before Interest, Depreciation & Tax	**1,058.72**
Interest and Financial Charges	827.69
Depreciation	141.25
Profit for the period	**89.78**
Prior Period Adjustments	--
Profit before Taxation	**89.78**
Add/(Less): Provision for Tax	
Current Tax	15.50
Deferred Tax	-
Previous Years Tax Adjustment	-
Profit After Tax	**74.28**
Equity Share Capital	1,368.00
Reserves & Surplus	21,777.42
Net worth	**23,145.42**
Share Warrants pending allotment#	-
Total Debt (Excludes YTM payable on FCCBs)	5,478.46
Equity Dividend (%)	--
Earnings per share-Basic (₹)	0.11
Book value per share (₹)	33.84
Return on Net worth (%) #	0.32
Debt-Equity Ratio	0.23

These ratios have been calculated as per the following formulas:

Book Value per Share	Net worth / Number of equity shares issued & outstanding
Earning per share	Profit after tax / Weighted average no. of equity shares
Return on net worth	Profit after tax / Net worth
Debt to equity ratio	Total Debt / (Equity Share Capital + Reserves)

 # Notes:

a) As on date, all the share warrants have expired

b) In determining return on net-worth, the liability on account of Yield to Maturity of FCCB bonds due to mature in October 2011 is not considered as the interest accrues only at the time of maturity.

12. ESCROW ACCOUNT: Not applicable

13. LISTING DETAILS AND STOCK MARKET DATA

13.1 The Equity Shares of the Company are listed and traded on the BSE and NSE.

13.2 The high, low and average market prices for the 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 Shares of the Company are traded are as follows:

BSE (Scrip Code: 512296)

Period	High (₹)	Date of High and No. of shares traded on that date	Low (₹)	Date of Low and No. of shares traded on that date	Average Price # (₹)	Total Volume of shares Traded in the period	Total Turnover (₹)
2008	79.50	02.01.2008 (12,04,981)	9.00	02.12.2008 (43,724)	45.01	1,71,27,609	77,08,29,275
2009	30.55	02.06.2009 (1,04,476)	12.15	23.01.2009 (2,982)	24.74	1,24,46,881	30,78,88,542
2010	31.50	15.01.2010 (15,74,466)	19.05	09.12.2010 (12,206)	25.99	1,39,01,649	36,12,78,039
April 2011	26.90	25.04.2011 (6,02,497)	17.00	01.04.2011 (817)	23.88	12,85,497	3,06,96,584
May 2011	21.15	02.05.2011 (19,162)	17.45	27.05.2011 (2,337)	19.61	1,23,134	24,15,182
June 2011	20.90	30.06.2011 (3,80,128)	16.15	21.06.2011 (11,384)	19.75	5,17,102	1,02,14,431
July 2011	22.90	01.07.2011 (2,91,403)	18.15	29.07.2011 (8,300)	20.83	5,29,192	1,10,23,262
August 2011	18.75	01.08.2011 (1,912)	14.05	22.08.2011 (4,854) 26.08.2011 (8,002)	15.80	1,73,362	27,38,820
Sept 2011	16.20	13.09.2011 (12,489)	14.00	26.09.2011 (10,748)	15.51	1,82,020	28,23,748

Weighted average price (total turnover / total volume of shares traded) for all trading days during the said period.

(Source: www.bseindia.com)

NSE (Scrip Symbol: BHAGYNAGAR)

Period	High (₹)	Date of High and No. of shares traded on that date	Low (₹)	Date of Low and No. of shares traded on that date	Average Price # (₹)	Total Volume of shares Traded in the period	Total Turnover (₹)
2008	82.00	01.01.2008 (5,63,807)	9.35	27.10.2008 (62,992)	39.13	3,07,85,714	120,46,97,000
2009	30.60	02.06.2009 (1,20,986)	12.05	23.01.2009 (11,183)	24.26	2,29,25,796	55,62,92,000
2010	31.25	15.01.2010 (22,00,853)	19.00	22.12.2010 (16,192)	26.53	1,88,71,339	50,06,46,000
April 2011	26.90	25.04.2011 (6,91,905)	17.00	01.04.2011 (10,054)	23.56	18,73,179	4,41,32,000
May 2011	21.50	18.05.2011 (7,367)	17.15	26.05.2011 (13,204)	19.52	2,07,362	40,47,000
June 2011	20.95	30.06.2011 (7,65,339)	16.10	23.06.2011 (12,461) 27.06.2011 (11,586)	19.90	10,30,122	2,04,97,000
July 2011	22.90	01.07.2011 (5,03,530)	17.10	08.07.2011 (25,123)	20.86	9,23,662	1,92,63,000
August 2011	18.75	01.08.2011 (8,448)	13.90	19.08.2011 (28,314)	15.83	2,44,291	38,67,000
Sept 2011	17.10	23.09.2011 (14,255)	14.20	26.09.2011 (10,757)	15.26	1,02,500	15,64,000

Weighted average price (total turnover / total volume of shares traded) for all trading days during the said period.

(Source: www.nseindia.com)

There has been no change in the equity capital of the Company including by way of bonus issue, rights issue or consolidation of Equity Shares other than Buyback of Equity Shares, for the period disclosed under clause 13.2 above.

