

# CHAMBAL FERTILISERS AND CHEMICALS LIMITED

Corporate Identification Number (CIN): L24124RJ1985PLC003293 Registered Office: Gadepan, Distt. Kota, Rajasthan, PIN - 325 208

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PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF CHAMBAL FERTILISERS AND CHEMICALS LIMITED (THE "COMPANY") FOR THE BUYBACK OF EQUITY SHARES ON PROPORTIONATE BASIS THROUGH THE "TENDER OFFER" ROUTE USING THE STOCK EXCHANGE MECHANISM UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED.

This Public Announcement (the "Public Announcement") is being made pursuant to the provisions of Regulation 7(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s), amendment(s) or re-enactments from time to time) (the "Buyback Regulations") and contains the disclosures as specified in Schedule II of the Buyback Regulations read with Schedule I of the Buyback Regulations.

OFFER TO BUYBACK UP TO 1,55,55,555 (ONE CRORE FIFTY FIVE LAKHS FIFTY FIVE THOUSAND FIVE HUNDRED FIFTY FIVE ONLY) FULLY PAID UP EQUITY SHARES OF THE COMPANY OF FACE VALUE OF RS. 10/- (RUPEES TEN ONLY) EACH ("EQUITY SHARES") AT A PRICE OF RS. 450/- (RUPEES FOUR HUNDRED AND FIFTY ONLY) PER EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM FOR AN AGGREGATE CONSIDERATION OF UPTO RS. 700 CRORES (RUPEES SEVEN HUNDRED CRORES ONLY). Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

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

- 1.1 The Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall include any committee constituted and authorized by the Board to exercise its powers), at its meeting held on January 08, 2024 (the "Board Meeting") has, pursuant to the provisions of Article 8 of the Articles of Association of the Company and the provisions of Sections 68, 69 and 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Act"), the Companies (Share Capital and Debentures) Rules, 2014 to the extent applicable, as amended, and in compliance with the Buyback Regulations, including any amendments, statutory modifications or re-enactments for the time being in force, 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 the appropriate authorities while granting such approvals, permissions and sanctions, the Board has approved the buyback by the Company of up to 1,55,55,555 Equity Shares, representing up to 3.74% of the total paid-up equity share capital of the Company, at a maximum price of Rs. 450/- (Rupees Four Hundred and Fifty only) per Equity Share ("Buyback Offer Price") from the members of the Company, subject to any increase to the Buyback Offer Price as may be approved by the Board, payable in cash for an aggregate consideration of up to Rs. 700 Crores (Rupees Seven Hundred Crores only) ("Buyback Size") excluding Transaction Costs (as defined below), and is sourced out of the free reserves (retained earnings) and/or such other source as may be permitted by the Buyback Regulations or the Act, from all the existing shareholders of the Company who hold Equity Shares, as on the Record Date (as defined below), on a proportionate basis, through the tender offer route through stock exchange mechanism as prescribed under the Buyback Regulations ("Buyback")
- per the latest audited standalone and consolidated financial statements of the Company as on March 31, 2023 respectively, which is within the prescribed limit of 10% (Ten percent) of the aggregate fully paid-up equity share capital and free reserves of the Company based on the latest audited standalone and consolidated financial statements as on March 31, 2023. 1.3 In terms of Regulation 5(via) of the Buyback Regulations, the Board may, till 1 (one) working day prior to the

1.2 The Buyback Size constitutes 9.82% and 9.52% of the fully paid-up equity share capital and free reserves as

back, such that there is no change in the Buyback Size. 1.4 Since the Buyback is less than 10% (Ten percent) of the aggregate fully paid-up equity share capital and free reserves of the Company based on the latest audited standalone and consolidated financial statements

Record Date, increase the Buyback Offer Price and decrease the number of Equity Shares proposed to be bought

- as on March 31, 2023, the approval of the shareholders is not required for the Buyback in terms of the Buyback Regulations and the Act 1.5 The Buyback Size does not include any brokerage, applicable taxes such as Buyback Tax (as defined below), securities transaction tax, goods and services tax, stamp duty, expenses incurred or to be incurred for the
- Buyback like filing fees payable to Securities and Exchange Board of India ("SEBI"), advisors/legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses 1.6 The Equity Shares are listed on the BSE Limited (the "BSE") and the National Stock Exchange of India Limited
- (the "NSE") (hereinafter together referred to as the "Stock Exchanges") 1.7 In addition to the regulations/statutes referred to in paragraph 1.1 above, the Buyback is also in accordance with
- the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 1.8 The Buyback from Eligible Shareholders (as defined below) who are persons resident outside India, including foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indian etc., shall be subject to
- such approvals, if and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999, as amended ("FEMA") and the rules, regulations framed thereunder, if any and such approvals shall be required to be taken by such persons resident outside India 1.9 Participation in the Buyback by Eligible Shareholders will trigger tax on distributed income to such shareholders ("Buyback Tax") in India and such tax is to be discharged by the Company as per the applicable law. This

may trigger capital gains taxation in hands of shareholders in their country of residence, if outside India. The transaction of Buyback would also be chargeable to securities transaction tax in India. In due course, the Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal

- financial and tax advisors prior to participating in the Buyback 1.10 A copy of this Public Announcement is available on the website of the Company at www.chambalfertilisers.com, website of the Manager to the Buyback at www.axiscapital.co.in and will be available on the website of the SEB at www.sebi.gov.in and on the website of the Stock Exchanges at www.bseindia.com and www.nseindia.com.
- NECESSITY OF THE BUYBACK 2.1 The Buyback is being undertaken for following reasons
- The Buyback will help the Company to distribute surplus cash to the Equity Shareholders in proportion to their
- hareholding, thereby enhancing the overall returns to shareholders; and The Buyback will help the Company to improve its capital structure by optimizing debt to equity ratio. It would also
- help in improving financial ratios such as earnings per share and return on equity MAXIMUM NUMBER OF SECURITIES THAT THE COMPANY PROPOSES TO BUYBACK
- 3.1 The Company proposes to Buyback up to 1,55,55,555 (One Crore Fifty Five Lakhs Fifty Five Thousand Five Hundred Fifty Five only) Equity Shares
- BUYBACK OFFER PRICE AND BASIS OF DETERMINING THE BUYBACK OFFER PRICE The Equity Shares of the Company are proposed to be bought back at a price of Rs. 450/- (Rupees Four Hundred
- 4.2 The Buyback Offer Price has been arrived at after considering various factors including, but not limited to trends
- in the volume weighted average prices and closing price of the Equity Shares on the Stock Exchanges where the Equity Shares of the Company are listed, impact on net worth, price earnings ratio, earnings per share and other 4.3 The Buyback Offer Price represents a (i) premium of 30.59% and 30.68% over the volume weighted average
- market price of the Equity Shares on the NSE and BSE, respectively, for the 30 (thirty) trading days preceding the date of intimation to the Stock Exchanges of the Board Meeting to consider the proposal of the Buyback, i.e. January 03, 2024 ("Intimation Date"), and (ii) premium of 18.39% and 18.42% over the closing price of the Equity Shares on the NSE and BSE, respectively, as on January 02, 2024, which is a trading day preceding the Intimation Date. The closing market price of the Equity Shares as on the trading date prior to the Intimation Date, was Rs. 380.00/- on the BSE and Rs. 380.10/- on the NSE. 4.4 The Buyback Price is at a premium of 172.36% and 165.55% of the book value per Equity Share of the Company,
- which as of March 31, 2023 was Rs. 165.22/- and 169.46/- per Equity Share, on a standalone basis and consolidated basis, respectively MAXIMUM AMOUNT REQUIRED UNDER THE BUYBACK AND ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES
- 5.1 The maximum amount required for Buyback will not exceed Rs. 700 Crores (Rupees Seven Hundred Crores only), excluding Transaction Costs.
- 5.2 The maximum amount mentioned aforesaid is 9.82% and 9.52% of the aggregate of the fully paid-up equity share capital and free reserves of the Company as per the latest audited standalone and consolidated financial statements, respectively, of the Company as on March 31, 2023 which is within the prescribed limit of 10% of the
- paid-up equity share capital and free reserves of the Company. 5.3 The funds for the Buyback will be sourced out of the free reserves (retained earnings) and/or such other source as may be permitted by the Buyback Regulations or the Act. The Company does not intend to raise additional debt for the explicit purposes of the Buyback
- 5.4 The Company shall transfer from its free reserves and/or such other sources as may be permitted under applicable laws, a sum equal to the nominal value of the Equity Shares so bought back to the Capital Redemption Reserve account and details of such transfer shall be disclosed in its subsequent audited financial statements 5.5 The funds borrowed, if any, from banks and financial institutions will not be used for the Buyback
- 6. METHOD TO BE ADOPTED FOR BUYBACK 6.1 The Buyback is open to all Eligible Shareholders/beneficial owners of the Company holding Equity Shares either
- in physical and/or dematerialized form, as on the Record Date.
- 6.2 The Buyback is being undertaken on a proportionate basis from the equity shareholders of the Company, including the promoter and promoter group of the Company who hold Equity Shares or persons in control who hold Equity
- Shares as on the Record Date (the "Eligible Shareholders") through the tender offer route prescribed under Regulation 4(iv)(a) of the Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by the SEBI in its circulars bearing reference number (i) CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 (ii) CFD/DCR2/CIR/P/2016/131 dated December 9, 2016
- (iii) SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021; and (iv) SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023, as amended from time to time (collectively, the
- In this regard, the Company will request the BSE to provide the acquisition window for facilitating tendering of
- Equity Shares under the Buyback. For the purposes of this Buyback, BSE will be the designated stock exchange
- DETAILS OF HOLDING AND TRANSACTIONS IN THE SHARES OF THE COMPANY 7.1 The aggregate shareholding in the Company of the (i) promoters and the members of the promoter group of the Company (the "Promoter and Promoter Group") and persons in control and (ii) directors/trustees/members of the Companies / Trust / HUF which are part of Promoter and Promoter Group companies as on the date of the
- Board Meeting, i.e., January 08, 2024 are as follows (i) Aggregate shareholding of the Promoter and Promoter group and persons who are in control of the Company:
- Sr. No. Name of Shareholder No. of Equity Shares % Shareholding

1.	Arhant Vikram Nopany	47,000	0.01
2.	Chandra Shekhar Nopany	2,90,275	0.07
3.	Chandra Shekhar Nopany HUF	2,40,100	0.06
4.	Chandra Shekhar Nopany (Shruti Family Trust)	1,000	0.00
5.	Chandra Shekhar Nopany (Shekhar Family Trust)	1,40,01,000	3.36
6.	Jyotsna Poddar	44,05,000	1.06
7.	Nandini Nopany	7,02,667	0.17

	Total	25,20,57,905	60.56
48.	Shyam Sunder Bhartia	Nil	Not Applicable
47.	Akshay Poddar	23,25,025	0.56
46.	Earthstone Holding (Three) LLP	5,000	0.00
45.	Zuari International Limited (formerly known as Zuari Investments Limited)	4,02,840	0.10
44.	Zuari Industries Limited (formerly known as Zuari Global Limited)	5,90,17,307	14.18
43.	Yashovardhan Investment & Trading Co. Ltd.	78,89,500	1.90
42.	Uttam Commercial Ltd.	68,00,200	1.63
41.	The Hindustan Times Limited	5,93,71,221	14.26
40.	Texmaco Rail & Engineering Ltd	10,000	0.00
39.	Texmaco Infrastructure & Holdings Limited	2,96,864	0.07
38.	Sonali Commercial Ltd.	3,79,350	0.09
37.	Simon India Limited	22,00,000	0.53
36.	SIL Properties Ltd.	1,00,000	0.02
35.	SIL Investments Limited	3,37,93,455	8.12
34.	Sidh Enterprises Ltd.	1,53,500	0.04
33.	Shree Vihar Properties Ltd	7,00,000	0.17
32.	Shital Commercial Limited	1,38,318	0.03
31.	SCM Investment & Trading Co. Ltd.	5,89,200	0.14
30.	RTM Properties Ltd.	1,25,000	0.03
29.	RTM Investment and Trading Co. Ltd.	19,74,200	0.47
28.	Ronson Traders Limited	71,50,000	1.72
27.	Premium Exchange and Finance Limited	30,86,500	0.74
26.	Pavapuri Trading and Investment Company Ltd.	1,00,000	0.02
25.	Nilgiri Plantations Limited	42,91,740	1.03
24.	New India Retailing and Investment Ltd	6,92,663	0.17
23.	Master Exchange & Finance Limited	16,01,600	0.38
22.	Manbhawani Investment Ltd.	44,57,006	1.07
21.	Manavta Holdings Ltd.	30,85,000	0.74
20.	La Monde Trading & Investments Private Ltd	15,000	0.00
19.	Hargaon Investment & Trading Co. Ltd.	1,36,634	0.03
18.	Ganges Securities Limited	22,51,795	0.54
17.	Earthstone Investment & Finance Limited	84,24,515	2.02
16.	Earthstone Holding (Two) Private Limited	1,47,95,077	3.55
15.	Duke Commerce Limited	5,50,200	0.13
14.	Deepshikha Trading Co. Private Limited	57,700	0.01
13.	Adventz Securities Enterprises Limited	1,70,022	0.04
12.	Adventz Finance Private Limited	10,65,607	0.26
11.	Shruti Vora	4,10,000	0.10
10.	Shradha Agarwala	3,25,900	0.08
9.	Shobhana Bhartia	27,26,796	0.66
_	Saroj Kumar Poddar	7,06,128	

