

February 2, 2017

13

BSE Limited
Department of Corporate Services
P. J. Towers
Dalal Street
Mumbai – 400 001
Scrip Code: 531978

Dear Sir/Madam,

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

With reference to the captioned matter, as required under the Securities & Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended, we, as Merchant Banker to the proposed buyback of the equity shares by the Company, submit the following:

1. A copy of the post offer public advertisement dated February 1, 2017 which has been published on February 2, 2017 in the Business Standard (English National Daily) and Business Standard (Hindi National Daily);
2. A soft copy of the post offer public advertisement in CD.

Thanking you

Yours faithfully
For **IDBI Capital Markets & Securities Limited**
(Formerly known as IDBI Capital Market Services Limited)

Astha



Authorised Signatory
Name: Astha Daga
Designation: Deputy Vice President
Phone no: 022-43221297
Email: astha.daga@idbicapital.com

Encl: as above



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

POST BUYBACK PUBLIC ADVERTISEMENT FOR THE ATTENTION OF THE SHAREHOLDERS/ BENEFICIAL OWNERS OF THE EQUITY SHARES OF AMBIKA COTTON MILLS LIMITED

Post Buyback Advertisement in accordance with the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 ("**Buyback Regulations**") including any statutory modification(s), or re-enactment for the time being in force, regarding completion of the Buyback by Ambika Cotton Mills Limited ("**Company**") of its own equity share from all its Shareholders (excluding promoters and promoters group of the Company).

This Advertisement should be read in conjunction with the Public Announcement dated November 21, 2016 ("**Public Announcement**"), issued in connection with the Buyback (as defined below). Unless specifically defined herein, capitalized terms and abbreviations used herein have the same meaning as ascribed to them in the Public Announcement.

1. THE BUYBACK

- 1.1 The Post Buyback Public Advertisement ("**Advertisement**") is made in accordance with Sections 68, 69 and 70 of the Companies Act, 2013 and pursuant to Regulation 19(7) of the Buyback Regulations.
- 1.2 The Board of Directors of the Company ("**Board**") approved the proposal for the Buyback, at its meeting held on November 11, 2016.
- 1.3 The Company had announced the Buyback from the existing equity shareholders/beneficial owners, other than the Promoters.
- 1.4 The Buyback was undertaken by the Company through the open market purchases using nation wide electronic trading terminals of BSE and NSE.
- 1.5 The Board in the aforementioned meeting, in accordance with Article 48A of the Articles of Association of the Company and pursuant to the provisions of Sections 68, 69, 70 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") and rules made thereunder and in compliance with the Buyback Regulations and, subject to such other approvals, permissions and sanctions as may be necessary, and subject to such conditions and modifications, if any, as may be prescribed or imposed by such regulatory authorities, while granting such approvals, permissions and sanctions, approved the Buyback by the Company of its fully paid up Equity Shares for an aggregate amount not exceeding ₹ 16,50,00,000 (Rupees Sixteen Crores Fifty Lakhs only), excluding transaction costs ("**Transaction Costs**") viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty ("**Maximum Buyback Size**"), being 4.92% of the total paid up share capital and free reserves of the Company based on the audited financial statements 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**").
- 1.6 The Buyback commenced on December 1, 2016 and closed on February 1, 2017. Till the date of closure of Buyback, the Company has utilized 95.35% of Maximum Buyback Size authorized for the Buyback (excluding Transaction Costs) with a balance of ₹ 76,78,204.54.

2. DETAILS OF THE BUYBACK

- 2.1 The total number of equity shares bought back under the Buyback are 1,50,000 equity shares.
- 2.2 The total amount utilised in the Buyback is ₹ 15,73,21,795.46 (excluding Transaction Costs) which represents 95.35% of the Maximum Buyback Size. The price at which the equity shares were bought back was dependent on the price quoted on the BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**"), together referred to as ("**Stock Exchanges**"). The highest price at which the equity shares were bought back was ₹ 1,100 per equity share while the lowest price was ₹ 1,008.94 per equity share. The equity shares were bought back at an average price of ₹ 1,048.81 per equity share. These prices are based on the contract notes issued by the Company's Broker (IDBI Capital Markets & Securities Limited) and exclude Transaction Costs.
- 2.3 The pay-out formalities have been completed as per settlement with the Stock Exchanges. The Company has extinguished 1,15,900 equity shares till date and is in the process of extinguishing the remaining 34,100 equity shares bought back.
- 2.4 The equity shares bought back were in demat form from the Stock Exchanges. As the Buyback was done from the open market through Stock Exchanges, the identity of the shareholders from whom equity shares exceeding one percent of the total equity shares bought in the Buyback is not known. No equity shares have been bought back in physical segment.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- 3.1 The pre-Buyback and post-Buyback capital structure of the Company is as follows:

Share Capital	As on date of the public announcement	Post-Buyback As on February 1, 2017
Authorised	10,00,00,000	10,00,00,000
Issued	5,87,50,000	5,72,50,000*
Subscribed and fully paid up	5,87,50,000	5,72,50,000*

*The Company is in the process of extinguishing the balance 34,100 equity shares out of the total of 1,50,000 equity shares bought back. The post Buyback share capital is provided assuming extinguishment of all shares bought back by the Company.

- 3.2 The pre-Buyback and post-Buyback shareholding pattern of the Company is as follows:

Shareholders	Pre Buyback (as mentioned in PA)		Post Buyback February 01, 2017	
	No. of Equity Shares	%	No. of Equity 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

*The Company is in the process of extinguishing the balance 34,100 equity shares out of the total of 1,50,000 equity shares bought back. The post Buyback share capital is provided assuming extinguishment of all shares bought back by the Company.

4. MERCHANT BANKER TO THE BUYBACK

IDBI CAPITAL MARKETS & SECURITIES LIMITED

(formerly IDBI Capital Market Services Limited)

3rd Floor, Mafatal Centre, Nariman Point, Mumbai - 400 021

Phone: +91 22 4322 1212, Fax: +91 22 2285 0785

Contact Person: Ms. Astha Daga

Email: buyback.acml@idbicapital.com



5. For further details you may refer to the Company's website - www.acmills.in and websites of stock exchanges - www.bseindia.com and www.nseindia.com.

6. DIRECTOR'S RESPONSIBILITY

The Board of Directors of the Company accepts responsibility for all the information contained in this Advertisement.

For and on behalf of the Board of Ambika Cotton Mills Limited

Mr. P. V. Chandran
Chairman & MD

Dr. K. Venkatachalam
Non-Executive & Independent Director

Mr. Radheshyam Padia
Company Secretary

Place : Coimbatore
Date : February 1, 2017