The Board of Directors of the Company at its meeting held on January 27, 2011 approved the proposal for the Buy-back. The closing market price of the Shares of the Company on January 28, 2011 i.e. working day immediately after the date of the resolution of the Board of Directors approving the Buy-back was ₹ 21.60 and ₹ 21.70 per share on BSE and NSE respectively.

(Source: www.bseindia.com and www.nseindia.com)

14. PRESENT EQUITY CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

14.1 The share capital of the Company as on September 30, 2011 is as follows:

	(₹)
Authorised Capital: 12,50,00,000 Equity shares of ₹ 2/- each	25,00,00,000
Paid-up Capital: 6,84,00,000 Equity shares of ₹ 2/- each fully paid-up	13,68,00,000

Notes:

1. There are no partly paid-up Equity Shares of the Company.
2. 100 FCCB of USD 1.0 lakhs each were redeemed on 17th October 2011 and necessary consideration has been dispatched to all the FCCB holders. As on date, there are no outstanding instruments convertible into Equity Shares.
3. As per the provisions of the Act and the Buy-back Regulations, the Company shall not make any issue of equity shares during the Buy-back period, whether pursuant to a bonus issue or conversion of an outstanding convertible instrument or otherwise.

14.2 The shareholding pattern of the Company as on September 30, 2011 is as follows:

Particulars	No. of shares held	% of existing equity capital	No. of shares post Buy-back*	% holding post Buy-back
Promoters and/or persons who are in the control and/or acting in concert (Promoter Group)	4,45,14,446	65.08	4,45,14,446	73.70
Foreign Investors (including Non Resident Indians, FIIs and Foreign Mutual Funds)	45,11,870	6.60	1,58,85,554	26.30
Financial Institutions / Banks & Mutual Funds promoted by Banks / Institutions/Central Government & State Government	16,83,871	2.46		
Others (Public, Bodies Corporate, Employees, etc.,)	1,76,89,813	25.86		
TOTAL	**6,84,00,000**	**100.00**	**6,04,00,000**	**100.00**

* On the presumption of Buy-back of 80,00,000 Equity Shares.

The shareholding, post Buy-back, may differ depending upon the actual number of shares bought back.

14.3 The aggregate shareholding of the Promoter Group of the Company as on September 30, 2011 is 4,45,14,446 Equity Shares constituting 65.08% of the Paid-up Share Capital of the Company.

14.4 The Promoter Group have not purchased any shares of the Company and have not sold any shares of the Company during last twelve (12) months preceding this Public Announcement.

14.5 The Promoter Group of the Company do not intend to participate in this Buy-back Offer of the Company as they are prohibited from doing so by virtue of Regulation 15(b) of the Buy-Back Regulations.

15. MANAGEMENT DISCUSSIONS AND ANALYSIS ON THE LIKELY IMPACT OF BUY-BACK ON THE COMPANY

15.1 The proposed Buy-back is not likely to cause any material impact on the profitability of the Company, except the loss of income, if any, on the amount of cash to be utilized for the Buy-back.

15.2 The Buy-back Offer is expected to contribute to the overall enhancement of the shareholders' value.

15.3 The Promoter Group cannot offer shares held by them under the Buy-back. Consequent to the Buy-back and depending upon the response to the Buy-back, the holding of the Promoter Group would increase from the pre-Buy-back holding of 65.08% to 73.70%, (assuming that 80,00,000 Shares are bought back in the Buy-back). The shareholding, post-Buy-back, may differ depending upon the actual number of shares bought back. This Buy-back will not result in any change in control of the Company.

15.4 Consequent to the offer for Buy-back and based on the number of shares bought-back from FIIs, NRIs, Indian Financial Institutions / Banks / Mutual Funds and Public, including, Bodies Corporate(s), the Company's shareholding would undergo a consequential change.

15.5 As required under the Act, the ratio of the debt owed by the Company would not be more than twice the share capital and free reserves, post-Buy-back.

16 Subject to the provisions of the Act, the Company will not issue fresh Equity shares during the period from the date of the Public Announcement up to six months after completion of the Buy-back.

16.1 The Promoter Group shall not deal in the Equity Shares of the Company during the period the Buy-back is open.

16.2 The Company shall not issue bonus shares during the period the Buy-back is open.

16.3 The Company shall not withdraw the Buy-back after this Public Announcement is made.

17. STATUTORY APPROVALS

17.1 Pursuant to Sections 77A, 77AA and 77B and other applicable provisions of the Act and the Buy-back Regulations, the present Offer of Buy-back of Equity Shares of the Company from Open Market through the Stock Exchanges has been duly authorized by a resolution passed by the Board at its meeting held on January 27, 2011 and by a special resolution passed by the shareholders through postal ballot, the results of which were announced on March 10, 2011.

17.2 SEBI has granted an exemption from Regulation 11(2) of Takeover Regulations, 1997 to the Promoter Group in respect of the Buy-back, through an Exemption Order dated June 27, 2011.

17.3 No other statutory approvals are required to be obtained for the Buy-back