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Sr. No.	Name of Director / Trustee/Member	No. of Equity Shares	% Shareholding
	The Hindustan Times	s Limited	
1.	Shobhana Bhartia	27,26,796	0.66
	Earthstone Holding (Two)	Private Limited	
2.	Shobhana Bhartia	27,26,796	0.66
	Chandra Shekar Nopany (Sh	ruti Family Trust)	
3.	Nandini Nopany	7,02,667	0.17
4.	Urvi Mittal	73,500	0.02
5.	Arhant Vikram Nopany	47,000	0.01
	La Monde Trading & Investm	nents Private Ltd	
6.	Shalini Nopany	5,000	0.00
7.	Baijnath Bansal	1,200	0.00
	Pavapuri Trading and Investm	ent Company Ltd.	
8.	Dilip Patodia	5,000	0.00
	Shital Commercial	Limited	
9.	Nandini Nopany	7,02,667	0.17
	Sidh Enterprises	Ltd.	
10.	Shalini Nopany	5,000	0.00
	Chandra Shekhar No	pany HUF	
11.	Chandra Shekhar Nopany	2,90,275	0.07
12.	Shalini Nopany	5,000	0.00
13.	Arhant Vikram Nopany	47,000	0.01
	Sonali Commercia	al Ltd.	
14.	Dilip Patodia	5,000	0.00
	SCM Investment & Trad	ing Co. Ltd.	
15.	Shalini Nopany	5,000	0.00
16.	Dilip Patodia	5,000	0.00
	New India Retailing and Ir	vestment Ltd	
17.	Chandra Shekhar Nopany	2,90,275	0.07
18.	Shalini Nopany	5,000	0.00
	RTM Investment and Tra	ding Co. Ltd.	
19.	Shalini Nopany	5,000	0.00
	Ganges Securities	Limited	
20.	Nandini Nopany	7,02,667	0.17
21.	Urvi Mittal	73,500	0.02
	Manavta Holding	s Ltd.	
22.	Shruti Vora	4,10,000	0.10
	Nilgiri Plantations	Limited	
22	Nandini Nanany	7.00.667	0.17

	Ganges Securities L	imited	
20.	Nandini Nopany	7,02,667	0.17
21.	Urvi Mittal	73,500	0.02
	Manavta Holdings	Ltd.	
22.	Shruti Vora	4,10,000	0.10
	Nilgiri Plantations Li	mited	
23.	Nandini Nopany	7,02,667	0.17
24.	Jyotsna Poddar	44,05,000	1.06
25.	Shobhana Bhartia	27,26,796	0.66
26.	Shalini Nopany	5,000	0.00
27.	Dilip Patodia	5,000	0.00
	Manbhawani Investme	ent Ltd.	
28.	Shruti Vora	4,10,000	0.10
29.	Dilip Patodia	5,000	0.00
	Uttam Commercial	Ltd.	
30.	Nandini Nopany	7,02,667	0.17
31.	Urvi Mittal	73,500	0.02
32.	Dilip Patodia	5,000	0.00
	Ronson Traders Lir	nited	

25.	Shobhana Bhartia	27,26,796	0.66
26.	Shalini Nopany	5,000	0.00
27.	Dilip Patodia	5,000 0.00	
	Manbhawani Investme	ent Ltd.	
28.	Shruti Vora	4,10,000	0.10
29.	Dilip Patodia	5,000 0.00	
	Uttam Commercial	Ltd.	
30.	Nandini Nopany	7,02,667	0.17
31.	Urvi Mittal	73,500	0.02
32.	Dilip Patodia	5,000	0.00
	Ronson Traders Lir	nited	
33.	Nandini Nopany	7,02,667	0.17
34.	Chandra Shekhar Nopany	2,90,275	0.07
35.	Jyotsna Poddar	44,05,000	1.06
36.	Shobhana Bhartia	27,26,796	0.66
	Yashovardhan Investment & T	rading Co. Ltd.	
37.	Chandra Shekhar Nopany	2,90,275	0.07
38.	Jyotsna Poddar	44.05.000	1.06

Dilip Patodia	5,000	0.00
Chandra Shekhar Nopany (Shek	har Family Trust)	
Nandini Nopany	7,02,667	0.17
Urvi Mittal	73,500	0.02
Arhant Vikram Nopany	47,000	0.01

27.26.796

47,000

23,25,025

26,000

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23,25,025

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merce Limited

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0.17 1.06 0.56

0.08

Urvi Mittal	73,500	0.02
Arhant Vikram Nopany	47,000	0.01
SIL Investments Lin	nited	
Chandra Shekhar Nopany	2,90,275	0.07
Shalini Nopany	5,000	0.00
	Arhant Vikram Nopany  SIL Investments Lir Chandra Shekhar Nopany	Arhant Vikram Nopany 47,000  SIL Investments Limited  Chandra Shekhar Nopany 2,90,275

40.	Shalini Nopany	5,000	0.00
	Hargaon Investment & Trac	ling Co. Ltd.	
47.	Baijnath Bansal	1,200	0.00
	Shree Vihar Properti	es Ltd	

41.	Daijilatii Dalisai	1,200	0.00
	Shree Vihar Properti	es Ltd	
48.	Baijnath Bansal	1,200	0.00
	Adventz Securities Enterpr	ises Limited	
49.	Shradha Agarwala	3.25.900	0.08

Tushar Suraiya Adventz Finance Private Limited

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39.

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42.

Shobhana Bhartia

Shradha Agarwala

Pankaj Tibrawalla

Akshay Poddar

53. Saroj Kumar Poddar

Arhant Vikram Nopany

0.00	54.	Jyotsna Poddar	
3.36	55.	Akshay Poddar	
1.06			Duke Comm
0.17	56.	Shradha Agarwala	
		•	

51.	Olliadila Agai wala	3,23,300	0.00
	Premium Exchange and Fin	ance Limited	
58.	Shradha Agarwala	3,25,900	0.08
	Texmaco Rail & Engine	ering Ltd	
59.	Saroj Kumar Poddar	7,06,128	0.17
60.	Akshay Poddar	23,25,025 0.56	
	Texmaco Infrastructure & Ho	ldings Limited	
61.	Akshay Poddar	23,25,025	0.56
62.	Ranjana Tibrawalla	6,500	0.00
63.	Jyotsna Poddar	44,05,000	1.06
	Zuari Industries Limited (formerly know	n as Zuari Global Limite	d)
64.	Saroj Kumar Poddar	7,06,128	0.17
65.	Jyotsna Poddar	44,05,000	1.06
	Simon India Limit	ted	-
66.	Akshay Poddar	23,25,025	0.56
67.	Marco Wadia	6,000	0.00
	Zuari International Limited (formerly known	as Zuari Investments Li	mited)
68.	Alok Baneriee	5.700	0.00

Master Exchange & Finance Limited

Shradha Agarwa

Name

of the

Promoter

Group

Zuar

Nishant

69. Nishant Dalal 7.2 Addresdate shares purchased or sold by the Promoter and Promoter Group and persons in control, Directors a Trustee/Member of Companies / Trust / HUF which are a part of the Promoter and Promoter Group during the period of 6 (six) months preceding the date of the Board Meeting at which the Buyback was approved i.e., January

0.00

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Name	Date	Aggregate no. of shares purchased or sold	Nature of transaction	Maximum price (Rs.)	Date of maximum price	Minimum price (Rs.)	Date of minimum price
Uttam Commercial Ltd.	14/02/2023	1,66,900	Sale	303.00	14/02/2023	300.00	14/02/2023

Nature of

transac-

tion

Aggre-

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of shares

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14/08/2023 18

Maxi-

mum

price

(Rs.

Date of

maximum

price

Purchase 259.30 | 14/08/2023 | 259.30 | 14/08/2023

Mini-

price

(Rs.)

Date of

minimum

price

	Dalal	Internation- al Limited (formerly known as Zuari In- vestments Limited)	1 1100/2020		T di olidoo	200.00	1 1100/2020	200,00	1100,2020	
4	Rewati	<ul> <li>Duke</li> </ul>	18/09/2023	500	Purchase	288.30	18/09/2023	288.30	18/09/2023	
l	Raman	Commerce	20/09/2023	5,500	Purchase	280.15	20/09/2023	277.50	20/09/2023	
	Goenka	Limited,	28/09/2023	1,000	Purchase	274.50	28/09/2023	274.50	28/09/2023	
		<ul> <li>Texmaco</li> </ul>	10/10/2023	2,000	Sale	285.50	10/10/2023	281.50	10/10/2023	
		Infrastruc-	11/10/2023	1,000	Sale	287.25	11/10/2023	287.00	11/10/2023	
		ture &	13/10/2023	1,000	Sale	292.90	13/10/2023	292.90	13/10/2023	
1		Holdings	16/10/2023	1,000	Sale	298.95	16/10/2023	298.95	16/10/2023	
_		Limited	17/10/2023	1,000	Purchase	293.50	17/10/2023	293.50	17/10/2023	
,			23/10/2023	1,000	Purchase	279.00	23/10/2023	279.00	23/10/2023	
_			23/10/2023	1,000	Sale	279.00	23/10/2023	279.00	23/10/2023	
			31/10/2023	1,000	Purchase	288.35	31/10/2023	288.35	31/10/2023	
l			31/10/2023	2,000	Sale	290.00	31/10/2023	288.00	31/10/2023	
1			09/11/2023	1,000	Sale	306.00	09/11/2023	306.00	09/11/2023	
1			16/11/2023	1,000	Sale	315.00	16/11/2023	315.00	16/11/2023	
1			29/11/2023	500	Purchase	321.60	29/11/2023	321.60	29/11/2023	
1			29/11/2023	1,000	Sale	322.50	29/11/2023	322.50	29/11/2023	
			04/12/2023	1,000	Sale	323.65	04/12/2023	323.50	04/12/2023	
			22/12/2023	1,000	Sale	360.00	22/12/2023	360.00	22/12/2023	
			28/12/2023	92	Sale	382.50	28/12/2023	382.50	28/12/2023	
	Rewati	-	18/09/2023	2,500	Purchase	288.50	18/09/2023	281.35	18/09/2023	
l	Raman		20/09/2023	2,000	Purchase	278.95	20/09/2023	278.15	20/09/2023	
1	Goenka		28/09/2023	1,000	Purchase	274.50	28/09/2023	274.50	28/09/2023	
1	HUF*		10/10/2023	2,000	Sale	285.50	10/10/2023	281.50	10/10/2023	
1			11/10/2023	500	Sale	288.15	11/10/2023	288.15	11/10/2023	
1			12/10/2023	3,000	Sale	288.45	12/10/2023	288.45	12/10/2023	
	Pankaj Tibrawalla	Adventz Securities Enterprises Limited	05/12/2023	1,000	Purchase	324.10	05/12/2023	324.10	05/12/2023	
1	Ranjana	Texmaco	06/09/2023	1,000	Sale	286.10	06/09/2023	286.10	06/09/2023	
1	Tibrawalla	Infrastruc-	12/11/2023	500	Purchase	311.29	12/11/2023	311.29	12/11/2023	

INTENTION OF PROMOTER AND PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO PARTICIPATE IN BUYBACK

\*Details of transaction has been disclosed as Karta of Rewati Raman Goenka HUF.

