

22 /11/2016 Ref.No.ACM/ 1076/2016-17

BSE Limited

Department of Corporate Services Listing Department P. J. Towers, Dalal Street Mumbai – 400 001

Scrip Code: 531978

National Stock Exchange of India Limited

Listing Department Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (East), Mumbai – 400 051

Scrip Code: AMBIKCO

Dear Sir,

Buyback of equity shares by Ambika Cotton Mills Limited ("Company")

This is further to our letter dated November 11, 2016, wherein we have informed you the approval of the Board of Directors ("**Board**") of the Company for buyback of equity shares at a price not exceeding Rs.1,100/- (Rupees One Thousand One Hundred Only) per Equity Share of Rs.10/- (Rupees Ten only) each for an aggregate amount not exceeding Rs.16,50,00,000 (Rupees Sixteen Crores Fifty Lakhs only) by way of open market purchases through Stock Exchanges.

In this connection please note that today i.e. November 22, 2016, we have made public announcement of buyback in the Business Standard (English National Daily), Business Standard (Hindi National Daily) and Makkal Kural (Regional Language Daily) pursuant to SEBI (Buy Back of Securities) Regulations, 1998, as amended ("Buyback Regulations") and filed the same with Securities & Exchange Board of India. The copy of the said public announcement is enclosed for your reference and dissemination on the Stock Exchanges.

Thanking You, Yours faithfully

For Ambika Cotton Mills Limited

P. V. Chandran,

Chairman and Managing Director

Encl: as above

Reg Office: 15, Valluvar Street, Sivanandha Colony, Coimbatore - 641012, Tamil Nadu, India



AMBIKA COTTON MILLS LIMITED

Registered Office: No. 9A, Valluvar Street, Sivanandha Colony, Coimbatore - 641 012, Tamil Nadu, India CIN: L17115TZ1988PLC002269; Tel.: +91 42 2249 1504; Fax: +91 42 2249 9623 Website: www.acmills.in; E-mail: ambika@acmills.in

PUBLIC ANNOUNCEMENT

FOR THE ATTENTION OF THE SHAREHOLDERS / BENEFICIAL OWNERS OF THE EQUITY SHARES OF AMBIKA COTTON MILLS LIMITED

This Public Announcement ("Public Announcement") is made in relation to the Buyback of equity shares (as defined below) by Ambika Cotton Mills Limited (the "Company") from the BSE Limited (185E" and the National Stock Exchange of India Limited (185E" and together with the BSE. the "Stock Exchanges"), pursuant to the provisions of Regulation 15(o) and 15(d) and in compliance with, the Securities and Exchange Board of India (By Back of Securities) Regulations, 1988 (including any statutory modification(s), or re-enactment for the time being inforce) ("Buyback Regulations"). This Public Announcement contains disclosures as specified in Schedule II of the Buyback Regulations.

BUYBACK OF EQUITY SHARES FROM THE OPEN MARKET THROUGH THE STOCK EXCHANGES

Part A -Disclosures in accordance with Part A of Schedule II of the Buyback Regulations

- Details of the Buyback & Buyback Price

 The Board of Directors of the Company ("Board") approved the proposal for the Buyback (as defined below) by the Company of its fully paid up equity shares with a face value of 110 each (Rupees Ten each) ("Equity Shares") at its meeting held on November 11, 2016 ("Board Approvar").
- tace value of *10 each (Rupees Ten each) ("Equity Shares") at its meeting held on November 11, 2016 ("Board Approvar").

 The Board in the adversementioned meeting, in accordance with Article 48A of the Articles of Association of the Company and pursuant to the provisions of Sections 68, 68, 70 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and rules made applicable provisions, if any, of the Companies Act, 2013 ("Act") and rules made approvals, permissions and sendors, as a provision of the Association of the Association and modifications, if any, as may be prescribed or imposed by such regulatory authorities, while granting such approvals, permissions and sencitions, approved the Buyback by the Company of its fully paid up Equity Shares for an aggregate amount not exceeding \$16,50,00,000 (Rupeas Statener Corres Fifty Latks only), excluding transaction costs ("Transaction Costs") viz. brokerage, applicable taxes such as securities transaction and the Association of the Company as at March 31, 2016 (being the date of the last audited financial statements of the Company), for a price not exceeding \$1,100 (Rupees One Thousand One Hundred only) per equity share ("Maximum Buyback Price") from all shareholders of the Company excluding promoters and promoter group of the Company (Promoters") under the Buyback Regulations and the Act ("Buyback").
- The number of Equity Shares bought back will not exceed 15% of the total paid up equity capital and free reserves of the Company. The Company will comply with the requirement of maintaining a minimum public shareholding of at least 25% of the total paid up equity share capital of the Company as provided under Regulation 38 of the Securities and Exchange Board of India Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, during the Buyback period and upon completion thereof.
- 2015, as amended, during the Buyback period and upon completion therein. The Buyback will be implemented by the Company from out of its securities premium account and other free reserves and in accordance with Regulation 44(1)(b)(i) of the Buyback Regulations shall be from the open market purchases through the Stock Exchanges, through the order matching mechanism except 'all or none' order matching system, as provided under the Buyback Regulations. Further, as required under the Act and Buyback Regulations, the Company shall not purchase Equity Shares which are Equity Shares which are Equity Shares in the Buyback, until they become fully paid up, or writt the pendency of the lock-in, or until the Equity Shares become transferable, as applicable.
- A copy of this Public Announcement is expected to be available on the website of the Securities and Exchange Board of India ("SEBI") (www.sebi.gov.in) during the period of
- Necessity for the Buyback and details thereof in continuation of the Company's efforts to effectively utilize its surplus cash, it is proposed to Buyback its Equity Shares for an aggregate amount not exceeding the Maximum Buyback Size being 4.25% of the paid to phane capital and free reserves based on the audited financial statements of the Company as at March 31, 2016 through the Stock Exchange route. The Company has a strong cash flow position and the Buyback Stock Exchange route. The Company has a strong cash flow position and the Buyback Shares will result in a redborn of the strong cash flow position and the Buyback shares will result in a redborn in number of shares accompanied by a likely increase in earnings per share ("EPS") and return on capital employed. The Company believes that the Buyback will create long term value for continuing shareholders. The Buyback is not likely to cause any material impact on the earnings of the Company, except for the cost of financing the Buyback, being a reduction in treasury income that the Company could have otherwise earned on the funds deployed for the Buyback.
- have otherwise earned or fate units supplyed on the polyadis. As it is Maximum Buyback Pice and for Maximum Buyback Pice, the artificative maximum number of Equity Shares bought back would be 1,50,000 and the High Thousand properties of the prope
- back could exceed the indicative Maximum Buyback Shares but will always be subject to the Maximum Buyback Size.

