



# PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF UDAIPUR COTTON MILLS COMPANY LIMITED

(CIN: L17111WB1961PLC120975)

Registered office: 504, Woodburn Central, 5th Floor 5A, Bibhabati Bose, Sarani, Kolkata, West Bengal- 700020, India.

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Contact Person: Mr. Nema Chandra Bhoumik, Company Secretary and Compliance Officer.

This Public Announcement (the "Public Announcement") is being issued by Kamal Nayan Saraogi ("Acquirer 1") and Stuti Dhanuka ("Acquirer 2"), and Kamal Nayan Saraogi (HUF), ("Acquirer 3") (Acquirer 1, Acquirer 2 and Acquirer 3 are collectively referred to as "Acquirers") to the public shareholders, ("Public Shareholders") of Udaipur Cotton Mills Company Limited, (the "Company") in respect of the proposed acquisition of upto 7,40,471 ("Offer Shares") equity shares of face value Rs. 10 each ("Equity Shares") representing 25.28% of the total Paid up Equity Share Capital of the Company and consequent voluntary delisting of the Equity Shares of the Company from the Metropolitan Stock Exchange of India Limited ("MSEIL") and The Calcutta Stock Exchange Limited ("CSEL"). (MSEIL and CSEL are collectively referred to as the "Stock Exchanges") pursuant to Regulation 10 and other applicable provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended, ("SEBI Delisting Regulations") and in accordance with the terms and conditions set out below ("Delisting Offer").

g) The Promoter and Promoter Group (including Acquirers) hold 21,88,699 Equity shares as on the date of this Public Announcement, details of which are as under:

Name of shareholder	No. of Equity Shares held	% to the total Paid up Equity Share Capital
Vivek Saraogi HUF	50,000	1.71
Kamal Nayan Saraogi (HUF)	59,000	2.01
Stuti Dhanuka	91,000	3.11
Sumeeda Saraogi	4,74,301	16.19
Meenakshi Saraogi	3,36,211	11.48
Kamal Nayan Saraogi	3,68,485	12.58
Vivek Saraogi	7,05,702	24.09
Vivek Agro Industries Private Ltd	29,000	0.99
Balrampur Agro Industries Private Ltd	75,000	2.56
<b>Total</b>	<b>21,88,699</b>	<b>74.72</b>

h) No entity belonging to the Promoter or Promoter Group has sold any Equity Shares of the Company during the six months preceding the date of the board meeting (i.e. December 07, 2018) wherein the Delisting Offer was approved. Further, all the members / entities belonging to the Promoter or promoter group of the Company have undertaken not to sell the Equity Shares of the Company until the earlier of (i) completion of the Delisting Offer in accordance with the SEBI Delisting Regulations; or (ii) failure of the Delisting Offer in accordance with the SEBI Delisting Regulations.

i) The Acquirers, Promoter and Promoter Group have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.

#### 4. BACKGROUND OF THE COMPANY

a) The Company was incorporated as "Udaipur Cotton Mills Co Limited" on July 10, 1961 under the Companies Act, 1956 as a public limited company with the Registrar of Companies, Uttar Pradesh. The registered office of the Company is presently situated at 504, Woodburn Central, 5th Floor 5A, Bibhabati Bose Sarani, Kolkata, West Bengal-700020, India. The Equity Shares of the Company are presently listed only on MSEIL and CSEL.

b) The Company made its maiden public issue in the year 1989 and its Equity Shares were listed on Kanpur Stock Exchange Limited ("KSEL"). Upon exit of KSEL, the Equity Shares of the Company got listed on CSEL w.e.f. March 03, 2014. Scrip Code: 31198. Equity Shares of the Company are also listed on MSEIL w.e.f. July 25, 2016. Security Symbol: UDAICOT.

c) The Company is a Non-Banking Financial (Non Deposit Accepting or Holding) Company registered with Reserve Bank of India bearing registration no. B-05.06735. The Company has been categorized as an Investment Company and is engaged in the business of investments, trading and dealing in shares and securities, mutual funds, financing and carrying on business in accordance with the regulatory framework mandated by the laws of land.

d) Our Company has not merged/amalgamated with any other entities except as given below:-

- In the year 2010, the Company amalgamated with Bhatni Agro Private Limited, Khutar Agro Private Limited, Patpari Agro Private Limited, Haidergarh Agro Private Limited, Manpukur Agro Private Limited and Avantika Ganna Private Limited pursuant to order dated July 26, 2010 passed by the Hon'ble High Court of Calcutta.