16/11/2023 500

ture &

Holdings

8.1 In terms of the Buyback Regulations, under the tender offer route, the Promoter and Promoter Group and persons in control have an option to participate in the Buyback. In this regard, the Promoter and Promoter Group and persons in control of the Company have expressed their intention to participate in the Buyback vide their letters dated January 05, 2024 and may tender up to an aggregate maximum of 13,12,07,913 (Thirteen Crores Twelve Lakhs Seven Thousand Nine Hundred and Thirteen only) Equity Shares or such lower number of Equity Shares

Sale

313.25

16/11/2023 313.25

16/11/2023

1,53,500

3,19,33,455

67,41,289

60.59.500

13,12,07,913

in accordance with the provisions of the Buyback Regulations. Please see below the maximum number of Equity Shares to be tendered by each of the Promoter and Promoter Group as well as persons in control of the Company Equity offered 36,283 25,000

Sr. No.	Name of the Promoter and Promoter Group and persons in control	Up to maximum no. of Equity Shares intended to be offered
1.	Zuari Industries Limited (formerly known as Zuari Global Limited)	33,36,283
2.	Zuari International Limited (formerly known as Zuari Investments Limited)	25,000
3.	Simon India Limited	1,00,000
4.	Adventz Securities Enterprises Limited	1,70,022
5.	Adventz Finance Private Limited	10,65,277
6.	Duke Commerce Limited	5,50,200
7.	Master Exchange & Finance Limited	16,01,600
8.	Premium Exchange and Finance Limited	4,86,500
9.	Saroj Kumar Poddar	6,128
10.	Jyotsna Poddar	44,05,000
11.	Akshay Poddar	1,25,025
12.	Shradha Agarwala	3,10,900
13.	Texmaco Infrastructure & Holdings Limited	2,53,964
14.	Texmaco Rail & Engineering Ltd	10,000
15.	The Hindustan Times Limited	1,24,27,813
16.	Shobhana Bhartia	13,41,777
17.	Earthstone Investment & Finance Limited	84,24,515
18.	Earthstone Holding (Two) Private Limited	1,36,56,476
19.	Earthstone Holding (Three) LLP	5,000
20.	Chandra Shekhar Nopany	2,90,275
21.	Chandra Shekhar Nopany HUF	2,40,100
22.	Chandra Shekhar Nopany (Shruti Family Trust)	1,000
23.	Shruti Vora	4,10,000
24.	Deepshikha Trading Co. Private Limited	57,700
25.	La Monde Trading & Investments Private Ltd	15,000
26.	Manavta Holdings Ltd.	30,85,000
27.	Pavapuri Trading and Investment Company Ltd.	1,00,000
28.	RTM Investment and Trading Co. Ltd.	19,74,200
29.	RTM Properties Ltd.	1,25,000
30.	SCM Investment & Trading Co. Ltd.	5,89,200
31.	Shree Vihar Properties Ltd	7,00,000
32.	SIL Properties Ltd.	1,00,000
33.	Sonali Commercial Ltd.	3,79,350
34.	Arhant Vikram Nopany	15,000
35.	Chandra Shekhar Nopany (Shekhar Family Trust)	1,40,00,000
36.	Nandini Nopany	6,75,000
37.	Manbhawani Investment Ltd.	40,57,006
38.	Nilgiri Plantations Limited	41,91,740
39.	Ronson Traders Limited	68,74,800
40.	Shital Commercial Limited	1,38,318
4.4		4.50.500

control who are intending to tender their Equity Shares are set-out below 1) Zuari Industries Limited (formerly known as Zuari Global Limited)

8.2 The date, price and other details of the Equity Shares held by the Promoter and Promoter Group and persons in

Date of Transaction No. of Equity Face Value (Rs.) Price (Rs. Per Share) Nature of

41. Sidh Enterprises Ltd.

42. SIL Investments Limited

43. Uttam Commercial Ltd.

44. Yashovardhan Investment & Trading Co. Ltd.

	Hallsaction	Jilaics				
22-09-1989	Allotment	33,36,283	10	10.00		
	Total	33,36,283				
2) Zuari International Limited (formerly known as Zuari Investments Limited)						
Date of Transaction	Nature of Transaction	No. of Equity	Face Value (Rs.)	Price (Rs. Per Share)		

Purchase 26-11-2010 83.53

3) Simon India Limited							
Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Price (Rs. Per Share)			
10-12-2010	Purchase	1,00,000	10	78.04			
	Total	1,00,000					
4) Adventz Securities Enterprises Limited							
Date of	Nature of Transaction	No. of Equity	Face Value (Rs.)	Price (Rs. Per Share)			
Transaction		Shares					
01-04-1998	Pursuant to merger	20,000	10	10.00			

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Price (Rs. Per Share)
5) Adventz Finance	e Private Limited			
	Total	1,70,022		
23-12-2021	Purchase	1,50,000	10	386.13
	to merger of India Steamship Company Limited with Chambal Fertilisers and Chemicals Limited			
15-09-2005	Allotment pursuant	22	10	12.05
01011000	of Hope Cardamom Estate Ltd. with Adventz Securities Enterprises Limited	20,000		10.00
01-04-1998	Pursuant to merger	20.000	10	10.00

Limited			
Total	10,65,277		
Finance Private Limited			
Limited with Adventz			
of Ricon Commerce			
Pursuant to merger	1,50,200	10	11.76
Purchase	1,50,000	10	386.86
Purchase	75,000	10	386.45
Purchase	75,000	10	383.35
Purchase	1,50,000	10	381.89
Purchase	2,00,000	10	370.04
Purchase	50,000	10	54.78
Purchase	1,00,000	10	47.74
Purchase	1,00,000	10	49.07
Fertilisers and Chemicals Limited			
Limited with Chambal			
Steamship Company			
to merger of India			
Allotment pursuant	77	10	19.6
	to merger of India	to merger of India	to merger of India

Shares

200

1.00.000

1,00,000

5.000

95,000

1.00.000

1,00,000

24,196

25.804

5,50,200

No. of Equity

### Purchase 05-03-2013 Purchase 06-03-2013

7) Master Exchange & Finance Limited

Transaction

02-07-1993

05-01-1999

11-07-2000

17-09-2001

03-10-2001

16-07-2002

21-05-2010

Date of

Transaction

Date of

Transaction

22-05-1995

22-07-1999

20-06-2002

15-09-2005

debentures into equity

Nature of Transaction

shares

Purchase

Purchase

Purchase

Purchase

Purchase

Total

Hansaction		Jilaics		
13-06-1995	Purchase	1,56,000	10	26.51
18-08-1997	Purchase	1,07,200	10	13.89
20-08-1997	Purchase	1,20,000	10	14.95
20-08-1997	Purchase	6,68,400	10	14.19
31-03-2001	Purchase	1,00,000	10	11.70
23-05-2001	Purchase	91,380	10	11.50
09-11-2001	Purchase	42,450	10	10.35
09-11-2001	Purchase	32,335	10	10.31
19-11-2001	Purchase	18,900	10	10.31
21-12-2001	Purchase	10,855	10	10.75
31-12-2001	Purchase	4,080	10	10.76
22-08-2003	Purchase	1,50,000	10	19.83
24-08-2005	Purchase	50,000	10	35.08
07-09-2006	Purchase	56,142	10	36.57
11-09-2006	Purchase	18,858	10	37.28
26-09-2006	Purchase	6,566	10	35.32
27-09-2006	Purchase	68,434	10	35.58
18-11-2014	Sale	-1,00,000	10	68.94
	Total	16,01,600		

No. of Equity

Shares

1,11,500

1.00.000

1,50,000

1.25.000

132

### 21-06-2002 Purchase Total 4,86,500 9) Saroj Kumar Poddar Date of Nature of Transaction No. of Equity Shares Transaction

Allotment pursuant

Purchase

Purchase

Purchase

Nature of Transaction

	to merger of India Steamship Company Limited with Chambal Fertilisers and Chemicals Limited			
15-09-2005	Allotment pursuant to merger of India Steamship Company Limited with Chambal Fertilisers and Chemicals Limited	165	10	19.23
28-08-1997	Purchase	5,831	10	11.74
	Total	6,128		

26-05-2017

12) Shradha Agarwala

Date of

Transaction

10-12-1998

10-12-1998

11-12-1998

11-12-1998

14-12-1998

23-12-1998

24-12-1998

24-12-1998

Purchase

Purchase

Purchase

Purchase

Purchase

Purchase

Purchase

Purchase

Purchase

Nature of Transaction

	Total	6,128		
Jyotsna Poddar				
Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Price (Rs. Per Share)
31-03-2003	Purchase	11,25,000	10	12.08
20-08-2003	Purchase	39,976	10	19.80
21-08-2003	Purchase	10,024	10	19.90
06-02-2004	Purchase	66,681	10	19.17
09-02-2004	Purchase	33,319	10	19.18
23-12-2004	Purchase	75,000	10	25.89
31-03-2005	Purchase	50,000	10	36.03
31-03-2007	Purchase	1,00,000	10	36.46
06-11-2008	Pursuant to	13,41,666	10	30.40
00-11-2000	Memorandum of Family Arrangement dated November 06, 2008	10,71,000	10	
22-03-2013	Purchase	1,00,000	10	50.04
05-06-2013	Purchase	1,00,000	10	45.55
22-08-2014	Purchase	8,30,200	10	60.40
03-07-2017	Purchase	1,00,000	10	121.04
11-03-2020	Purchase	1,23,115	10	133.45
12-03-2020	Purchase	76,885	10	131.45
09-12-2020	Dissolution of Jyotsna Poddar Family Trust	1,25,000	10	-
14-12-2020	Purchase	25,000	10	231.58
23-12-2020	Purchase	15,000	10	226.23
08-11-2021	Purchase	53,134	10	352.71
01-02-2022	Purchase	15,000	10	434.02
	Total	44,05,000		
Akshay Poddar				
Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Price (Rs. Per Share)
11-06-2013	Purchase	1,10,000	10	44.01
	1			

Tata of	Nature of Transaction	No. of Equity	Face Value (Dc.)	Drice (De Der Chare)
naco Rail & Er	ngineering Ltd			
	Total	2,53,964		
-02-2022	Purchase	90,000	10	385.42
-02-2022	Purchase	1,00,000	10	397.91
-06-2010	Purchase	60,214	10	59.52
-06-2010	Purchase	3,750	10	59.75
Date of Insaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Price (Rs. Per Share)
	cture & Holdings Limited			
	Total	3,10,900		
-12-1998	Purchase	2,900	10	12.04
-12-1998	Purchase	100	10	12.04
-12-1998	Purchase	6,700	10	12.04
-12-1998	Purchase	6,000	10	12.04
-12-1998	Purchase	3,000	10	11.99
-12-1998	Purchase	2,400	10	11.94
-12-1998	Purchase	31,200	10	12.04
-12-1998	Purchase	400	10	11.99
-12-1998	Purchase	100	10	11.89
-12-1998	Purchase	6,700	10	11.94
-12-1998	Purchase	23,300	10	11.94

28-28-29-29-

29-29-

29-

29-29-

10.00

12.05

11.82

10.16

10.26

14.01

55.55

54.73

55.95

26.46

14.13

13.29

13.45

18.18

120.24

Date of

Transaction

31-03-2003

05-11-1998

09-11-1998

28-08-2013

28-08-2013

Purchase

Purchase

10

10

10

10

10

10

10

10

Face Value (Rs.) Price (Rs. Per Share)

Face Value (Rs.) Price (Rs. Per Share)

Face Value (Rs.) Price (Rs. Per Share)

10

10

10

10

10

13-00-2010	i uiciiase	00,214	10	33.5				
17-02-2022	Purchase	1,00,000	10	397.9				
18-02-2022	Purchase	90,000	10	385.42				
	Total	2,53,964						
14) Texmaco Rail & Engineering Ltd								
	0 0							
Date of	Nature of Transaction	No. of Equity	Face Value (Rs.)	Price (Rs. Per Share				
Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Price (Rs. Per Share				
	Nature of Transaction  Purchase		Face Value (Rs.)	Price (Rs. Per Share				
Transaction		Shares	, ,	,				

Date of	Nature of Transaction	No. of Equity	Face Value (Rs.)	Price (Rs. Per Share)
15) The Hindustan Ti	mes Limited			
	Total	10,000		
18-02-2022	Sale	-90,000	10	382.30
17-02-2022	Sale	-1,00,000	10	396.27
24-12-2021	Sale	-1,50,000	10	385.94
23-12-2021	Sale	-2,25,000	10	384.86
22-12-2021	Sale	-75,000	10	382.45
20-12-2021	Sale	-2,00,000	10	369.11
21-12-2021	Sale	-1,50,000	10	380.95
26-03-2013	Purchase	2,60,905	10	49.63
26-03-2013	Purchase	1,56,389	10	49.49
25-03-2013	Purchase	73,603	10	49.80
21-03-2013	Purchase	8,103	10	49.69
12-03-2013	Purchase	91,000	10	56.96
11-03-2013	Purchase	55,000	10	57.09
11-03-2013	Purchase	1,15,000	10	56.84
11-03-2013	Purchase	55,000	10	56.79