 Further, in accordance with Buyback Regulations, the Company shall utilize at least 50% of the amount examinated as the Maximum Buyback Size for the Buyback, i.e. 76,250,000 (Rupees Eight Crores Twenty Five Lakhs only) ("Minimum Buyback Size") and based in the Minimum Buyback Fixe; and be Maximum Buyback Fixe; and be maximum Buyback Fixe; and be seen and the Maximum Buyback Shares; (Minimum Buyback Shares).

 The actual reductive minimum of 75,000 (Seventy Five Thousand) Equity Shares confidence and the Maximum Buyback Shares; Than Buyback Shares; Than Buyback Shares; Than Buyback Shares; The actual reduction in cust standing number of Equity Shares bought back and the aggregate consideration paid in the Buyback, subject to the Maximum Buyback Size. The actual reduction in cust standing number of Equity Shares bought back and the subject of Equity Shares bought back by the Company from the open market through the Stock Exchanges during the Buyback Price and other details.

 The Maximum Buyback Price of 11,100 (Rupees One Thousand One Hundred only) per Equity Share has been annived at after considering various factors; including average of the weekly high and lovel the closing share price of the Equity Shares of the Company on the Stock Exchanges (till lovel the Cost of the Company). The Maximum Buyback Price is at a premium of 1.8% and 8.0% over the closing prices and other dealing the Maximum Buyback Price is at a premium of 1.8% and 8.0% over the closing prices and the Maximum Buyback Price is at a premium of 1.8% and 8.0% over the closing prices and the Maximum Buyback Price is at a premium of 1.8% and 8.0% over the closing prices and the Maximum Buyback Price is at a premium of 1.8% and 8.0% over the closing prices and the Maximum Buyback Price is at a premium of 1.8% and 8.0% over the closing prices and the Maximum Buyback Price is at a premium of 1.8% and 8.0% over the closing prices and the maxi

- Price excludes the Transaction Costs, vz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duly and other expenses. The Maximum Buyback Price is at a premium of 7.8% and 8.0% over the closing prices nBSC (i.e. 47, 102.07.5 (Rupese One Thousand Twenty and Paise Seventy Five only)) and the NSE (i.e. 47, 102.65 (Rupese One Thousand Twenty and Paise Seventy Five only)) and the NSE (i.e. 47, 1018.60 (Rupese One Thousand Eighteen and Paise Sixty only); and the NSE (i.e. 47, 1018.60 (Rupese One Thousand Eighteen and Paise Sixty only); and the NSE (i.e. 47, 1018.60 (Rupese One Thousand Eighteen and Paise Sixty only); and the NSE (i.e. 47, 1018.60 (Rupese One Thousand Twenty and NSE.

 The Buyback is proposed to be completed within a maximum period of 6 (six) months from the date of opening of the Buyback. Subject to the Maximum Buyback Price of 1,100 (Rupese One Thousand One Hundred only) per Equity Share for the Duyback and maximum validity period of 6 (six) months from the date of opening of the Buyback and maximum validity period of 6 (six) months from the date of opening of the Buyback and Suyback with the Eduyback of the Suyback and the determined by the Board for exercise its powers in relation to the Buyback and their discretion, in accordance with the Buyback Regulations. However, in accordance with Regulation 15A(c) of the Buyback Segulations, Buyback price for the Equity Shares bought back, other than in the physical form, during the calendar week in which the Equity Shares bought back, other than in the physical form, during the calendar week in which the Equity Shares on the Company Sincker in the round week of the Buyback and and a securities are bought back in the normal market during that calendar week then the provious week when the Company is at bought back feating Shares and the price of Equity Shares are bought back in the normal anacted ording that calendar week then the provious week when the Company is the buyback including the cost of financing the
- of the Equity Shares of the Company during the preceding calendar week. The amount required by the Company for the Buyback fincluding the cost of financing the Buyback and the Transaction Costs) will be invested out of cash and bank balances deposits and 7 or short term investments and for internal accruals of the Company, The Company confirms that as required under Section 68(2)(d) of the Companies Act, the ratio of the aggregate of secured and unscured debts owned by the Company shall not be more than twice the paid up equity share capital and free reserves post the Buyback.

Promoter / Promoter Companies / Persons who are in control	No, of Equity Shares	*
C. Bhavani	2,272,566	38.68
P. V. Chandran	584,534	9.95
Total	2,857,100	48,63
	Persons who are in control C. Bhavani P. V. Chandran	Persons who are in control Shares C. Bhavani 2,272,566 P. V. Chandran 584,534

is the persons above have purchased or sold any Equity Shares of the Company during the period of six months preceding November 11, 2016, being the date of meeting of the Board at which Buyback was approved

of the Board at which sulyoack was approved Participation by Promoters in accordance with the provisions of Regulation 15(b) of the Buyback Regulations, the Buyback shall not be made by the Company from the Promoters, Further, in compliance with Regulation 19(1)(e) of the Buyback Regulations, the Promoters, will not deal in Equity Shares of the Company that the Stock Exchanges or on-market or off-market transactions including inter-set transfer of Equity Shares amongst them during the perior from the date of the board approval fill the closing of Buyback.

No Defaults

The Company confirms that there are no defaults subsisting in the repayment of deposits or interest payable thereon, redemption of debentures or preference shares, payment of dividend to any shareholder or repayment of any term loan or interest payable thereon to any financial institution or bank.

Confirmation by the Board of Directors of the Company

The Board has confirmed on the date of the Board meeting, i.e. November 11, 2016 that they have made full inquiry into the affairs and prospects of the Company and that they have formed the opinion.