- Scheme of Amalgamation of Atrolia Agro Private Limited, Bheera Agro Private Limited, Bhirori Agro Private Limited, Bindki Agro Private Limited, Dyodi Agro Private Limited, Jaipur Agro Private Limited, Khan Ganna Products Private Limited and Kudasana Agro Private Limited with the Company was filed with Regional Director (ER), Ministry of Corporate Affairs, under Section 233 Companies Act, 2013 and read with Companies (Compromises, Arrangements and Amalgamations) Rules 2016 and the scheme of amalgamation has been sanctioned by Regional Director (ER), Ministry of Corporate Affairs, vide order dated November 15, 2018.

e) As on the date of this Public Announcement, the Company has no outstanding preference shares, partly paid up Equity Shares, convertible instruments, stock options or any other instruments that may result in the issuance of Equity Shares by the Company. Further, as on date, none of the Equity Shares held by the Public Shareholders are subject to any lock-in requirements.

f) Brief audited financial statements of the Company on consolidated basis, based on Indian Accounting Standards ("Ind AS"), for the financial years ended March 31, 2016, 2017 and on standalone basis for financial year 2018 along with the limited reviewed financial results for the half year ended September 30, 2018 (standalone) is as under:

Particulars	For the period ended September 30, 2018		For the period ended March 31, 2018	
	2018	2017	2018	2016
Revenue from Operations	594.36	2934.43	984.82	447.52
Other Income	0.00	6.68	2.13	0.00
<b>Total Income</b>	<b>594.36</b>	<b>2941.11</b>	<b>986.95</b>	<b>447.52</b>
Expenses (including exceptional items & excluding finance cost and Depreciation & Amortization)	173.48	665.51	107.20	78.56
Finance Costs	0.00	0.00	0.00	0.00
Depreciation and Amortization	6.15	7.73	0.09	0.00
<b>Profit / (Loss) Before Tax</b>	<b>414.73</b>	<b>2267.87</b>	<b>879.66</b>	<b>368.96</b>
Profit / (Loss) After Tax (before other comprehensive income)	379.74	2232.11	852.47	364.90
Basic Earnings Per Share (in ₹)	12.96	76.20	35.62	12.46
Diluted Earnings Per Share (in ₹)	12.96	76.20	35.62	12.46
Paid-up Share Capital	292.92	292.92	292.92	292.92
Reserves & Surplus	10066.94	10989.83	8757.72	6644.73
<b>Net Worth</b>	<b>10359.86</b>	<b>11283.75</b>	<b>9050.64</b>	<b>6937.65</b>
Minority Interest	0.00	0.00	190.96	0.00
Total Non Current Liabilities	2.26	2.26	1.33	1.33
Total Current Liabilities	95.05	48.11	16.64	166.10
<b>Total Equity &amp; Liabilities</b>	<b>10457.17</b>	<b>11333.12</b>	<b>9068.61</b>	<b>7105.08</b>
Total Non Current Assets	9775.99	10308.15	8631.65	6695.75
Total Current Assets	681.18	1024.97	436.96	409.33
<b>Total Assets</b>	<b>10457.17</b>	<b>11333.12</b>	<b>9068.61</b>	<b>7105.08</b>
Book Value per Share (in ₹)	353.68	385.18	308.98	236.84

g) The capital structure of the Company as on the date of this Public Announcement is as under:

Particulars	Amount (in Rs.)
<b>Authorised Capital</b>	
50,50,000 Equity Shares of Rs. 10/- each	5,05,00,000
<b>Issued, Subscribed and Paid Up Equity Share Capital</b>	
29,29,170 Equity Shares of Rs. 10/- each	2,92,91,700

h) The summary shareholding pattern of the Company prior to the Delisting Offer is as under (as on February 20, 2019):