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Price (Rs. Per Share)
23-07-1992	Allotment	50,00,000	10	10.00
14-10-1992	Allotment	30,00,000	10	10.00
16-08-2010	Purchase	1,23,181	10	67.25
17-08-2010	Purchase	4,00,000	10	68.30
26-08-2010	Purchase	2,00,000	10	67.54
27-08-2010	Purchase	2,75,752	10	68.22
01-09-2010	Purchase	1,64,000	10	68.17
26-11-2010	Purchase	3,10,517	10	85.64
29-11-2010	Purchase	1,59,469	10	86.25
03-12-2010	Purchase	32,000	10	90.59
07-12-2010	Purchase	69,000	10	84.02
08-12-2010	Purchase	1,31,000	10	82.32
09-12-2010	Purchase	75,000	10	74.03
09-12-2010	Purchase	4,25,400	10	76.92
10-12-2010	Purchase	2,00,000	10	77.63
03-02-2011	Purchase	1,000	10	72.92
03-02-2011	Purchase	99,000	10	72.73
04-02-2011	Purchase	1,21,000	10	76.53
07-02-2011	Purchase	79,000	10	74.13
09-02-2011	Purchase	1,60,000	10	68.65
10-02-2011	Purchase	50,000	10	67.95
09-05-2013	Purchase	27,000	10	47.30
03-06-2013	Purchase	20,000	10	43.24
13-06-2013	Purchase	444	10	41.53
13-06-2013	Purchase	38,294	10	41.54
14-06-2013	Purchase	41,262	10	41.86
17-06-2013	Purchase	750	10	41.18
17-06-2013	Purchase	49,250	10	41.27
20-06-2013	Purchase	57,838	10	39.37
20-06-2013	Purchase	2,92,162	10	39.40
21-06-2013	Purchase	3,520	10	37.37
21-06-2013	Purchase	61,480	10	37.34
25-06-2013	Purchase	60,457	10	35.09
25-06-2013	Purchase	1,40,037	10	35.15
26-06-2013	Purchase	94,475	10	34.03
26-06-2013	Purchase	3,05,525	10	33.83
27-06-2013	Purchase	30,000	10	33.55
27-06-2013	Purchase	70,000	10	33.55
26-08-2013	Purchase	7,380	10	33.33
26-08-2013	Purchase	42,620	10	33.36

Date of	Nature of Transaction	No. of Equity	Face Value (Rs.)	Price (Rs. Per Share)
Transaction		Shares		
28-02-2013	Gift from The Birla	84,24,515	10	-
	Cotton Spinning and			
	Weaving Mills Limited			
	Total	84,24,515		
18) Earthstone Hold	ing (Two) Private Limited			
Date of	Nature of Transaction	No. of Equity	Face Value (Rs.)	Price (Rs. Per
Transaction		Shares	, ,	Share)
01-04-2013	Pursuant to merger	1,36,56,476	10	26.63

Date of Transaction 15-02-2019 18-02-2019	Nature of Transaction  Purchase Purchase Total	No. of Equity Shares  2,681 2,319 5,000	10 10	Price (Rs. Per Share) 162.10 163.19
Transaction		Shares	,	
	Nature of Transaction		Face Value (Rs.)	Price (Rs. Per Share
Date of	Nature of Transaction	No. of Equity	Face Value (Rs.)	Price (Rs. Per Share
,				D : (D D OI
) Earthstone Hold	ing (Three) LLP			
	Total	1,36,56,476		
	(Two) Private Limited			
	Earthstone Holding			
	Private Ltd. with			
	Earthstone Holding			
	Trading Co. Ltd. and			
	Trading Co. Ltd., HTL Investment &			
	Investment &			
	Ltd., Shradhanjali			

No. of Equity

Shares

2.90.275

2.90.275

Face Value (Rs.) Price (Rs. Per Share)

10

10

12.95

12.24

# hare) 12.15

12.00
12.03
10.00

U	12.00
0	12.03
0	12.02
0	12.00
0	11.94
0	11.84
0	11.89
0	11.79

10

Face Value (Rs.) Price (Rs. Per Share)

1,25,025

1,50,000

45,000

100

3,800

18,700

2,900

No. of Equity

Shares

29-12-1998	Purchase	2,900	10	12.04
	Total	3,10,900		
B) Texmaco Infrasti	ructure & Holdings Limited			
Date of	Nature of Transaction	No. of Equity	Face Value (Rs.)	Price (Rs. Per Share)
Transaction		Shares		,
11-06-2010	Purchase	3,750	10	59.75
15-06-2010	Purchase	60,214	10	59.52
17-02-2022	Purchase	1,00,000	10	397.91
18-02-2022	Purchase	90,000	10	385.42
	Total	2,53,964		
) Texmaco Rail &	Engineering Ltd			
Date of	Nature of Transaction	No. of Equity	Face Value (Rs.)	Price (Rs. Per Share)
Transaction		Shares	` ,	,
07-03-2013	Purchase	1,85,000	10	56.74
11-03-2013	Purchase	55,000	10	56.79
11-03-2013	Purchase	1,15,000	10	56.84
11-03-2013	Purchase	55,000	10	57.09
40.00.0040	Directions	04.000	40	FC 0C

Nature of Transaction	No. or Equity	i ace value (its.)	FIICE (NS. FEI SII
	Shares	1	,
Purchase	1,85,000	10	5
Purchase	55,000	10	5
Purchase	1,15,000	10	5
Purchase	55,000	10	5
Purchase	91,000	10	5
Purchase	8,103	10	4
Purchase	73,603	10	4
Purchase	1,56,389	10	4
Purchase	2,60,905	10	4
Sale	-1,50,000	10	38
Sale	-2,00,000	10	36
Sale	-75,000	10	38
Sale	-2,25,000	10	38
Sale	-1,50,000	10	38
Sale	-1,00,000	10	39
Sale	-90,000	10	38
Total	10,000		
	Purchase Purchase Purchase Purchase Purchase Purchase Purchase Purchase Purchase Sale Sale Sale Sale Sale Sale Sale Sal	Purchase         1,85,000           Purchase         55,000           Purchase         1,15,000           Purchase         1,15,000           Purchase         55,000           Purchase         91,000           Purchase         8,103           Purchase         73,603           Purchase         1,56,389           Purchase         2,60,905           Sale         -1,50,000           Sale         -2,00,000           Sale         -2,25,000           Sale         -1,50,000           Sale         -1,50,000           Sale         -1,00,000           Sale         -1,00,000           Sale         -1,00,000           Sale         -1,00,000	Shares           Purchase         1,85,000         10           Purchase         55,000         10           Purchase         1,15,000         10           Purchase         55,000         10           Purchase         91,000         10           Purchase         8,103         10           Purchase         73,603         10           Purchase         1,56,389         10           Purchase         2,60,905         10           Sale         -1,50,000         10           Sale         -2,00,000         10           Sale         -75,000         10           Sale         -1,50,000         10

21-03-2013	Purchase	8,103	10	49.69
25-03-2013	Purchase	73,603	10	49.80
26-03-2013	Purchase	1,56,389	10	49.49
26-03-2013	Purchase	2,60,905	10	49.63
21-12-2021	Sale	-1,50,000	10	380.95
20-12-2021	Sale	-2,00,000	10	369.11
22-12-2021	Sale	-75,000	10	382.45
23-12-2021	Sale	-2,25,000	10	384.86
24-12-2021	Sale	-1,50,000	10	385.94
17-02-2022	Sale	-1,00,000	10	396.27
18-02-2022	Sale	-90,000	10	382.30
	Total	10,000		
15) The Hindustan T	imes Limited			
Date of	Nature of Transaction	No. of Equity	Face Value (Rs.)	Price (Rs. Per Share)
Transaction		Shares		
23-07-1992	Allotment	50,00,000	10	10.00
14-10-1992	Allotment	30,00,000	10	10.00
16-08-2010	Purchase	1,23,181	10	67.25
17-08-2010	Purchase	4,00,000	10	68.30
26-08-2010	Purchase	2,00,000	10	67.54
27_08_2010	Purchase	2 75 752	10	68 22

21-12-2021	Sale	-1,50,000	10	380.9
20-12-2021	Sale	-2,00,000	10	369.1
22-12-2021	Sale	-75,000	10	382.4
23-12-2021	Sale	-2,25,000	10	384.8
24-12-2021	Sale	-1,50,000	10	385.9
17-02-2022	Sale	-1,00,000	10	396.2
18-02-2022	Sale	-90,000	10	382.3
	Total	10,000		
15) The Hindustan T	imes Limited			
Date of	Nature of Transaction	No. of Equity	Face Value (Rs.)	Price (Rs. Per Share
Transaction		Shares	,	,
23-07-1992	Allotment	50,00,000	10	10.00
14-10-1992	Allotment	30,00,000	10	10.00
16-08-2010	Purchase	1,23,181	10	67.2
17-08-2010	Purchase	4,00,000	10	68.30
26-08-2010	Purchase	2,00,000	10	67.5
27-08-2010	Purchase	2,75,752	10	68.22
01-09-2010	Purchase	1,64,000	10	68.1
26-11-2010	Purchase	3,10,517	10	85.64
29-11-2010	Purchase	1,59,469	10	86.2
03-12-2010	Purchase	32,000	10	90.59
07-12-2010	Purchase	69,000	10	84.0
08-12-2010	Purchase	1,31,000	10	82.33
09-12-2010	Purchase	75,000	10	74.03
09-12-2010	Purchase	4,25,400	10	76.93

,				
Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Price (Rs. Per Share)
23-07-1992	Allotment	50,00,000	10	10.00
14-10-1992	Allotment	30,00,000	10	10.00
16-08-2010	Purchase	1,23,181	10	67.25
17-08-2010	Purchase	4,00,000	10	68.30
26-08-2010	Purchase	2,00,000	10	67.54
27-08-2010	Purchase	2,75,752	10	68.22
01-09-2010	Purchase	1,64,000	10	68.17
26-11-2010	Purchase	3,10,517	10	85.64
29-11-2010	Purchase	1,59,469	10	86.25
03-12-2010	Purchase	32,000	10	90.59
07-12-2010	Purchase	69,000	10	84.02
08-12-2010	Purchase	1,31,000	10	82.32
09-12-2010	Purchase	75,000	10	74.03
09-12-2010	Purchase	4,25,400	10	76.92
10-12-2010	Purchase	2,00,000	10	77.63
03-02-2011	Purchase	1,000	10	72.92
03-02-2011	Purchase	99,000	10	72.73
04-02-2011	Purchase	1,21,000	10	76.53
07-02-2011	Purchase	79,000	10	74.13
09-02-2011	Purchase	1,60,000	10	68.65
10-02-2011	Purchase	50,000	10	67.95
09-05-2013	Purchase	27,000	10	47.30
03-06-2013	Purchase	20,000	10	43.24
13-06-2013	Purchase	444	10	41.53
13-06-2013	Purchase	38,294	10	41.54
14-06-2013	Purchase	41,262	10	41.86
17-06-2013	Purchase	750	10	41.18
17-06-2013	Purchase	49,250	10	41.27
20-06-2013	Purchase	57,838	10	39.37
20-06-2013	Purchase	2,92,162	10	39.40
21-06-2013	Purchase	3,520	10	37.37
21-06-2013	Purchase	61,480	10	37.34
25-06-2013	Purchase	60,457	10	35.09
25-06-2013	Purchase	1,40,037	10	35.15
00 00 0040	Б .	04.475	40	0.1.00

16) Shobhana Bharl	iia			
Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Price (Rs. Per Share
06-11-2008	Pursuant to Memorandum of Family Arrangement dated November 06, 2008	13,41,667	10	
03-09-2018	Gift from Mr. Shyam Sunder Bhartia	110	10	
	Total	13,41,777		
7) Earthstone Inve	stment & Finance Limited		<u> </u>	
Date of	Nature of Transaction	No. of Equity	Face Value (Rs.)	Price (Rs. Per Share
Transaction		Shares		
28-02-2013	Gift from The Birla Cotton Spinning and Weaving Mills Limited	84,24,515	10	