- ediately following the date of the Board meeting at which the proposal for was approved i.e. November 11, 2016 there will be no grounds on which the r can be found unable to pay its debts;
- Company can be found unable to pay its debts; as regards the Company's prospects for the year immediately following the date of the Board meeting at which the proposal tor Buyback was approved and declared by the Board is. November 11, 2015 and having regards to the Boards intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's we, 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 recorded insolvent within a period of one (1) year from the date of the Board meeting at which the proposal for Buyback was approved by the Board and in forming its opinion alloresald, the Board has taken into account the liabilities as if the Continger! liabilities, because you will be a supposed to the provisions of the Act (including prospective and continger! liabilities).
- Report by the Company's Auditors

The Board of Directors Ambika Cotton Mills Limite 9A, Valluvar Street Sivanandha Colony Coimbatore 641 012

- regulations, 1998 (as amended). In connection with the proposal of Company to Buyback its equity shares ("Buyback") in accordance with the provisions of Section 68, 59 and 70 of the Companies Act, 2013 ("Act"), and the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 as amended ("Buyback Regulations"), we report that:

 We have inquired into the state of affairs of the Company's in relation to its audited accounts for the year ended March 31, 2016 with was approved by the directors of the Company at the meeting held on May 28, 2016 and the unaudited limited review financial results for the quarter and six months ended September 30, 2016 at the meeting held on November 11, 2016.

- Regulations: and
 The Board of Directors of the Company, in their meeting held on November 11, 2016 have
 formed their opinion, as specified in clause (x) of Part A of Schedule II of the Buyback
 Regulations, on reasonable grounds and that the Company with not, having regard to its
 state of affairs, be rendered insolvent within a period of one (1) year from that date of the
 board meeting where the Buyback was approved.
 Compliance with the provisions of the Act and Buyback Regulations is the responsibility
 of the Company's management. Our responsibility is to verify the factual accuracy
 based on our afforementioned statements. For the purpose of this report, we conducted
 our verification in accordance with the Guidance Note on Audit Reports and Certificates
 issued for special purpose issued by the Institute of Chartered Accountants of India. Our
 examination. We have not performed an audit, the objective of which would be the
 expression of an opinion on the financial statements, specified elements, accounts or
 items thereof, for the purpose of this certificate. Accordingly, we do not express such
 opinion.

coprison.

This report has been issued solely in connection with the proposed Buyback of equity shares by the Company, as stated in paragraph 1 above, and should not be used, referred or distributed for any other purpose without our prior written consent.

We have no responsibility to update this certificate for events and circumstances occurring after the date of his certificate for events and circumstances occurring after the date of his certificate for events and circumstances occurring after the date of his certificate for events and circumstances occurring after the date of his certificate for events and circumstances occurring after the date of his certificate for events and circumstances occurring after the date of his certificate for events and circumstances occurring after the date of his certificate for events and circumstances occurring after the date of his certificate for events and circumstances occurring after the date of his certificate for events and circumstances occurring after the date of his certificate for events and circumstances occurring after the date of his certificate for events and circumstances occurring after the date of his certificate for events and circumstances occurring after the date of his certificate for events and circumstances occurring after the date of his certificate for events and circumstances occurring after the date of his certificate for events and circumstances occurring after the date of his certificate for events and circumstances occurring after the date of his certificate for events and circumstances occurring after the date of his certificate for events and events and circumstances occurring after the date of his certificate for events and even

Computation of amount of permissible capital payment towards buy back of eq shares in accordance with Section 68(2)(c) of the Act and proviso to Regulations had not be last audited financial statement.

Particulars	Amount in INR
Paid up equity share capital (A)*	5,87,50,000
Free Reserves* :	
- Securities premium account	19,72,58,148
- General reserve	146,79,81,000
- Surplus in the statement of profit and loss	162,64,67,789
Total free reserves (B)	329,17,06,937
Total (A+B)	335,04,56,937
Maximum Amount permitted for Buyback i.e. 10% of the total paid-up capital and free reserves	33,50,45,694
*the amounte have been extracted from the standalone fi	nancial statements of th

The amounts have been extracted from the standalone financial statements of the Company for the year ended 31 March, 2016 in compliance with the provisions of the Buyback Regulations, the Company will not raise further capital for a period of 1 (one) year from the closure of the Buyback and the Company shall not issue any shares or specified securities including by way of bonus till company shall not issue any shares or specified securities including by way of bonus till shares through negotiated deaks whether on or off the Stock Exchanges or through sport transactions or through shares through reportated arrangements in the implementation of the Buyback. Further, the Company undertakes not to Buyback Equity Shares which are partly paid up or with callif-rarears or which are subject to a lock-in or which are non-transfertable, as may be applicable.

- Company on the date of this Puoic Announcement. The Company shall transfer from its free reserves and / or securities premium account a sum equal to the nominal value of the Equity Shares which are purchased through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audified financial statements.
- shall be disclosed in its subsequent audited financial statements.

 The Buyback is subject to such sanctions and approvals as may be required under applicable laws and regulations. The Buyback shall be subject to such necessary approvals as may be required and the Buyback from overseas corporate bodies and other applicable categories, shall be subject to such approvals of the Reserve Bank of India (*RBT), if any, under the Foreign Exchange Management Act, 1999 and rules, regulations framed three under.
- B-Disclosures in Accordance with Part B of Schedule II of the Buyback Regulati Date of Board approval

- Date of Board approval

 The Board approval of the Buyback was granted on November 11, 2016.

 Minimum and Maximum Number of Equity Shares proposed to be bought back, sources of funds and cost of financing the Buyback sources of funds and cost of financing the Buyback and so the Minimum Buyback Shares Prote, the Company will purchase a indicative minimum of 75,000 (Seventy Five Thousand) Equity Shares (Winimum Buyback Shares) and based on Maximum Buyback Size and the Maximum Buyback Price, the indicative maximum number of Equity Shares bought Shares 1 the Equity Shares are bought back at a price buyer to Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buyback Shares buy Minimum Buyback Shares to Winimum Buyback Shares to Winimum Buyback Shares to Winimum Buyback Shares to Winimum Buyback Shares bought back could exceed the indicative exceed 10% of the total paid up equity capital of the Company as on March 31, 2016 (i.e. 58,75,000 (Fifty Eight Lakhs Seventy Five Equity Shares).

 The Company proposes to implement the Buyback Kirns out of its securities premium
- The Company proposes to implement the Buyback from out of its securities premium account and other free reserves. The amount required by the Company for the Buyback and the Transaction Costs will be invested out of cash and bank balances / deposits and / or short term investments and / or internal accruals of the Company.
- accruals of the Company.

 As mentioned in Paragraph 2.1 of Part A above in continuation of the Company's effect of effectively utilize the surphus cash, it is proposed to Buyback 4.92% of the defactively utilize the surphus cash, it is proposed to Buyback 4.92% of the adaptate apital and free reserves based on the audited financial statements of the Company as at March 31, 2016 through the Stock Exchange route. The Buyback of Equity Sha will result in a reduction in number of shares accompanied by a likely increase in EPS; return on capital employed. The Company believes that the Buyback will create long to value for continuing shareholders. The Buyback is not likely to cause any material improduction in treasury income that the Company oculd have otherwise earned on the tu-deployed for the Buyback.