Category of Shareholders	No. of Equity Shares held		% to the total Paid up Equity Share Capital	
	No. of Equity Shares held	% to the total Paid up Equity Share Capital	No. of Equity Shares held	% to the total Paid up Equity Share Capital
<b>Promoters Shareholding</b>				
Indian	21,88,699	74.72	-	-
Foreign	-	-	-	-
<b>Sub Total (A)</b>	<b>21,88,699</b>	<b>74.72</b>		
<b>Public Shareholding</b>				
Institutions	-	-	-	-
Financial Institutions / Banks	-	-	-	-
Alternate Investment Funds	-	-	-	-
Foreign Portfolio Investor	-	-	-	-
Foreign Institutional Investors	-	-	-	-
<b>Non Institutions</b>				
Bodies Corporate	58,300	1.99	-	-
Individuals	6,82,171	23.29	-	-
Others	-	-	-	-
<b>Sub Total (B)</b>	<b>7,40,471</b>	<b>25.28</b>		
<b>Grand Total (A)+(B)</b>	<b>29,29,170</b>	<b>100</b>		

i) The likely post-delisting shareholding pattern of the Company, assuming that all Offer Shares with the Public Shareholders are acquired pursuant to the Delisting Offer, will be as follows:

Category	Before Delisting Offer		Post Delisting Offer	
	No. of Equity Shares held	% to the total Paid up Equity Share Capital	No. of Equity Shares held	% to the total Paid up Equity Share Capital
<b>Acquirers (along with other Promoters/ Promoter Group)</b>	21,88,699	74.72	29,29,170	100
<b>Public Shareholding</b>	7,40,471	25.28	NIL	NIL
<b>Total</b>	<b>29,29,170</b>	<b>100</b>	<b>29,29,170</b>	<b>100</b>

#### 5. STOCK MARKET DATA

##### 5.1 MSEIL

Equity Shares of the Company got listed on MSEIL on July 25, 2016. Equity Shares of the Company are not traded on MSEIL. Therefore the stock market data for the fiscal years 2016 to 2018 is not available. Further, the Equity Shares of the Company have not been traded for the six months preceding the month in which Public Announcement for Delisting Offer is made.

##### 5.2 CSEL

Equity Shares of the Company got listed on CSEL on March 03, 2014. Equity Shares of the Company are not traded on CSEL. Therefore the stock market data for the fiscal years 2016 to 2018 is not available. Further, the Equity Shares of the Company have not been traded for the six months preceding the month in which Public Announcement for Delisting Offer is made.

#### 6. STOCK EXCHANGES FROM WHICH THE EQUITY SHARES ARE SOUGHT TO BE DELISTED

The Acquirers seek to delist the Equity shares of the Company from both, MSEIL & CSEL.

#### 7. DETERMINATION OF THE FLOOR PRICE

a) The Acquirers propose to acquire the Equity Shares of the Company from the Public Shareholders pursuant to a RBB established in terms of Schedule II of the SEBI Delisting Regulations.

b) The annualized trading turnover based on the trading volume of the Equity Shares on the MSEIL and CSEL during the period from November 01, 2017 to October 30, 2018 (i.e. twelve calendar months prior to Notification Date) is as under:

Stock Exchanges	Total no. of equity shares traded during the twelve calendar months prior to the month of PA	Total no. of listed equity shares	Annualized trading turnover (as % of shares listed)
MSEIL	NIL (No Trading)	29,29,170	NIL (No Trading)
CSEL	NIL (No Trading)	29,29,170	NIL (No Trading)

[Source: www.mseil.in, www.cse-india.com]

c) Based on the information provided in point above, the Equity Shares of the Company are infrequently traded on the MSEIL & CSEL within the meaning of explanation provided in regulation 2(1)(j) of the SEBI SAST Regulations.

As required under Regulation 15(2) of the SEBI Delisting Regulations, the floor price of the Delisting Offer is required to be determined in terms of Regulation 8 of the SEBI SAST Regulations, as may be applicable. The reference date for computing the floor price would be the date on which the Stock Exchanges were notified of the board meeting in which the delisting proposal would be considered, i.e. December 04, 2018 ("Reference Date").

d) In terms of Regulation 8 of the SEBI SAST Regulations, the floor price shall be higher of the following:

1. The highest negotiated price per Share of the Company for any acquisition under the agreement attracting the obligation to make a public announcement of an open offer	Not Applicable
2. The volume-weighted average price paid or payable for acquisition(s), whether by the Acquirers or by any person(s) acting in concert, during the fifty two weeks immediately preceding the date of public announcement;	Not Applicable
3. The highest price paid or payable for any acquisition, whether by the Acquirers or by any person(s) acting in concert, during the twenty six weeks immediately preceding the date of the Public Announcement	Not Applicable
4. The volume-weighted average market price of shares for a period of sixty trading days immediately preceding the date of the public announcement as traded on the stock exchange where the maximum volume of trading in the shares of the company are recorded during such period	Not Applicable
5. Where the shares are not frequently traded, the price determined by the acquirer and the manager to the offer taking into account valuation parameters per Share including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares	# Rs. 83.38

# Certificate dated December 03, 2018 issued by Mr. Chintan Shah (Membership No. 107490), Partner, M/s Chhognal & Co., Chartered Accountants (Firm Registration No. 101826W) having office at 106, 1st Floor, The Summit Business Bay, Opp. PVR Theatre, Near WEH Metro Station, Sir M V Road, Antheri (East), Mumbai- 400093, Tel No. 022 26826611; Email id: chhognal@gmail.com calculating the floor price, computed in accordance with Regulation 15(2) of the Delisting Regulations read with Regulation 8 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, ("SEBI SAST Regulations") for the Delisting Offer is Rs. 83.38 (Rupees Eighty Three and Thirty Eight Paise only) per Equity Share (the "Computed Floor Price"). The Acquirers vide letter dated December 03, 2018 informed the Company about their decision to round off the Computed Floor Price to the nearest rupee, and Rs. 84 (Rupees Eighty Four only) per Equity Share was decided to be the floor price (the "Floor Price") for the proposed Delisting Offer.

Based on the above, the Acquirers propose to offer Floor Price per Equity Share for the proposed Delisting Offer.

#### 8. DETERMINATION OF DISCOVERED PRICE AND EXIT PRICE

a) The Acquirers propose to acquire the Offer Shares pursuant to a RBB through an acquisition window facility, i.e. separate acquisition window in the form of a web based bidding platform provided by the BSE, in accordance with the Acquisition Window Facility, conducted in accordance with the terms of the SEBI Delisting Regulations.

b) All Public Shareholders can tender their Offer Shares during the Bid Period as set out in Clause 11 of the Public Announcement.

c) The minimum price per Offer share payable by the Acquirers for the Offer shares it acquires pursuant to the Delisting Offer, as determined in accordance with the SEBI Delisting Regulations, will be the price at which the shareholding of the Promoter and Promoter Group members reach 90% of the Paid up Equity Share Capital of the Company pursuant to a RBB through Acquisition Window Facility conducted in the manner specified in Schedule II of the SEBI Delisting Regulations which shall not be lower than the Floor Price.

d) The Acquirers may at their sole discretion acquire the Offer Shares subject to the conditions mentioned in Clause 9 of this Public Announcement at the Exit Price.

e) The Acquirers shall announce the Discovered Price and their decision to accept or reject the Discovered Price, and if accepted, also announce the Exit Price as applicable, in the same newspapers in which the Public Announcement is published, in accordance with the timetable set out in Clause 16 of this Public Announcement.

f) Once the Acquirers announce the Exit Price, the Acquirers will acquire, subject to the terms and conditions set out in the Public Announcement and the Letter of Offer of the Delisting Offer, all the Offer Shares validly tendered at a price not exceeding the Exit Price, for a cash consideration equal to the Exit Price for each Offer Share validly tendered. The Acquirers will not accept Offer Shares offered at a price that exceeds the Exit Price.

g) If the Discovered Price is not acceptable to the Acquirers then the Acquirers may make a counter offer ("Counter Offer") to the Public Shareholders within two working days of the date of discovery of Discovered Price, provided the counter offer price shall not be less than the book value of the Company as certified by the merchant banker.

h) If the Acquirers decide not to accept the Discovered Price and not make Counter Offer to the Public Shareholders in terms of Regulation 16 of the SEBI Delisting Regulations or the Delisting Offer falls in terms of Regulation 17 of the SEBI Delisting Regulation:

- The Acquirers will have no right or obligation to acquire the Offer Shares tendered in the Delisting Offer;
- the Acquirers, through the Manager to the Offer, will within 5 working days of closure of the Bid Period announce such rejection of the Discovered Price or failure of the Delisting Offer, through an announcement in all newspapers where the Public Announcement has been published;
- No final application for delisting shall be made before the MSEIL & CSEL; and
- The lien on the Equity Shares tendered in the Delisting Offer will be released and such Equity Shares shall be returned to the respective Public Shareholders from their relevant Seller Broker demat account within 10 (ten) working days from the closure of the Bid Period in accordance with Regulation 19(2)(a) of the SEBI Delisting Regulations.