3,000

7,000

1,24,27,813

10

01-04-2013	Pursuant to merger of Usha Flowell Ltd., Udit (India) Ltd., Britex (India) Ltd., Shradhanjali Investment & Trading Co. Ltd., HTL Investment & Trading Co. Ltd. and Earthstone Holding Private Ltd. with Earthstone Holding (Two) Private Limited	1,36,56,476	10	2
	Total	1,36,56,476		

Date of	Nature of Transaction	No. of Equity	Face Value (Rs.)	Price (Rs. Per Sha
Transaction		Shares		
31-03-2003	Purchase	2,40,100	10	12
	Total	2,40,100		

**Nature of Transaction** 

Purchase

Total

Purchase

Purchase

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Price (Rs. Per Share)
01-04-2019	Gift from Smt. Nandini Nopany	1,000	10	-
	Total	1,000		
23) Shruti Vora				
Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Price (Rs. Per Share)
05-11-1998	Purchase	33,600	10	12.26

1,01,400

24) Deepsl	
Dat	_
Trans	_
02-07	
01-04	
	_

12-1998	Purchase		
	Total		
shikha Trading Co. Private Limited			
ate of saction	Nature of Transaction	N	
07-1993	Conversion of debentures into equity		

n	No. of Equity Shares	Face Value
n	No. of Equity	Face Value
	4,10,000	
	5,000	
	5,000	
	40,000	

10 12.15 (Rs.) Price (Rs. Per Share) 10.00

12.38

49.69

12.41

13.05

18.10 18.10 32.98 33.26 31.73 35.28 36.69 35.49 420.77 426.74

406.61

408.31

402.88

405.14

11.71

10.00

21.28

34.45

34.47

36.22

310.29

34.78

34.50

32.55

36.17

10.00

21.86

310.29

14.13

14.52

15.05

14.98

34.49

35.12

34.74

14.53

10.00

8.40

52.51

67.72

42.41

35.99

14.39

10.26

10.22

10.26

10.26

10.21

10.36

10.33

10.36

10.31

24) Deepshikha Trading Co. Private I			
	Date of	Nature of Tran	
	Transaction		
	02-07-1993	Conversion of	

16-11-1998 16-12-1998

Date of

Transaction

31-03-2003

Deepshikha Tradir	ng Co. Private Limited	
Date of	Nature of Transaction	I
Transaction		ì
02-07-1003	Conversion of	

Purchase

Purchase

ty	200	
of	57,500	
/t.		

4) Deepsilikila Itauli	ig Co. Filvate Lili
Date of	Nature of Trans
Transaction	
02-07-1993	Conversion of
	al a la serate con a desta

140131011 01	
entures into equity	
res	
suant to merger of	

	shares	
01-04-2018	Pursuant to merger of	
	GMB Investments Pvt.	
	Ltd. with Deepshikha	

Trading Co. Private	
Limited	

Purchase

Total	57,700
25) La Monde Trading & Investments Private Ltd	

Private Lte	d		
nsaction	No. of Equity	Face Value (Rs.)	Price (Rs. Per Share)
	Chana		·

15.000

-20,000

-10,000

-20,000

30,85,000

1,00,000

1,00,000

9.00.000

5,00,000

40,000

28.000

50,000

50,000

1,539

23,461

1,25,000

5,61,000

28.000

5,89,200

1,00,000

1.00.000

2,70,000

2,30,000

7,00,000

24,000

35,947

40,053

1,00,000

2,71,900

1,07,250

3,79,350

No. of Equity

No. of Equity

1,40,00,000

1,40,00,000

1.50.000

2,50,000

2,75,000

6,75,000

Shares

No. of Equity

Shares

No. of Equity

Shares

No. of Equity

Shares

No. of Equity

Shares

19,74,200

No. of Equity

Shares

No. of Equity

Shares

No. of Equity

Shares

10

10

10

Face Value (Rs.) Price (Rs. Per Share)

Face Value (Rs.) Price (Rs. Per Share)

10

10

10

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10

10

Face Value (Rs.) Price (Rs. Per Share)

10

10

10

Face Value (Rs.) Price (Rs. Per Share)

10

10

10

10

10

# Nature of Trai

	Total	15,000		
26) Manavta Holdings	Ltd.			
Date of	Nature of Transaction	No. of Equity	Face Value (Rs.)	Price (Rs. Per Share)

Date of Transaction	Nature of Transaction	No. of Equity Shares	I
21-04-2000	Pursuant to	40,00,000	
	amalgamation		

	amalgamation of Mregyanani Investments Limited with Manavta Holdings Ltd.		
18-03-2004	Sale	-2,00,000	1
18-03-2004	Sale	-1,00,000	1
14-02-2005	Sale	-2,15,000	1
15-02-2005	Sale	-2,15,000	1
16-02-2005	Sale	-1,20,000	1
09-11-2005	Purchase	1,50,000	1
07-09-2006	Purchase	1,00,000	1
01-11-2006	Purchase	25,000	1
31-01-2022	Sale	-1,50,000	1
01-02-2022	Sale	-70,000	1
02-02-2022	Sale	-70,000	1

### Transaction 16-03-1999 Purchase Total

28) RTM Investment and Trading Co. Ltd.

Sale

Sale

Sale

Total

27) Pavapuri Trading and Investment Company Ltd.

Nature of Transaction

03-02-2022

09-02-2022

10-02-2022

Date of

Date of	Nature of Transaction	No. of Equity
Transaction		Shares
02-07-1993	Conversion of	200
	debentures into equity	
	shares	
15-09-2005	Allotment pursuant	5,06,000
	to merger of India	
	Steamship Company	
	Limited with Chambal	

Fertilisers and

Purchase

Chemicals Limited

03-08-2013	Purchase
14-08-2013	Purchase
07-11-2022	Purchase
	Total
29) RTM Properties L	td.
29) RTM Properties L	td.  Nature of Transaction
, ,	
Date of	
Date of Transaction	Nature of Transaction

Date of

Transaction

02-07-1993

15-09-2005

07-11-2022

Date of

Transaction

26-07-1999

01-09-1999

22-10-1999

04-11-1999

11-08-2006

16-08-2006

31) Shree Vihar Properties Ltd

31.63

31.65

02-08-2013

# Purchase 30-08-2006 Total

# 30) SCM Investment & Trading Co. Ltd. Nature of Transaction Conversion of debentures into equity

snares	
Allotment pursuant	
to merger of India	
Steamship Company	

### Limited with Chambal Fertilisers and Chemicals Limited Purchase Total

# Nature of Transaction Purchase

Purchase

Purchase

Purchase

Purchase

Purchase

Conversion of

shares

Total

Purchase

Total

35) Chandra Shekhar Nopany (Shekhar Family Trust)

Nopany

Purchase

Purchase

Purchase

Purchase

Purchase

Purchase

Total

Total

debentures into equity

Allotment pursuant

to merger of India

Chemicals Limited

Nature of Transaction

Nature of Transaction

Gift from Smt. Nandini

Nature of Transaction

Steamship Company Limited with Chambal Fertilisers and

Total

### 32) SIL Properties Ltd. Date of Nature of Transaction Transaction

### 17-08-2006 Purchase Total 33) Sonali Commercial Ltd.

### Date of Nature of Transaction Transaction 14-08-1997

02-07-1993

15-09-2005

34) Arhant Vikram Nopany

Date of

Transaction

17-04-2013

Date of

Transaction

13-11-2019

36) Nandini Nopany

Date of

Transaction

09-02-2011

18-06-2013

28-06-2013

05-10-2001

10-10-2001

12-10-2001

37) Manbhawani Inves	stment Ltd.		
	N 4 6 T	44	l

ction	No. of Equity

### Date of Nature of Transac Transactio

Transaction		Shares
31-03-2000	Purchase	15,00,00
04-10-2001	Purchase	5,00

10 16,100 10

21,550 10 23,699

18-10-2001	Purchase	23,100	10	
30-10-2001	Purchase	42,350	10	
31-10-2001	Purchase	35,830	10	
01-11-2001	Purchase	1,03,399	10	
02-11-2001	Purchase	60,700	10	

		i	i	
				10.36
	Purchase			14.03
	Purchase	, ,		13.89
21-08-2003	Purchase	1,08,650	10	19.79
22-08-2003	Purchase	3,91,350	10	19.02
17-03-2004	Purchase	2,00,000		18.21
18-03-2004	Purchase	1,00,000	10	18.26
20-05-2004	Purchase	1,67,489	10	22.66
21-05-2004	Purchase	63,129	10	22.40
24-05-2004	Purchase	19,382	10	23.93
01-10-2004	Purchase	5,000	10	21.09
03-10-2004	Purchase	1,45,000	10	21.13
21-11-2004	Purchase	1,00,000	10	24.71
11-02-2005	Purchase	2,15,000	10	33.16
15-02-2005	Purchase	2,15,000	10	33.44
16-02-2005	Purchase	1,20,000	10	31.92
02-08-2005	Purchase	1,00,000	10	35.21
03-08-2005	Purchase	50,000	10	35.34
24-10-2005	Purchase	75,000	10	34.11
26-10-2005	Purchase	50,000	10	34.16
27-10-2005	Purchase	25,000	10	34.00
31-08-2006	Purchase	50,000	10	36.02
01-09-2006	Purchase	94,805	10	36.00
04-09-2006	Purchase	5,195	10	36.32
31-10-2006	Purchase	25,000	10	35.58
03-11-2006	Purchase	42,893	10	35.65
06-11-2006	Purchase	32,107	10	35.67
13-11-2006	Purchase	25,000	10	35.47
24-09-2010	Purchase	5,323	10	71.30
27-09-2010	Purchase	69,677	10	71.13
01-06-2016	Sale	-5,00,000	10	65.53
31-01-2022	Sale	-1,50,000	10	424.87
01-02-2022	Sale	-70,000	10	427.34
02-02-2022	Sale	-70,000	10	407.91
03-02-2022	Sale	-20,000	10	407.97
07-02-2022	Sale	-2,994	10	401.98
09-02-2022	Sale	-10,000	10	402.91
	17-03-2004 18-03-2004 20-05-2004 21-05-2004 24-05-2004 24-05-2004 01-10-2004 03-10-2004 11-02-2005 16-02-2005 02-08-2005 24-10-2005 24-10-2005 27-10-2005 31-08-2006 01-09-2006 04-09-2006 03-11-2006 03-11-2006 03-11-2006 13-11-2006 13-11-2006 13-11-2006 13-11-2006 24-09-2010 10-06-2016 31-01-2022 01-02-2022 03-02-2022 07-02-2022	18-07-2002         Purchase           19-07-2002         Purchase           21-08-2003         Purchase           22-08-2003         Purchase           17-03-2004         Purchase           18-03-2004         Purchase           20-05-2004         Purchase           21-05-2004         Purchase           24-05-2004         Purchase           01-10-2004         Purchase           03-10-2004         Purchase           11-02-2005         Purchase           15-02-2005         Purchase           16-02-2005         Purchase           16-02-2005         Purchase           24-10-2005         Purchase           24-10-2005         Purchase           24-10-2005         Purchase           24-10-2005         Purchase           27-10-2005         Purchase           31-08-2006         Purchase           04-09-2006         Purchase           04-09-2006         Purchase           03-11-2006         Purchase           03-11-2006         Purchase           04-11-2006         Purchase           04-09-2010         Purchase           13-11-2006         Purchase	18-07-2002         Purchase         2,37,000           19-07-2002         Purchase         1,63,000           21-08-2003         Purchase         1,08,650           22-08-2003         Purchase         3,91,350           17-03-2004         Purchase         2,00,000           18-03-2004         Purchase         1,00,000           20-05-2004         Purchase         63,129           24-05-2004         Purchase         19,382           01-10-2004         Purchase         1,00,000           21-11-2004         Purchase         1,00,000           21-11-2004         Purchase         1,00,000           11-02-2005         Purchase         1,00,000           11-02-2005         Purchase         1,20,000           15-02-2005         Purchase         1,00,000           16-02-2005         Purchase         1,00,000           02-08-2005         Purchase         1,00,000           03-08-2005         Purchase         1,00,000           04-10-2005         Purchase         1,00,000           24-10-2005         Purchase         1,00,000           24-10-2005         Purchase         50,000           24-10-2005         Purchase	18-07-2002         Purchase         2,37,000         10           19-07-2002         Purchase         1,63,000         10           21-08-2003         Purchase         1,08,650         10           22-08-2003         Purchase         3,91,350         10           17-03-2004         Purchase         2,00,000         10           18-03-2004         Purchase         1,00,000         10           20-05-2004         Purchase         1,67,489         10           21-05-2004         Purchase         63,129         10           24-05-2004         Purchase         19,382         10           01-10-2004         Purchase         5,000         10           24-05-2004         Purchase         1,45,000         10           03-10-2004         Purchase         1,00,000         10           21-11-2004         Purchase         1,00,000         10           11-02-2005         Purchase         1,00,000         10           11-02-2005         Purchase         2,15,000         10           15-02-2005         Purchase         1,20,000         10           02-08-2005         Purchase         1,00,000         10           03-08-2