Activity	Date
Date of receipt of Board approval	November 11, 2016
Date of publication of the Public announcement	November 22, 2016
Date of commencement of the Buyback	December 1, 2016

Upon the relevant pay-out by the Stock Excharges Writin 15 days of the pay-out by the Stock Excharges I will not seem to the Equity Shares bought back are in dematerialized form, the same will be extinguished in the manner specified in the Securities and Exchange Board of India (1996), as amended and the by-alews framed thereunder, in case the Equity Shares bought back are in physical form, the Company shall exitinguish and physically destroy the share certificates bought back dare in physical form, the Company shall exit payed to the 15th day of the succeeding month, Provided that, the Company shall ensure that all the Equity Shares bought back are extinguished within 7 days of the last date of completion of the Buyback. Upon the relevant pay-out by the Stock

- The Buyback is open to all shareholders holding Equity Shares in physical form ("Physical Shares") and to beneficial owners holding Equity Shares in dematerialised form ("Demat Shares"). The Promoters shall not participate in the Buyback.
- Turther, as required under the Act and Buyback Regulations, the Company shall not purchase Equity Shares or non-tended purchase Equity Shares or non-tended requity Shares with call-instance (Code) in Equity Shares or non-tended Equity Shares with call-instance (Code) in Equity Shares in the Buyback, until they become fully piad up or until the pendency of the lock-in, or until the Equity Shares become transferable, as applicable, as appl
- Decome transferable, as applicable.

 The Buyback will be implemented by the Company by way of open market purchases through the Stock Exchanges, through the order matching mechanism except "all or none" order matching system, as provided under the Buyback Regulations.
- For the implementation of the Buyback, the Company has presently appointed IDBI Capital Markets & Securities Limited as the registered brokers ("Company's Broker") through whom the purchases and settlements on account of the Buyback would be made by the Company.

nd Managing Director

- purchaser would be available to the market participants of the Stock Exchanges. Procedure for Buyback of Demat Shares: Bendicial owners holding Demat Shares who desire to sell their Equity Shares in the Buyback, would have to do so through their stock broker, who is a registered member of either of the Stock Exchanges by indicating to their broker the details of the equity shares they intend to sell whenever the Company has special a "buy" to order for Buyback of the equity shares. The Company Total placed a "buy" to order for Buyback of the equity shares. The Company has been a buy to be a support of the same of the same. The trade would be executed at the price at which the order matches the price tendered by the beneficial owners and that price would be the Buyback price for that beneficial owner. The execution of the order, issuance of contract note and delivery of the stock to the member and receipt of payment would be carried out by the Company's Broker in accordance with the requirements of the Stock Exchanges and SEE!.
- requirements of the Stock Exchanges and SEBI. It may be noted that a uniform price would not be paid to all the shareholders / beneficial owners pursuant to the Buyback and that the same would depend on the price at which the trade with that shareholder / beneficial owner was executed.

 Procedure for Buyback of Physical Shares: The Company shall approach the Stock Exchanges for permission to use a separate window for the Buyback of physical Shares in terms of Regulation 15A of the Buyback Regulations (*Physical Share Buyback Window*).
- Window?

 Upon the receipt of the permission from the Stock Enchanges to use their Physical Share Buyback Window, the Company shall Buyback the physical shares from the shareholders. The procedure for Buyback of physical shares in the Physical shares from the shareholders. The procedure for Buyback of physical shares in the Physical share Buyback Window shall be subject to requirements provided by the Stock Exchanges and any directions in this regard. As per Regulation 1.54 of the Buyback Regulations.

 The Physical Share Buyback Window shall remain open during the Buyback period, for the Buyback of physical shares.

 Physical shares shall be bought back from eligible shareholders through the Physical Shares Buyback Window, only after verification of the requisite documents by the Registrar and Share Transfer Agent of the Company and on completion of the successful verification, the sale transaction may be executed by the broker appointed by the eligible shareholder or Company's Broker.

 The price at which the physical shares a bought back shall be the volume weighted

- shareholder or Company's Broker. The price at which the physical shares are bought back shall be the volume weighted average price of the Equity Shares bought back in demat form, during the calendar week in which such physical shares are received by broker. In case no Equity Shares were bought back in the normal transfet during the calendar week, the preceding week when the Company last bought back the Equity Shares in Demat Form would be considered the price of physical shares tendered during the first calendar week of the Buyback period shall be the volume weighted average market price of the Equity Shares of the Company during the preceding calendar week.
- Company's Brokens will charge a brokerage of 0.10% upon successful execution of the transaction and will be deducted from the sale consideration. The sale consideration would be paid immediately after the payout of the Stock Exchange, which in no event will be later than 7 (seven) days after the date of sale.
- Shareholders holding physical shares and proposing to participate in the Buyback will be required to submit a complete set of documents for verification procedure to be carried out, including without limitation, the following documents:

- out. including without limitation, the following documents:
 onginal physical share certificate(s);
 valid share transfer form(s) duly filled, stamped, signed by the transferors (by all the
 eighbis shareholders in case the Equity Shares are in joint names in the same order in
 which they hold Equity Shares in the Company) as per the specimen signatures lodged
 with the Company and duly witnessed at the appropriate place authorizing the transfer of
 the Equity Shares bought back in favour of the Company;
 in case of unregistered shareholder (a) Original Equity Share certificates accompanied
 by valid share transfer forms as received from the market, wherein the name of the
 transferee has not been filled in, and (s) Original broker contact note of a recigiatered
 broker of a recognized Stock Exchange in relation to the purchase of the Equity Shares
 being increded in this case.
- www.y. immercu m mis 6280; KVC Form (to be filled and signed only by the first holder), Acceptance Form and Declaration Form (to be signed by all shareholder(s) including by joint holders of shares). The KYC Form, Acceptance Form and Declaration Form can be obtained by containing the Company's Registrar and Share Transfer Agent at the details mentioned in Paragraph below;
- a self-attested copy of the shareholder's (including joint holders) PAN Card or other document confirming the shareholder's identity;
- (vii) a self-attested copy of a document confirming the shareholder's current address;