#### 9. MINIMUM ACCEPTANCE AND SUCCESS CONDITIONS TO THE DELISTING OFFER

The acquisition of Equity Shares by the Acquirers pursuant to the Delisting Offer and the successful delisting of the Company pursuant to the Delisting Offer are conditional upon:

##### 9.1 Where Counter Offer is not made

a) The Acquirers deciding in their sole and absolute discretion to accept the Discovered Price or offer an Exit Price higher than the Discovered Price. It may be noted that notwithstanding anything contained in the Public Announcement or the Letter of Offer, the Acquirers reserve the right to accept or reject the Discovered Price if it is higher than the Floor Price;

b) A minimum number of 4,47,554 (Four Lakhs Forty Seven Thousand Five Hundred Fifty Four) Offer Shares being tendered at or below the Exit Price, prior to the closure of bidding period i.e. on the Bid Closing Date so as to cause the cumulative number of Equity Shares held by the Acquirers and the Promoter and Promoter group (as on date of the Public Announcement taken together with the Equity Shares acquired through the Acquisition Window Facility) to be equal to or in excess of 26,36,253 (Twenty Six Lakhs Thirty Six Thousand Two Hundred Fifty Three) Equity Shares constituting 90% of the Paid up Equity Share Capital ("Minimum Acceptance Condition");

c) As per the certificate dated February 04, 2019 received from Registrar to the Offer, there were 5 (Five) Public Shareholders holding Equity Shares in dematerialized mode as on December 07, 2018, being the date of the meeting in which the proposal for Delisting was approved by the Board of Directors. A minimum number of 2 (Two) shareholders being more than 25% of number of Public Shareholders holding Equity Shares in dematerialized mode as on the aforesaid date, shall participate in the RBB, in accordance with Regulation 17(b) of the SEBI Delisting Regulations, provided that if the Acquirers along with Manager to the Offer demonstrates to the MSEIL & CSEL that they have delivered the Letter of Offer of this Delisting Offer to all the Public Shareholders either through registered post or speed post or courier or hand delivery with proof of delivery or through email as a text or as an attachment to email or as a notification providing electronic link or uniform resource locator including a read receipt (referred to as the "Letter of Offer Delivery Requirement"), then the mandatory participation of aforementioned number of Public Shareholders is not applicable;

d) If the Acquirers send the Letters of Offer to all the Public Shareholders by registered post or speed post through India Post and is able to provide a detailed account regarding the status of delivery of the letters of offer (whether delivered or not) sent through India Post, the same would be considered as a deemed compliance with the proviso of Regulation 17(1) of SEBI Delisting Regulations.

e) If the Acquirers or Manager to the Offer is unable to deliver the Letter of Offer to certain Public Shareholders by modes other than speed post or registered post of India Post, then the Letter of Offer shall be attempted to be delivered to them by speed post or registered post through India Post. In that case, a detailed account regarding the status of delivery of Letter of Offer (whether delivered or not) provided from India Post would also be considered as deemed compliance with the proviso of Regulation 17(1) of SEBI Delisting Regulations;

f) The Acquirers will obtain requisite statutory approvals, if any, required for the Delisting Offer as stated in Clause 17 of this Public Announcement and meeting the conditions set out in Regulation 17 of the SEBI Delisting Regulations; and

g) There being no amendments to the SEBI Delisting Regulations or any applicable laws or regulations or conditions imposed by any regulatory or statutory authority/body or order from a court or competent authority which would in sole opinion of the Acquirers prejudice the Acquirers in proceeding with the Delisting Offer. Provided that withdrawal on this count shall be subject to receipt of regulatory approval, if any required for the same.