# 38) Nilgiri Plantations Limited

10-02-2022

Sale

Date of	Nature of Transaction	No. of Equity	Face Value (Rs.)	Price (Rs. Per Share)
Transaction		Shares		
25-09-1996	Purchase	2,00,000	10	13.00
31-10-1996	Purchase	1,00,000	10	13.00
08-11-1996	Purchase	1,00,000	10	13.00
29-06-1998	Purchase	2,75,000	10	12.11
13-07-1998	Purchase	1,25,000	10	12.96
03-08-1998	Purchase	4,00,000	10	12.62
02-08-1999	Purchase	5,00,000	10	14.12
31-03-2005	Purchase	12,00,000	10	22.95
31-03-2006	Purchase	4,50,000	10	35.33
31-03-2007	Purchase	4,50,000	10	36.20
28-01-2011	Purchase	1,56,740	10	70.31
10-11-2020	Purchase	1,25,000	10	169.88
28-02-2022	Purchase	20,000	10	375.68
02-03-2022	Purchase	30,000	10	384.40
03-03-2022	Purchase	35,000	10	391.44
04-03-2022	Purchase	25,000	10	387.85
	Total	41,91,740		

-20,000

40,57,006

### Ronson Traders Limited

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Price (Rs. Per Share)
14-08-1997	Purchase	7,85,800	10	14.52
19-08-1997	Purchase	4,94,500	10	13.58
02-09-1997	Purchase	2,00,000	10	11.73
12-04-1999	Conversion of Warrants	17,36,000	10	11.63
12 04 1000	into Equity Shares	17,00,000	10	11.00
06-11-2002	Purchase	4,00,000	10	10.48
05-12-2003	Purchase	2,50,000	10	18.99
27-05-2004	Purchase	67,491	10	24.35
28-05-2004	Purchase	1,32,509	10	23.50
31-05-2004	Purchase	2,00,000	10	22.94
01-06-2004	Purchase	2,50,000	10	22.75
01-12-2004	Purchase	47,979	10	23.81
02-12-2004	Purchase	89,313	10	23.91
04-12-2004	Purchase	92,369	10	23.92
06-12-2004	Purchase	1,50,000	10	24.73
07-12-2004	Purchase	1,55,000	10	24.64
08-12-2004	Purchase	15,339	10	25.08
03-08-2005	Purchase	1,00,000	10	34.68
05-08-2005	Purchase	25,000	10	34.49
11-09-2006	Purchase	1,25,000	10	36.91
26-09-2006	Purchase	50,000	10	35.25
22-09-2010	Purchase	1,00,000	10	72.66
23-09-2010	Purchase	25,000	10	71.75
27-11-2012	Purchase	30,000	10	66.46
29-11-2012	Purchase	15,000	10	66.36
24-03-2013	Purchase	669	10	49.35
26-03-2013	Purchase	1,91,831	10	49.74
01-06-2016	Purchase	5,00,000	10	66.08
03-10-2016	Purchase	3,25,000	10	60.81
23-05-2018	Purchase	1,00,000	10	164.46
11-02-2022	Purchase	50,000	10	395.92
14-02-2022	Purchase	1,03,000	10	377.27
15-02-2022	Purchase	12,000	10	370.39
09-11-2022	Purchase	40,000	10	312.99
10-11-2022	Purchase	16,000	10	309.69
	Total	68,74,800		

# 40) Shital Commercial Limited

Date of	Nature of Transaction	No. of Equity	Face Value (Rs.)	Price (Rs. Per Share)			
Transaction		Shares					
12-10-1992	Purchase	15,000	10	10.00			
24-03-2004	Purchase	48,318	10	17.41			
19-05-2004	Purchase	20,000	10	22.06			
22-05-2004	Purchase	30,000	10	22.38			
28-01-2011	Purchase	25,000	10	70.05			
	Total	1,38,318					
41) Sidh Enterprises Ltd.							
Data of	Noture of Transposion	No. of Equity	Eggs Value (Pa )	Drice (Do Dor Chare)			

27-05-2022

30-05-2022

Purchase

Purchase

Date of	Nature of Transaction	No. or Equity	race value (RS.)	Frice (RS. Fer Silare)
Transaction		Shares		
16-03-1999	Purchase	1,00,000	10	11.57
01-04-2009	Pursuant to merger of La Monde Exports Private Limited with Sidh Enterprises Ltd.	38,500	10	10.39
26-03-2013	Purchase	15,000	10	49.74
	Total	1,53,500		
42) SIL Investments L	imited			
Date of	Nature of Transaction	No. of Equity	Face Value (Rs.)	Price (Rs. Per Share)

26-03-2013	Purchase	15,000	10	49.74
	Total	1,53,500		
2) SIL Investments	Limited			
Date of	Nature of Transaction	No. of Equity	Face Value (Rs.)	Price (Rs. Per Share)
Transaction		Shares	,	,
31-03-1994	Purchase	1,14,82,460	10	14.99
31-03-1995	Purchase	35,47,200	10	26.42
12-04-1999	Conversion of Warrants	1,40,00,000	10	11.63
	into equity shares			
15-09-2005	Allotment pursuant	9,23,795	10	18.18
	to merger of India			
	Steamship Company			
	Limited with Chambal			
	Fertilisers and			
	Chemicals Limited			
20-02-2018	Purchase	1,27,405	10	156.74
21-02-2018	Purchase	1,70,104	10	159.08
23-02-2018	Purchase	55,759	10	157.10
26-02-2018	Purchase	2,33,478	10	163.07
28-02-2018	Purchase	54,749	10	162.91
05-03-2018	Purchase	4,57,711	10	165.33
12-03-2018	Purchase	50,306	10	155.77
16-03-2018	Purchase	1,99,164	10	167.21
19-03-2018	Purchase	58,787	10	163.48
27-03-2018	Purchase	1,22,537	10	164.21
17-02-2022	Purchase	25,000	10	395.61
18-02-2022	Purchase	45,000	10	389.22
21-02-2022	Purchase	75,000	10	377.08
22-02-2022	Purchase	75,000	10	369.90
23-02-2022	Purchase	40,000	10	381.80
24-02-2022	Purchase	5,000	10	369.32
04-03-2022	Purchase	5,000	10	389.61
07-03-2022	Purchase	40,000	10	383.06
08-03-2022	Purchase	40,000	10	394.07
09-03-2022	Purchase	40,000	10	397.09
	- ·			

20.000

20,000

10

348.94

360.37

31-05-2022	Purchase	20,000	10	364.02
	Total	3.19.33.455		

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Price (Rs. Per Share
08-09-1995	Purchase	1,27,000	10	22.30
15-10-1996	Purchase	1,00,000	10	13.00
14-08-1997	Purchase	5,00,000	10	14.12
30-04-1998	Purchase	13,00,000	10	14.25
13-05-1998	Purchase	2,00,000	10	12.60
22-06-1998	Purchase	4,00,000	10	12.25
22-07-1999	Purchase	5,00,000	10	14.38
10-07-2000	Purchase	13,30,113	10	11.95
11-08-2000	Purchase	1,69,887	10	12.00
24-09-2001	Purchase	1,67,851	10	10.10
27-09-2001	Purchase	22,611	10	10.16
11-10-2001	Purchase	27,959	10	10.20
17-10-2001	Purchase	17,000	10	10.2
27-10-2001	Purchase	29,000	10	10.2
01-11-2001	Purchase	56,492	10	10.3
06-11-2001	Purchase	48,900	10	10.3
09-11-2001	Purchase	40,000	10	10.3
12-11-2001	Purchase	40,187	10	10.3
15-07-2002	Purchase	2,00,000	10	14.02
02-06-2004	Purchase	1,83,412	10	22.58
03-06-2004	Purchase	2,16,588	10	22.82
04-10-2004	Purchase	20,000	10	21.08
11-10-2004	Purchase	20,901	10	21.13
12-10-2004	Purchase	50,000	10	21.2
14-10-2004	Purchase	50,000	10	21.00
15-10-2004	Purchase	1,00,000	10	21.03
01-12-2004	Purchase	1,09,099	10	23.72
09-11-2005	Purchase	1,00,000	10	35.0
10-11-2005	Purchase	1,16,100	10	35.20
11-11-2005	Purchase	35,000	10	35.42
14-11-2005	Purchase	48,900	10	35.78
11-09-2006	Purchase	50,000	10	36.50
12-09-2006	Purchase	14,428	10	35.58
13-09-2006	Purchase	33,804	10	36.40
14-09-2006	Purchase	4,642	10	36.2
15-09-2006	Purchase	50,000	10	36.00
21-09-2006	Purchase	19,839	10	35.5
26-09-2006	Purchase	27,287	10	35.83
31-10-2006	Purchase	25,000	10	35.73
01-11-2006	Purchase	50,000	10	35.79
22-09-2010	Purchase	1,25,000	10	73.02
28-03-2013	Purchase	50,000	10	49.68
03-10-2016	Purchase	80,000	10	60.57
24-02-2022	Purchase	51,189	10	365.83

# Total 44) Yashovardhan Investment & Trading Co. Ltd.

14-02-2023

405.17

Date of Transaction			Face Value (Rs.)	Price (Rs. Per Share)	
12-04-1999	Conversion of Warrants into Equity	10,00,000	10	11.63	
	Shares				
31-10-1998	Purchase	13,14,500	10	13.49	
22-06-2000	Purchase	4,00,000	10	12.01	
20-07-2001	Purchase	1,50,000	10	12.16	
18-07-2002	Purchase	1,00,000	10	13.70	
19-07-2002	Purchase	1,00,000	10	13.75	
25-08-2003	Purchase	1,00,000	10	18.63	
17-09-2003	Purchase	57,288	10	17.30	
18-09-2003	Purchase	2,42,712	10	17.32	
03-11-2003	Purchase	1,50,000	10	17.22	
20-11-2003	Purchase	50,000	10	17.98	
09-12-2003	Purchase	17,50,000	10	21.73	
18-09-2006	Purchase	1,05,644	10	36.05	
19-09-2006	Purchase	1,04,356	10	35.78	
22-09-2006	Purchase	98,111	10	36.16	
28-09-2006	Purchase	91,889	10	35.57	
21-05-2018	Purchase	80,000	10	160.45	
15-02-2022	Purchase	50,000	10	374.21	
16-02-2022	Purchase	61,189	10	392.58	
23-02-2022	Purchase	35,000	10	375.06	
24-02-2022	Purchase	18,811	10	376.13	
·	Total	60,59,500			

-1,66,900

67,41,289

10

299.91

of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as equity shareholders of the Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback. NO DEFAULTS There are no defaults subsisting in the repayment of any deposits (including interest payable thereon), redemption

8.3 The Buyback will not result in any benefit to the Promoter and Promoter Group or persons in control or any Director

of debentures or preference shares, payment of dividend or repayment of any term loans to any financial institution or banks (including interest payable thereon), as may be applicable 10. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE BUYBACK REGULATIONS

### 10.1 All the Equity Shares of the Company are fully paid-up; 10.2 The Company in accordance with the provisions of Regulations 24(i)(b), 24(i)(f) of the Buyback Regulations