 (viii) Telephone number and email address of all the shareholders (including joint shareholders);
- (ix) copies of regulatory approvals required, if any, by the shareholder for the transfer of Equity Shares to the Company:

any other relevant documents such as power of attorney, corporate authoriz (such as, board resolution / specimen signatures), notarised copy of death certifi RBI approvad (incase of non-resident shareholderis) and succession certificate or providing in the onginal shareholder is deceased, as applicable, either by registered procurer or hand delivery to the following address:

IDBI Capital Markets & Securities Limited (formerly known as IDBI Capital Market Services Limited) 3rd Floor, Mafattal Centre

3" HOIT, Mariana Cermo Nariman Point* Mumbai 400 021 Contact: Ms.Charushila Parkar Tel; +91 22 4322 1212 Fax: +91 22 2285 0785 Email: charushila.parkar@idbicapital.com

- Ematt: chartshia, parkar Wildocapital.com
 The following list of documents are admissible as Proof of Identity: (i) Unique Identification
 Number (UID) (Aadhaar) / Passport / Voter ID card / Driving license, (ii) PAN card with
 photograph, (iii) plentity card / document with applicant's photo, Issued by any of the
 photograph, (iii) plentity card / document with applicant's photo, Issued by any of the
 Authonities, Public Sector Undertakings, Scheduled Commercial Banks, Public Financial
 Authonities, Eublic Sector Undertakings, Scheduled Commercial Banks, Public Financial
 (ICSI, Bar Council etc., to their Members; and Credit cards / bette Card is such as ICAI, KCMA,
 ICSI, Bar Council etc., to their Members; and Credit cards / bette cards issociation in case of
 companies, (v) Partnership Deed in case of Partnership firm and (vi) Trust Deed in case
 of Trusts; and
- companies, (v) Partnership Deed in case of Partnership firm and (vi) Trust Deed in case of Trusts; and Trusts; and
- their Equity Shares and who would like to have a proker to enable them to do so and with an origidad KVZ requirements.

 Shareholders holding physical shares should note that physical shares will not be accepted for Buyback unless a complete set of documents as mentioned in Paragraph of Part B above its submitted to Company's Broker. Acceptance of the physical shares for Buyback shall be subject to verification of the documents submitted by the shareholders as per the Buyback of Registration of the Company will endeavour to complete the Buyback of the physical shares in the week subsequent to the week in which such physical shares are ceived by the broker. Please note that there could however be delay in completing the transaction due to unavoidable circumstances. In case of receipt of incomplete documentation from the shareholders holding physical shares, the price payable for the Buyback of such physical shares will be the price applicable in accordance with Paragraph of Part B above during the week in which the documentation in respect of the Buyback of such physical shares has been completed in all respects.

 Shareholders has been completed in all respects.
- clarify any doubts in the process. Subject to the Company purchasing Equity Shares for an amount equivalent to the Minimum Buyback Size, nothing contained herein shall create any obligation on the part of the Company or the Board to Buyback any Equity Shares or confer any right on the part of any shareholder to have any Equity Shares bought back, even if the Maximum Buyback Size has not been reached, and/or impair any power of the Company or the Board to terminate any process in relation to the Buyback (so the extent permissible by law. If the Company is not able to complete the Buyback expusient to the Minimum Buyback Size, the amount held in the Escrew Account up to a maximum of 2.5% (five point the percent), of the Administration of the Company is not able to complete the Size. Shall be failed to be fettled and the Company is not able to be fettled and the Company is not able to be fettled and the Company is not able to be fettled and the Company is not able to be fettled and the Company is not able to be fettled and the Company is the Company in the Company is not able to be fettled and the Company is not able to be fettled and the Company is the Company in the Company is not able to be fettled and the Company is the Company in the Company is the Company in the Company is not able to be fettled and the Company is not able to be fettled and the Company is the Company in the Company is the Company in the Company is the Company in the Company in the Company is the Company in the Company in the Company is the Company in the Company in the Company in the Company is the Company in the C
- The Company shall submit the information regarding the Equity Shares bought back by it, to the Stock Exchanges on a daily basis in accordance with the Buyback Regulations. The Company shall also upload the information regarding the Equity Shares bought back by it on its website on a daily basis.

 Method of Settlement
- Method of Settlement Shares: The Company will pay consideration for the Buyback to the Company's Broker on to before every pay-in date for each settlement, as applicable to the respective Slock Schanges where the transcription of the Settlement of Settle
- in Paragraph 4.13 of Part B.

 Settlement of Physical Shares: Shareholders holding physical shares would be required to present the complete set of documents referred to in Paragraph 4.11 of Part B above to Company's Brokers within the time period prescribed under the Act.

 Extinguishment of Demat Shares: The Demat Shares bought back by the Company shall be ectinguished and destroyed in the manner specified in the Securities and Exchange Board of India (Depository and Participants) Regulations, 1996, as amended and its bye-laws, in the manner specified in the Buyback Regulations and the Act. The Equity Shares lying in credit in the Buyback Demat Account will be extinguished within fitteen (IS) days of acceptance of the Demat Shares, provided that the Company undertakes to ensure that all Demat Shares bought back by the Company are axtinguished within seven (7) days from the last date of compelion of the Buyback.
- (7) days from the last date of completion of the Buyback. Extinguishment of Physical Shares: Physical shares bought back by the Company during a month shall be extinguished and physically distroyed by the Company in the presence of 10BIC capital Markets & Securities Climited ("Merchant Banker") and the Statutory Auditor of the Company by the fifteenth (15") day of the succeeding month provided that the Company indertakes to ensure that all physical shares bought back are axinguished within seven (7) days from the last date of completion of the Buyback, in compliance with the Buyback Regulations.
- Consideration for the Equity Shares bought back by the Company shall be paid only by way of cash.
- ief Information about the Company
- Brief Information about the Company
 The Company was incorporated under the Companies Act, 1956, as a Private
 Limited Company on October 6, 1988 and converted into Public Limited Company on
 October 5, 1994 having CIN. L'1911sT12988PLC002269 and is listed on the Stock
 Exchanges. The registered office of the Company is situated at 9-A, Valluvar Street,
 Sivanandha Colony, Coimbatore 641 012.