##### 9.2 Where Counter Offer is made

a) If a Counter Offer is made by the Acquirers in accordance with Regulation 16(1A) of the SEBI Delisting Regulations, Delisting Offer shall be deemed to be successful only if post Delisting Offer the Promoter and Promoter Group shareholding taken together with the Equity Shares accepted at the Counter Offer price reaches 90% of the total Paid up Equity Share Capital of the Company excluding the Equity Shares which are held by a custodian and against which depositary receipts have been issued overseas.

#### 10. ACQUISITION WINDOW FACILITY

a) SEBI, vide its circular CIR/CFDPOLICYCELL/1/2015 dated April 13, 2015 ("SEBI Circular") has provided a framework for acquisitions pursuant to a Delisting Offer to be made through the stock exchanges ("Stock Exchange Mechanism"). As prescribed under the SEBI Circular, the facility for such acquisitions shall be in the form of a separate window provided by a designated stock exchange having nationwide trading terminals. Further, the SEBI Circular provides that the stock exchanges shall take necessary steps and put in place the necessary infrastructure and systems for implementation of the Stock Exchange Mechanism. The Acquirers have decided to acquire the Offer Shares under the Delisting Offer through a separate acquisition window provided by the BSE ("Acquisition Window Facility") in compliance with the SEBI Circular. For the purpose of this Delisting Offer, BSE is the designated stock exchange for the Stock Exchange Mechanism.

b) The cumulative quantity tendered shall be displayed on website of the BSE at specific intervals during Bid Period.

c) The Acquirers have appointed the Buyer Broker to undertake the acquisitions made pursuant to this Delisting Offer.

#### 11. DATES OF OPENING AND CLOSING OF BID PERIOD

a) All the Public Shareholders holding Equity Shares are eligible to participate in the RBB by tendering, the whole or part of the Equity Shares held by them through the Acquisition Window Facility at or above the Floor Price. The Bid Period shall commence on opening of trading hours on the Bid Opening Date, i.e. February 26, 2019 and close on the end of trading hours on the Bid Closing Date, i.e. March 05, 2019. Any change to the Bid Period will be notified by way of a corrigendum in the newspapers where the Public Announcement is published.

b) The Public Shareholders should note that the Bids are required to be uploaded in the Acquisition Window Facility on or before the Bid Closing Date for being eligible for participation in the Delisting Offer. Bids not uploaded in the Acquisition Window Facility will not be considered for delisting purposes and will be rejected.

c) The Public Shareholders should submit their Bids through stock brokers registered with stock exchanges only. Thus, Public Shareholders should not send bids to Company / Acquirers / Managers to the Offer / Registrar to the Offer.

d) Bids received after close of trading hours on the Bid Closing Date may not be considered for the purpose of determining the Discovered Price payable for the Equity Shares by the Acquirers pursuant to the RBB.

e) The Letter of Offer inviting the Public Shareholders (along with necessary forms and detailed instructions) to tender their Equity Shares by way of submission of "Bids" will be dispatched as indicated in Clause 16 of the Public Announcement.

#### 12. PROCEDURE FOR TENDERING AND SETTLEMENT

a) The Letter of Offer (along with necessary forms and instructions) inviting the Public Shareholders to tender their Equity Shares to the Acquirers will be dispatched to the Public Shareholders by the Acquirers whose names appear on the register of members of the Company and to the owner of the Equity Shares whose names appear as beneficiaries on the records of the respective depositories at the close of business hours on the Specified Date.

b) For further details on the schedule of activities, please refer to Clause 16 of the Public Announcement.

#### 1. Background of the Delisting Offer

##### a) History of the Company

The Company was incorporated as "Udaipur Cotton Mills Co Limited" on July 10, 1961 under the Companies Act, 1956 as a public limited company with the Registrar of Companies, Uttar Pradesh. The registered office of the Company is presently situated at 504, Woodburn Central, 5th Floor 5A, Bibhabati Bose Sarani, Kolkata, West Bengal-700020, India. The Equity Shares of the Company are presently listed only on MSEIL and CSEL. The Corporate Identity Number of the Company is L17111WB1961PLC120975.

##### b) Capital Structure of the Company

The capital structure of the Company as on the date of this Public Announcement is as under:

Particulars	Amount (in Rs.)
<b>Authorised Capital</b>	
50,50,000 Equity Shares of Rs. 10/- each	5,05,00,000
<b>Issued, Subscribed and Paid Up Equity Share Capital</b>	
29,29,170 Equity Shares of Rs. 10/- each	