- and Section 68(8) of the Act shall no
- a) issue any shares or other specified securities including by way of bonus till the expiry of the Buyback
  - b) raise further capital (including any further issuance/allotment under Section 62(1)(a) of the Act) for a period of 1 (one) year from the expiry of Buyback Period, except by way of bonus shares or equity
- schemes, sweat equity or conversion of preference shares or debentures into equity shares, as may be applicable; 10.3 The Company shall pay the consideration only by way of cash;
- The Company shall not withdraw the Buyback after the Public Announcement of the Buyback offer is made;
- 10.5 The Company shall not Buyback its Equity Shares so as to delist its shares from the Stock Exchanges: The Company shall not Buyback locked-in Equity Shares and non-transferable Equity Shares until the
- pendency of the lock-in or till the Equity Shares become transferable; The Company shall transfer from its free reserves a sum equal to the nominal value of the Equity Shares
- purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements; The Company shall not Buyback its Equity Shares from any person through a negotiated deal whether
- on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback; 10.9 The Company has been in compliance with Sections 92, 123, 127 and 129 of the Act:
- 10.10 The aggregate amount of the Buyback Size i.e. up to Rs. 700 Crores (Rupees Seven Hundred Crores Only) does not exceed 10% (being 9.82% and 9.52% of the aggregate of the paid-up capital and free
- reserves of the Company as per the latest audited standalone financial statements and consolidated financial statements as at March 31, 2023 respectively available as on the date of the Board Meeting approving the proposal of the Buyback); 10.11 The maximum number of equity shares proposed to be purchased under the Buyback, i.e., up to 1,55,55,555 Equity Shares, does not exceed 25% of the total number of equity shares in the paid-up equity
- share capital as per the latest audited standalone financial statements as at March 31, 2023; 10.12 The Company shall not make any offer of buyback within a period of one year reckoned from the date of expiry of the Buyback period;
- 10.13 There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act, as on date; 10.14 The Company shall not directly or indirectly purchase its Equity Shares through any subsidiary compar
- companies; 10.15 The Company will ensure consequent reduction of its share capital post Buyback and the Equity Share bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the Buyback Regulations and the Act within the specified timelines;
- 10.16 The ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more that twice the paid-up equity share capital and free reserves after the Buyback based on both the standalor and consolidated financial statements of the Company as on March 31, 2023, whichever sets out a low
- 10.17 The Buyback shall be completed within a period of 1 (one) year from the date of passing of the Boar resolution i.e. January 08, 2024; and
- 10.18 The Company has outstanding facilities with lenders. In accordance with Regulation 5(i)(c) and Schedule clause (xii) of the Buyback Regulations, it is confirmed that there is no breach of any covenants of the loar taken from all the lenders including the consortium of lenders. Further, the Company has received the price

# 11. BOARD AND STATUTORY AUDITOR CONFIRMATION

the date of the Board Meeting; and

- 11.1 The Board has confirmed that it has made a full enquiry into the affairs and prospects of the Company ar has formed the opinion:
- (a) that immediately following the date on which the Board Meeting is convened, i.e. January 08, 2024, approving the Buyback, there will be no grounds on which the Company could be found unable to pay
  - (b) that as regards the Company's prospects for the year immediately following the date on which the Board Meeting is convened, having regard to the Board's intention with respect to the management of Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet

(c) that in forming an opinion for the above purposes, the Board has taken into account the liabilities as if

its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from

Ε

the Company was being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code, 2016 (including prospective and contingent liabilities). The text of the report dated January 08, 2024 of Price Waterhouse Chartered Accountants LLP, the

# Statutory Auditors of the Company, addressed to the Board is reproduced below

The Board of Directors Chambal Fertilisers and Chemicals Limited First Floor, 5, Commercial Centre,

Quote

Statutory Auditor's Report in respect of proposed Buyback of Equity Shares by Chambal Fertilisers and Chemicals Limited ("Company") pursuant to the requirement of Schedule I to Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 as amended ("the Buyback Regulations") and Section 68 and 70 of the Companies Act, 2013 ("the Act")

1. This report is issued in accordance with the terms of our engagement letter dated January 08, 2024.

We have been engaged by the Company to perform a reasonable assurance engagement on the determination of the amount of permissible capital payment as detailed in the accompanying statement of permissible limit of capital payment in Annexure 1 ("Statement") in connection with the proposed buy-back by the Company of its equity shares in pursuance of Section 68 and 70 of the Act, the Companies (Share Capital and Debentures) Rules 2014 and the Buyback Regulations and on the opinions expressed by the Board of Directors of the Company, as required under the Buyback Regulations. We have initialled the Annexure 1 for identification purposes only.

## Board of Directors' Responsibility

Jasola, New Delhi- 110025

- The Board of Directors of the Company is responsible for the following:
- The amount of capital payment for the buy-back is properly determined within the permissible capital payment limits computed in accordance with the Act and the Buyback Regulations;
- It has made a full inquiry into the affairs and prospects of the Company and has formed the opinion that the Company will not be rendered insolvent within a period of one year from the date of the Board Meeting approving the buyback ("Board Meeting"); and
- A declaration is signed by at least two directors of the Company, that the Board of Directors has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that the Company will not be rendered insolvent within a period of one year from the date of Board Meeting and in forming the opinion, it has taken into account the liabilities, as if the Company was being wound up under the provisions of the Act.

## Auditor's Responsibility

- Pursuant to the requirement of the Buyback Regulations, it is our responsibility to obtain reasonable assurance on the following "Reporting Criteria":
- whether we inquired into the state of affairs of the Company in relation to its audited standalone financial statements and audited consolidated financial statements as at and for the year ended March 31, 2023;
- whether the amount of permissible capital payment as set out in Annexure 1 towards the proposed buyback of equity shares is properly determined in accordance with Section 68 of the Act and the Buyback Regulations; and whether the Board of Directors of the Company in their Board Meeting held on January 08, 2024 has formed the
- opinion, as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from date of the passing the Board Resolution. 5. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence
- on the Reporting Criteria. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the Reporting Criteria. Within the scope of our work, we performed the following
  - Examined authorisation for buyback in the Articles of Association of the Company: Examined that the amount of capital payment for the buyback as detailed in Annexure 1 is within the permissible
- limit computed in accordance with the provisions of Section 68 of the Act and Buyback Regulations Examined that the ratio of the debt owned by the Company, if any, is not more than twice the paid up capital and
- free reserves after such buyback;
- iv) Examined that all the shares for buyback are fully paid-up; Inquired into the state of affairs of the Company in relation to its audited standalone financial statements and audited consolidated financial statements as at and for the year ended March 31, 2023 and examined budgets and
- projections prepared by the Management vi) Examined minutes of the meetings of the Board of Directors;
- vii) Examined Directors' declaration for the purpose of buyback and solvency of the Company; and
- viii) Obtained appropriate representations from the Management of the Company.
- We conducted our examination in accordance with the "Guidance Note on Reports or Certificates for Special Purposes" (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance
- Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI 7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1 "Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements".
- The Audited Standalone and Consolidated Financial Statements referred to in paragraph 5 (v) above, have been audited by us on which we issued an unmodified audit opinion vide our reports dated May 26, 2023. Our audit of these financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the ICAI. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audits were not planned and performed in connection with any transactions to

### Opinion 9.

As a result of our performance of aforementioned procedures, we report that: We have inquired into the state of affairs of the Company in relation to its audited standalone financial statements

identify matters that may be of potential interest to third parties

- and audited consolidated financial statements as at and for the year ended March 31, 2023; the amount of permissible capital payment as set out in Annexure 1 towards the proposed buyback of equity
- shares is properly determined in accordance with Section 68 of the Act and the Buyback Regulations; and The Board of Directors of the Company in their meeting held on January 08, 2024 has formed the opinion, as
- specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from date of the passing the Board Resolution. Restriction on Uses

- 10. Our work was performed solely to assist you in meeting your responsibilities with reference to the Buyback Regulations. Our obligations in respect of this report are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have (or may have had) as auditors of the Company or otherwise Nothing in this report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care we may have in our capacity as auditors of the Company. This report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of
- the Buyback Regulations solely to enable the Board of Directors of the Company to include in Letter of Offer and Public Announcement to be made to the shareholders of the Company, which will be filed with: (a) the Registral of Companies, Securities and Exchange Board of India, BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE"); (b) the National Securities Depository Limited and Central Depository Services (India) Limited for the purpose of extinguishment of equity shares; (c) the Authorised Dealer Bank, as authorised by the Board of Directors, for the purpose of capital payment; and (d) for providing to the manager to the buyback appointed by the Company. 12. Our deliverable should not be used for any other purpose. Price Waterhouse Chartered Accountants LLP does not
- accept or assume any liability or duty of care for any other purpose or to any other person to whom this report, or Letter of Offer or Public Announcement which includes our report, is shown or into whose hands it may come save where expressly agreed by our prior consent in writing. For Price Waterhouse Chartered Accountants LLP

Annexure-1

Firm Registration Number: 012754N/N500016 Abhishek Rara

Partner Membership Number: 077779 UDIN:2407777BKEHRK1820

Date: January 08, 2024

Place: New Delhi

Regulations")

# Statement of Permissible Limit of Capital Payment

Computation of amount of permissible limit of capital payment towards buy-back of equity shares pursuant to the requirement of section 68 and 70 of the Companies Act 2013, the Companies (Share Capital and Debentures) Rules, 2014 and Securities and Exchange Board of India (Buyback of Securities) Regulation 2018 as amended ("the Buyback

As at March 31, 2023

(Rs. in Crore)

3 There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act, as on date;	Sr. No.	Particulars	Amount as per Standalone Financial Statements	Amount as per Consolidated Financial Statements
4 The Company shall not directly or indirectly purchase its Equity Shares through any subsidiary company including its own subsidiary companies or through any investment company or group of investment			(Audited)	(Audited)
companies;		Paid-up Equity Share Capital	416.21	416.21
The Company will ensure consequent reduction of its share capital post Buyback and the Equity Shares	В	Free Reserves:		
bought back by the Company will be extinguished and physically destroyed in the manner prescribed under		Retained Earnings	5,994.94	6,225.27
the Buyback Regulations and the Act within the specified timelines;		General Reserve	734.26	734.26
6 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 after the Buyback based on both the standalone		Securities Premium	6.42	6.42
and consolidated financial statements of the Company as on March 31, 2023, whichever sets out a lower amount:		Less: adjustment as per section 2 (43) of Companies Act 2013:		
The Buyback shall be completed within a period of 1 (one) year from the date of passing of the Board		Unrealised gains	(26.54)	(26.54)
resolution i.e. January 08, 2024; and		Total Free Reserves (B)	6,709.08	6,939.41
3 The Company has outstanding facilities with lenders. In accordance with Regulation 5(i)(c) and Schedule I clause (xii) of the Buyback Regulations, it is confirmed that there is no breach of any covenants of the loans	С	Total Paid-up equity capital and free reserves (A+B)	7,125.29	7,355.62
taken from all the lenders including the consortium of lenders. Further, the Company has received the prior written consent from the lender as applicable for the proposed Buyback.	D	Maximum amount permissible for the	712.53	735.56
RD AND STATUTORY AUDITOR CONFIRMATION  The Board has confirmed that it has made a full enquiry into the affairs and prospects of the Company and		buyback as per section 68 (2) (i) read with buyback regulations [i.e. 10% of		
has formed the opinion:		paid-up equity share capital and free		

consolidated amount For and on behalf of Board of Directors of Chambal Fertilisers and Chemicals Limited