 The Company is engaged in manufacturing and selling speciality cotton yam catering to
 the neets of manufacturers of premium branded shirts and 1-shirts. Exports constitute
 significant portion of the operations. The Company operates with total installed spinide
 27.4 MW wind power capacity for captive consumption of spinning segment. The spinning
 plants are located at Kanniyapuram, Dindigul and windmills are located in Tiruneveli,
 Dharapuram and Then in the State of Tamil Nadu.
- Brief financial information about the Company
- Friending Information on the basis of audited standalone financial statements of the Company for the last three financial years ended March 31, 2016, March 31, 2015 and March 31, 2014 and the unaudited standalone financial statements for the six months ended September 30, 2016 is provided hereunder:

Amount in Lakhs, unless otherwise stated							
Particulars	For six months ended Sep 30 2016	Forthe year ended March 31, 2016	For the year ended Warch 31, 2015	For the year ended March 31, 2014			
	Unaudited	Audited	Audited	Audited			
Income							
Revenue from Operations							
Sale of Products	25,404.93	48,336.28	48,373.76	45,952.24			
Other operating revenue	445.37	894.50	1,154.42	1,733.61			
Total revenue	25,850.30	49,230.78	49,528.18	47,685.85			
Expenses							
Cost of Materials consumed	16,331.08	30,598.42	29,416.32	28,591.79			
Purchase of stock in trade	-	-	-	-			
Changes in inventories of finished goods, work-in-progress and stock-in-trade	-122.49	-454,36	1,091.06	-837,86			
Employee benefits expense	1,254.27	2,510.82	2,433.82	2,407,87			
Other Expenditure	3,183.09	7,344.16	6,700.98	7,215.88			
Depreciation and amortisation expense	1,445.84	2,991,96	2,933.33	3,162,38			
Total expenses	22,091.79	42,991.00	42,575.51	40,540.06			
Profit from operations before other income, finance costs and exceptional items	3,758.51	6,239.78	6,952.67	7,145.79			
Other Income	28.95	177.46	55.02	22.47			
Profit from ordinary activities before finance costs and exceptional items	3787.46	6,417.24	7,007.69	7,168.26			
Finance Costs	249.28	521.53	631.24	1,202.62			
Profit from ordinary activities after finance costs but before exceptional items		5,895.71	6,376.45	5,965.64			

Exceptional Items	-	-	-	-
Profit from ordinary activities before tax	3,538.18	5,895.71	6,376.45	5,965.64
Tax expense	808.43	1,450.19	1,258.90	1,151.84
Net Profit from ordinary activities after tax	2.729.75	4,445.52	5,117.55	4,813.80
Extraordinary items	•	-	-	
Net Profit for the period	2,729.75	4,445.52	5,117,55	4,813.80
Paidup equity share capital (Face Value of ₹10 per Share)	587.50	587.50	587.50	587.50
Reserves excluding Revaluation Reserve as per balance sheet of previous accounting year	35,646.80	32,917.07	29,533.41	25,405.81
Earnings per share				
- Basic	46.46	75.67	87.11	81.94
- Dituted	45.46	75.67	87.11	81.94
Key Ratios Basic:				
Book Value per share	-	570.29	512.70	442.44
Debt - Equity Ratio		0.00	0.06	0.24
Return on average net worth	-	13,97%	18,24%	20.04%

- Profit / (Loss) for the period / year is considered for computation of key ratios For six months ended September 30, 2016, return on average net worth is annualized Basic Earnings Per Share = Profit / (Loss) for the period / Weighted average no. of Equity Shares

- onsides

 Diluted Earnings per share = Profit / (Loss) for the period / Weighted average no. of shares, assuming issuance of all the shares kept in abeyance

 Book Value per share = Net Worth (without rounding off) / No. of Equity Shares at the year-end (without rounding) off)

 Debt to Equity Ratio = Debt / (Equity share capital + Reserves)

 Return on average net worth = Profit / (Loss) for the period / Average of the opening and closing Networth for the year.
- (viii) Figures have been rounded off, as necessary. Any discrepancies between the figures listed above and the ones in annual reports are due to rounding off,

Details of Escrow Account

- In accordance with Regulation 1SB of the Buyback Regulations, the Company has created an escrow arrangement towards security for performance of its obligations under the Buyback Regulations in the form of Cash Escrow (as defined below) and bank guarantee.
- the Buyback Regulations in the form of Cash Escrow (as delined book) and utility operations of the Company has opened an escrow account? With IDB Bank Limited at its Specialized Ruyback Escrow Account? Fescrow Account? With IDB Bank Limited at its Specialized Individual Cash (as the Company has authorized on Escrow Account will not be part of this escrow arrangement. The Company has authorized no Escrow Account will not be part of this escrow arrangement. The Company has authorized no Escrow Account will not be part of this escrow arrangement. The Company has authorized no Account in compliance with the Buyback Regulations. In addition, the Escrow Bank has issued a bank quarantee dated November 18, 2016 in favour of the Marchart Banker for an amount of \$3,71,25,000 (Rupees Prince Corres Seventy One Lakins Tuventy Free Thousand only), being 22,5% of the Maximum Offer Size approved in the Board Resolution. The Company's escrow arrangement consisting of Cash Escrow of 43,12,5,000 (Rupees Fron One Lakins Tuventy Free Thousand only), appropating to \$4,15,200 (Rupees Fron Corres Tweek Lakins Fifty Thousand only), which is 25% of the Maximum Offer Size is in compliance with Buyback Regulations.
- Regulations. In terms of Regulation 158(7) of Buyback Regulations, upon completion of the Buyback equivalent to the Minimum Offer Size, the Cash Escrow in the Escrow Account and the Bank Gusarnies shall be released to the Companys.

 Subject to the provisions of Regulation 158(8) of the SEBI Buyback Regulations, if the Company is not able to complete the Buyback to the equivalent of the Minimum Offer Size, the amount upto a maximum of 47.125,000 (Rupees Forty One Lakks Twenty Five Thousand only) hald in the Escrow Account shall be liable to be forfeited and deposited in the Investor Protection and Education Fund of SEBI.
- Listing Details and Stock Market Data
- The Equity Shares are listed on the Stock Exchanges.

 The high, low and average market prices of the Equity Shares for the preceding three years and the monthly high, be wand average market prices of the Equity Shares for the six months preceding the date of this Public Announcement and their corresponding volumes on the BSE and the NSE are as follows:

High (INR)	High		Low (INR)	Date of Low	shares traded on		volume traded	
307.00	February 6, 2014	1,428.00	190.00	August 13, 2013	17,051	242.90	310,841	75,503,558
807.00	March 30, 2015	12,679.00	278.85	April 15, 2014	1,443	518.70	1,494,891	775,396,942
1,119.75	August 7, 2015	16,245.00	721.00	September 7, 2015	1,996	921.52	1,071,774	987,666.005
	307.00 807.00 1,119.75	307.00 February 6, 2014 807.00 March 30, 2015 1,119.75 August 7, 2015	907.00 February 6, 2014 12,679.00 30, 2015 119.75 August 16.245.00	High High Shares Chiral High Chiral Hi	Section Sect	Name	Name	Section Sect

acn or t	HE HASE S	ix monu	is biec	eumy me	uate or	uns ru	DIC AIM	Cancement
High (INR)	Date of High	No. of equity shares traded on that date	Low (INR)	Date of Low	No. of equity shares traded on that date	Average price INR*		Total turnover of the business transacted in the period (INR)
866.50	May 18, 2016	255.00	810.10	May 31, 2016	1,026	841.29	21,470	18,062,572
827.90	June 21, 2016	1,166.00	803.20	June 17, 2016	570	816.86	17,164	14,020,615
846.25	July 25, 2016	2,636.00	794.65	July 13, 2016	2,808	818.04	24,538	20,073,007
837.10	August 9, 2016	1,111,00	809.40	August 24, 2016	1,426	823.18	21,401	17,616,803
824.35	September 1, 2016	1,339.00	792.15	September 29, 2016	3,605	808.70	24,666	19,947,486
1,082.00	October 30, 2016	2.484.00	818.15	October 3, 2016	812	985.01	86,512	85,215,426
	High (INR) 866.50 827.90 846.25 837.10 824.35	High (NR) Date of (INR) 866.50 May 18, 2016 827.90 June 846.25 52, 2016 837.10 9, 2016 824.35 September 1, 2016 1, 2010 October 1, 2016	Ne of equity State of (NR) High Date of (NR) High State of (NR) High Hig	No. of equity Low traded (INR) Date of equity Low traded Low	High Date of open County County	No. of equity shares No. of equity shares	High Date of (NR) High Date of (NR) High High Sharek Low Low Low Charles Sharek Sha	No. of equity thrans Low Date of three No. of equity Company Com

Twelve months period ended	High (INR)	Date of High	No. of equity shares tracked on that clair	Low (INR)	Date of Low	No. or equity shares traded on that date	Average price INR*	volume traded	of the business transacted in the period (INR)
March 31, 2014		February 6, 2014	1,727	183.10	August 12, 2013	104	265.27	476,865	126,498,000
March 31, 2015	807.00	March 30, 2015	26,379	279.95	April 15, 2014	4,641	547.07	2,817,066	1,541,145,000
March 31, 2016	1,119.00	August 7, 2015	110,236	720.40	September 10, 2015	7,525	922,81	3,601,616	3,323,618,000
During e	ach of	the last	six mont	hs prec	eding th	e date of	this Pu	ıblic Anr	ouncement
Last six months	High (INR)	Date of High	No. of equity shares traded on that date	Low (INR)	Bate of Low	No. of equity shares traded on that date	Average price INR*	traded	Total turnover of the business transacted in the perfor (INR)
May 2016	864,20	May 17, 2916	3,013	808.55	May 31, 2016	7,619	839.51	95,392	80,083,000

Last six months	High (INR)	Date of High	shares traded on that date	Low (INR)	Date of Low	shares traded on that date	Average price INR*	traded	of the business transacted in the period (INR)
May 2016	864.20	May 17, 2916	3,013	808.55	May 31, 2016	7,619	839.51	95,392	80,083,000
June 2016	829.45	June 21, 2016	14,680	805.55	June 24, 2016	9,156	817.57	106,684	87,222,000
July 2016	842.05	July 25, 2016	15,672	798.10	July 13, 2016	12,524	819.65	114,486	93,838,000
August 2016	839.40	August 2, 2016	5,435	811.90	August 24, 2016	2,869	824.03	103,807	85,540,000
September 2016	820,35	September 1, 2016	2,924	793,30	September, 29, 2016	14,697	810.19	113,457	91,922,000
October 2016	1,082.65	October 30, 2016	7,571	822.65	October 3, 2016	5,940	971.23	333,397	323,804,000

| 30, 2016 | 3, 2016 | 3, 2016 | 5, 2016 | 5, 2016 | 5, 2016 | 5, 2016 | 5, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7, 2016 | 7,

- 9.3 There has been no change in the equity share capital of the Company including by way of bonus issue, rights issue or consolidation of equity shares during the period for which data has been disclosed in the table above.
- The market price immediately after the date of the resolution of the Board of Dire approving the Buyback:

Date				DOE		
Date	Description	High	Low	High	Low	
November 7, 2016	Day prior to Notice of Board meeting to consider Buyback proposal was given to NSE and BSE			1,029.00 A M		
November 8, 2016	Day on which Notice of Board meeting to consider Buyback proposal was given to NSE and BSE	1,059.00	1.020.05	1,055.30	1,020.00	
November 11, 2016	Board Meeting Date*	1,059.95	1,000	1,060.00	1,000.00	

November 15, 2016	First Trading Day post Board Meeting Date	1.007.00	994.95	1.024.85	1,000.00

The Board, at its meeting held on November 11, 2016, approved the proposal for the Buyback at a price not exceeding ₹1,100 (Rupees One Thousand One Hundred only) per Equity Share. Present capital structure and shareholding patt

10.1 The capital structure of the Company, as on the date of the Public Amouncement and the proposed capital structure of the Company post completion of the Buyback will be, as follows:

As on date of the public announcement	Post completion of the Buyback*
10,00,00,000	10,00,00,000
5,87,50,000	5,72,50,000
5,87,50,000	5,72,50,000
	public announcement 10,00,00,000 5,87,50,000

ost completion of the Buyback may differ depending on the actual number of equity shares ought back under the Buyback.

- 10.2 As on the date of this Public Announcement, there are no partly paid up Equity Shares no call-in-arrears and no outstanding instruments convertible into Equity Shares.
- 10.3 Shareholding pattern of the Company, as on September 30, 2016, and post the Buyback is as shown below:

	Pre Buyback		Post Buyback*	
Shareholders	No. of Equity Shares	% of Shares	No. of Equity Shares	% of Shares
Promoters	28,57,100	48.63	28,57,100	49.91
Public Shareholding	30,17,900	51.37	28,67,900	50.09
Banks, Financial Institutions, Mutual Funds	2,787	0.05	-	-
Individuals	16,63,529	28,32		-
Indian Public & Corporates	9,24,471	15.74		-
Foreign Institutional Investors	2,34,496	3.99	-	-
NRIs	96,601	1.64	-	-
Others	96,016	1.63	-	-
Total	58,75,000	100.00	57,25,000	100.00

| so,r,puvu | 100,00 | \$1,25,000 | 100.00 | \$1,25,000 | 100.00 | \$1,25,000 | 100.00 | \$1,25,000 | 100.00 | \$1,25,000 | 100.00 | \$1,25,000 | 100.00 | \$1,25,000 | 100.00 | \$1,25,000 | 100.00 | \$1,25,000 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00

Shareholding of the Promoters

Details of aggregate shareholding in the Company of the Promoters and the Directors of the Promoters where the Promoter is a company and of Persons in Control of the Company as on data of this Public Appointment, are as below:

Sr. No.	Promoter / Promoter Companies / Persons who are in control	No. of Equity Shares	% of Shares
1.	Mrs. C. Bhavani	22,72,566	38.68
2.	Sri P. V. Chandran	5,84,534	9.95
	Total	28,57,100	48.63

- None of the persons above have purchased or sold any Equity Shares of the Company during the period of six months proceding November 11, 2016, being the date of meeting of the Board at which Buyback was approved.
- The Promoters are not permitted to deal in the equity shares on the Stock Exchanges or oft-market, including inter-se transfer of equity shares among the Promoters from the date of the Board approval until the last date for the Buyback as specified in Paragraph 3 of Part B above.
- Prangraph 3 of Part B above.

 The appregate shareholding of the Promoters as on date of this Public Announcement is 48.5% of the total equity share capital of the Company, While the Promoters are not eligible to participate in the Butyback, depending on the number of equity shares bought back by the Company, their effective shareholding percentage in the Company, while increase marginally.

 Such an increase in the percentage holding / voting rights of the Promoters is not an active acquisition and is incidental to the Butyback and falls within the limits prescribed under the SEBI (Substantial Acquisition of Shares and Talkovers) Regulations, 2011, as amended.
- Management Discussion and Analysis on the likely impact of the Buyback on The Company
- 12.1 The Buyback is not likely to cause any material impact on the earnings of the Company, except for the cost of financing the Buyback, being a reduction in the treasury income that the Company could have otherwise earned on the funds deployed for the Buyback.
- that the Company could have otherwise sented on the funds deployed for the Buyback. The Buyback of equity shares will result in a reduction in share capital and consequently, is expected to be EPS accretive. The Company believes that the Buyback will contribute to the overall enhancement of shareholders' value going forward. The amount required by the Company for the Buyback (including the cost of financing the Buyback and the term investments and / or short term investments and / or short term investments and point of the company of the Co
- have otherwise earned on the tuncs deployed for the buydack.

 Pursuant to Regulation 15(b) of the Buyback Regulations, the Promoters are not entitled to participate under the Buyback. The Buyback of equity shares will not result in a change in control or otherwise affect the existing management structure of the Company.
- in control or otherwise anerch me assiring management solutione or me company. Consequent to the Buyback and based on the number of equily shares bought back from the shareholders excluding the Promoters, the shareholding pattern of the Company would undergo a change, however public shareholding shall not fall below 25% of the total fully paid up equity share capital of the Company.
- fully paid up equity share capital of the Company.

 12.5 As required under Section 68(2)(d) of the Companys Act, 2013 the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid up equity share capital and free reserves post the Buyback.

 12.6 Unless otherwise determined by the Board (including a committee thereof, if any, constituted by the Board or persons nominated by the Board to exercise its powers in relation to the Buyback the Buyback. The Company shall not write the Buyback after this Public Announcement has been made.

 12.7 The Company shall not raise further capital for a period of one year from the closure of the Buyback, and the Company shall not issue any shares or other specified securities including by way of borrus till the date of closure of the Buyback, and the Company shall not issue any shares or other specified securities including by way of borrus till the date of closure of the Buyback.

- 12.7 The Company shall not raise further capital for a period of one year from the closure of the Buyback, and the Company shall not issue any shares or other specified securities including by way of bonus till the date of closure of the Buyback.

 28. Gonsequent to the Buyback and based on the number of soully shares bought back by the Company from its shareholders (other than from its promoters and promoter group), the shareholding pattom of the Company would undergo a change.

 13. Statutory approvats

 13. Pursuant to Sections 88, 69, 70 and other applicable provisions of the Company is a change of the company from the Section 13. The Buyback from each shareholder is subject to all statutory consents and approvals as mations. The Buyback from each shareholder is subject to all statutory consents and approvals on required by such shareholder under applicable laws and regulations. The shareholders shall be solely responsible for obtaining all such statutory consents and approvals (including, without limitation the approvals from the RBI, if any) as may be required by them in order to self their equity shares to the Company pursuant to the Buyback. Shareholders would be required to provide copies of all such consents and approvals obtained by subject to such necessary approvals as may be required and the Buyback. Shareholders compared bother to be such approvals of the RBI, if any, under the Foreign Exchange Management Act, 1999.

 13. The best of the knowledge of the Company, no other statutory approvals are required by it for the Buyback, as on the date of this Public Announcement. Subject to the obligation of the shareholders to obtain the consents and approvals are required in the subject to such approvals of the RBI, if any, under the Foreign Exchange Management Act, 1999.

 14. To the best of the knowledge of the Company, no other statutory approvals are required of their equity shares to the Company as set out in Paragraph 13.2 of Part B above, the Company shall obtain such statutory approvals are may be req



of the Buyback, in terms of regulasion 1807 to 181. 91 42 2854 9995

Merchart Banker to the Buyback

The Company has appointed the fotlowing as Merchant Banker to the Buyback:

10BI CAPITAL MARKETS & SECURITIES LIMITED

(formerly known as IDBI Capital Marker Services Limited)

Address: 3°Floor, Mafattal Centre,

Address: 3°Floor, Mafattal Centre,

181. 91 22 4322 1212; Fast: 91 22 2285 0785

Familt: buyback, annothelidicapital.com

Directors' Responsibility

17.1 Ap or Regulation 19 (1)(a) of the Buyback Regulations, the Board accepts responsibility for the information contained in this Public Announcement and for the Information contained in all other advertisements, circulars, brochures, publicly materials etc. which may be issued in relation to the Buyback and confirm that the information in such documents contained in the state of the Buyback and confirm that the information in such documents contained in the state of the state of