Chief Financial Officer Place: New Delhi Date: January 08, 2024

reserves as above] C\*10%

Maximum amount permissible for the

buyback: lower of standalone and

712.53

### Unquote

## 12. RECORD DATE AND SHAREHOLDER'S ENTITLEMENT

- As required under the Buyback Regulations, the Company has fixed January 18, 2024 as the record date (the "Record Date") for the purpose of determining the entitlement and the names of the equity shareholders who are eligible to participate in the Buyback.
- As required under the Buyback Regulations, the dispatch of the letter of offer, shall be through electronic mode in accordance with the provisions of the Act and the Buyback Regulations, within 2 (two) working days from the Record Date and that in the case of receipt of a request from any Eligible Shareholder to receive a copy of the letter of offer in physical form, the same shall be provided.
- The Equity Shares to be bought back as part of the Buyback are divided into two categories:
  - (i) Reserved category for Small Shareholders (defined hereinafter); and
  - (ii) General category for all other shareholders.
- As defined in Regulation 2(i)(n) of the Buyback Regulations, a "Small Shareholder" is a shareholder who holds equity shares having market value, on the basis of closing price of equity shares on the stock exchange having highest trading volume as on the Record Date, of not more than Rs. 2,00,000/- (Rupees Two Lakhs only).
- In accordance with Regulation 6 of the Buyback Regulations, 15% (Fifteen percent) of the number of Equity Shares, which the Company proposes to Buyback or such number of Equity Shares entitled as per the shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.
- On the basis of the shareholding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder, including Small Shareholders, to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective shareholder on the Record Date and the ratio of the Buyback applicable in the category to which such shareholder belongs.
- In accordance with Regulation 9(ix) of the Buyback Regulations, in order to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder category, the Company will club together the Equity Shares held by such shareholders with a common Permanent Account Number (the "PAN") for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the equity shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of physical shareholders, where the sequence of PANs is identical, the Company will club together the equity shares held in such cases. Similarly, in case of physical shareholders where PAN is not available, the Company will check the sequence of names of the joint holders and club together the equity shares held in such cases where the sequence of name of joint shareholders is identical. The shareholding of institutional investors like mutual funds, pension funds/trusts, insurance companies etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the registrar and transfer agent (the "Registrar") as per the shareholder records received from the depositories
- 12.8 After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.
- The participation of Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate. Eligible Shareholders may also tender a part of their entitlement. Eligible Shareholders also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback
- 12.10 The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account.
- 12.11 The Equity Shares tendered as per the entitlement by the Eligible Shareholder as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in the Buyback Regulations. The settlement of the tenders under the Buyback will be done using the "Mechanism for acquisition of shares through Stock Exchange" notified under the SEBI Circulars.
- 12.12 Participation in the Buyback by shareholders will trigger the Buyback Tax in India and such tax is to be discharged by the Company. Any income received by Eligible Shareholders pursuant to the Buyback of shares will not be included in the total taxable income of such shareholders. The Buyback will also be chargeable to securities transaction tax in India. The shareholders are advised to consult their own legal financial, and tax advisors prior to participating in the Buyback. Eligible Shareholders will receive a letter of offer along with a tender form indicating their respective entitlement for participating in the Buyback.
- 12.13 Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant timetable will be included in the letter of offer to be sent in due course to the Eligible Shareholders

## 13. PROCESS AND METHODOLOGY FOR BUYBACK

- The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified vide the SEBI Circulars and following the procedure prescribed in the Act and the Buyback Regulations, and as may be determined by the Board and on such terms and conditions as may be permitted by law from time to time.
- 13.2 For implementation of the Buyback, the Company has appointed Axis Capital Limited as the registered broker to the Company (the "Company's Broker") to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buyback through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are

# AXIS CAPITAL

# **Axis Capital Limited**

1st Floor, Axis House, C-2 Wadia International Centre, P. B. Marg, Worli, Mumbai - 400 025

Tel:- +91 22 4325 2183

Contact Person: Amrish Parmar

Email: CFCL.buyback@axiscap.in

- 13.3 The Company will request BSE to provide a separate acquisition window ("Acquisition Window") to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback BSE has been appointed as the designated stock exchange for the purpose of this Buyback. The details of the Acquisition Window will be specified by the BSE from time to time.
- During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective Stock Brokers ("Stock Broker") during normal trading hours of the secondary market. Stock Brokers may enter orders for demat shares as well as physical shares.
- In the event the Stock Brokers of any Eligible Shareholder is not registered with BSE as a trading member/ stock broker, then that Eligible Shareholder can approach any BSE registered stock broker and can register themselves by using quick unique client code (the "UCC") facility through the registered stock broker (after submitting all details as may be required by such registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other registered broker, Eligible Shareholders may approach Company's Broker to place their bids, subject to completion
- The Buyback Regulations do not restrict Eligible Shareholders from placing multiple bids and modifying bids, therefore, modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance. Eligible Shareholders are requested to consult their respective Stock Brokers regarding the same
- The cumulative quantity tendered shall be made available on the website of the BSE throughout the trading sessions and will be updated at specific intervals during the tendering period.
- 13.8 Further, the Company will not accept Equity Shares tendered in Buyback which are under restraint order of the court/any other competent authority for transfer/sale and /or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.
- 13.9 The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the FEMA and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and

- also subject to the receipt/provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the RBI under the FEMA and rules and regulations framed thereunder, if any.
- 13.10 The reporting requirements for non-resident shareholders under the FEMA and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Stock Broker through which the Eligible Shareholder places the bid.
- 13.11 Procedure to be followed by Eligible Shareholders holding Equity Shares in dematerialized form:
- Eligible Shareholders who desire to tender their Equity Shares in dematerialized form under the Buyback would have to do so through their respective Stock Broker by indicating the details of Equity Shares they intend to tender under the Buyback.
- (ii) The Stock Broker would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of the BSE.
- The lien shall be marked by the Stock Broker in the demat account of the Eligible Shareholder for the shares tendered in tender offer. Details of shares marked as lien in the demat account of the Eligible Shareholde shall be provided by the depositories to the Indian Clearing Corporation Limited ("Clearing Corporation"). In case, the shareholders demat account is held with one depository and clearing member pool and Clearing Corporation account is held with other depository, shares shall be blocked in the shareholders demat account at source depository during the tendering period. Inter depository tender offer (the "IDT") instructions shall be initialed by the shareholders at source depository to clearing member/ Clearing Corporation account at target depository. Source depository shall block the shareholder's securities (i.e., transfers from free balance to blocked balance) and send IDT message to target depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target depository to the Clearing Corporation.
- For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order/bid by custodian. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- Upon placing the bid, the Stock Broker shall provide a Transaction Registration Slip ("TRS") generated by the exchange bidding system to the Eligible Shareholder. The TRS will contain the details of the order submitted like bid ID number, application number, DP ID, client ID, number of Equity Shares tendered, etc. In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the Exchange Bidding System, the bid by such Eligible Shareholder shall be deemed to have been accepted.
- It is clarified that in case of dematerialized Equity Shares, submission of the tender form and TRS to the Registrar is not required. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted for Eligible Shareholders holding Equity Shares in demat form.
- Eligible Shareholders will have to ensure that they keep the depository participant (the "DP") account active and unblocked. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company. In the event if any equity shares are tendered to Clearing Corporation. excess dematerialized equity shares or unaccepted dematerialized equity shares, if any, tendered by the Eligible Shareholders would be returned to them by Clearing Corporation. If the security transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the shareholder broker's depository pool account for onward transfer to the Eligible Shareholder. In case of custodian participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any will be refunded to the respective custodian depository pool account.
- Eligible Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the demat shares in respect of the tender form to be sent. Such documents may include (but not limited to): (a) duly attested power of attorney, if any person other than the Eligible Shareholder has signed the tender form; and (b) in case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolution).

## 13.12 Procedure to be followed by Eligible Shareholders holding Equity Shares in physical form:

While shareholders holding Equity Shares in physical form are eligible to participate in the Buyback, they are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions in a convenient and effective manner.

The procedure to be followed by Equity Shareholders holding Equity Shares in the physical form is as below:

- Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach the Stock Broker along with the complete set of documents for verification procedures to be carried out including (i) original share certificate(s), (ii) valid share transfer form(s) duly filled and signed by the transferors (i.e., by all registered shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company, (iii) self-attested copy of the shareholder's PAN Card, and (iv) any other relevant documents such as power of attorney, corporate authorization (including board resolution/ specimen signature), as applicable. In addition, if the address of an Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card. Voter Identity Card or Passport.
- Based on these documents, the Stock Broker shall place the bid on behalf of the Eligible Shareholder holding Equity Shares in physical form who wishes to tender Equity Shares in the Buyback using the Acquisition Window of the BSE. Upon placing the bid, the Stock Broker shall provide a TRS generated by the BSE's bidding system to the Eligible Shareholder. The TRS will contain the details of the order submitted like folio number, certificate number, distinctive number, number of Equity Shares tendered, etc.
- The Stock Broker has to deliver the original share certificate(s) and documents as mentioned in paragraph 13.12(i) along with the TRS either by registered post or courier or hand delivery to the Registrar (at the address mentioned at paragraph 15 below of the Registrar details of which will be included in the Letter of Offer) within 2 (two) days of bidding by the Stock Broker. The envelope should be super scribed as "Chambal Fertilisers and Chemicals Ltd Buyback 2024". One copy of the TRS will be retained by the Registrar and it will provide acknowledgement of the same to the Stock Broker/Eligible Shareholder.
- An Eligible Shareholder holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for the Buyback shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and till such time the BSE shall display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, it will be treated as 'confirmed bids'.
- All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds, amongst others: (i) if there is any other company's equity share certificate(s) enclosed with the Tender Form instead of the Equity Share certificate(s) of the Company; (ii) if the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; (iii) if the Eligible Shareholders tender Equity Shares but the Registrar to the Buyback does not receive the Equity Share certificate(s) or other relevant documents; or (iv) in case the signature on the Tender Form and Form SH-4 does not match as per the specimen signature recorded with Company/Registrar of the Company. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022,
- mandated all listed companies to issue the securities in dematerialized form only while processing the service request of issue, inter alla, relating to the sub-division or splitting of share certificate. In view of the same, the Company shall issue a letter of confirmation ("LOC") in lieu of any excess physical Equity Shares pursuant to proportionate acceptance/rejection and the LOC shall be dispatched to the address registered with the Registrar. The Registrar shall retain the original share certificate and deface the certificate with a stamp "Letter of Confirmation Issued" on the face / reverse of the certificate to the extent of the excess physical shares. The LOC shall be valid for a period of 120 days from the date of its issuance, within which the Equity Shareholder shall be required to make a request to his/her depository participant for dematerializing the physical Equity Shares returned. In case the Equity Shareholder fails to submit the demat request within the aforesaid period, the Registrar shall credit the Equity Shares to a separate demat account of the Company opened for the said purpose.
- In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Equity Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before buyback closing date.
- In case the Equity Shares are held on repatriation basis, the Eligible Shareholder, being a Non-Resident Indian Shareholder, should obtain and enclose a letter from its authorised dealer / bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by such Eligible Shareholder, from the appropriate account as specified by RBI in its approval. In case the Eligible Shareholder, being a Non-Resident Indian Shareholder, is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis, and in that case, the Eligible Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buyback.

If any of the above stated documents (as applicable) are not enclosed along with the tender form, the Equity Shares tendered by Eligible Shareholders, being Non-Resident Shareholders/ Non-Resident Indian Shareholders, as applicable, under the Buyback are liable to be rejected.

### 13.13 METHOD OF SETTLEMENT

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

- The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary
- The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank accounts as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to respective Eligible Shareholders. If Eligible Shareholders' bank account details are not available or if the funds transfer instruction is rejected by the RBI/an Eligible Shareholder's bank, due to any reason, then such funds will be transferred to the concerned Stock Broker's settlement bank account for onward transfer to such Eligible Shareholder.
- For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Stock Broker's settlement accounts for releasing the same to the respective Eligible Shareholder's account.
- In case of certain client types, i.e., NRI, foreign clients, etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Stock Broker's settlement accounts for releasing the same to the respective Eligible Shareholder's account. For this purpose, the client type details would be collected from the depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable  $\ensuremath{\mathsf{mechanism}}$  prescribed by BSE and the Clearing Corporation from time to time.
- Details in respect of shareholder's entitlement for tender offer process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation.
- In the case of inter depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of Inter Depository Tender Offer ("IDT") message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target Depository on settlement date.
- Eligible Shareholders should ensure that their depository account is maintained till the lien, if any, marked against unaccepted Equity Shares is released on completion of formalities pertaining to the Buyback.
- The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- The Equity Shares bought back in demat form would be transferred directly to the demat account of the Company opened for the Buyback ("Company Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchange.
- Eligible Shareholders who intend to participate in the Buyback should consult their respective Stock Broker for any cost, applicable taxes, charges and expenses (including brokerage), stamp duty etc., that may be levied including by the Stock Broker upon the Eligible Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders in respect of accepted Equity Shares could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage and/or stamp duty) incurred solely by the Eligible Shareholders. The Stock Brokers(s) would issue contract note and pay the consideration for the Equity Shares accepted under the Buyback.
- 13.14 The Equity Shares lying to the credit of the Company Demat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.

## 14. COMPLIANCE OFFICER

The Company has designated the following as the Compliance Officer for the Buyback:

Mr. Tridib Barat

Designation Company Secretary and Compliance Officer

"Corporate One", First Floor, 5, Commercial Centre, Jasola, New Delhi – 110 025 Address +91 11 4169 7900/ 4658 1300 Contact

complianceofficer@chambal.in

In case of any clarifications or to address grievance, the Eligible Shareholders may contact the Compliance Officer on all working days, from Monday to Friday between 10:00 am (IST) to 5:00 pm (IST), at the above mentioned

# 15. REGISTRAR TO THE BUYBACK/INVESTOR SERVICE CENTRE

In case of any queries, Eligible Shareholders may also contact the Registrar to the Buyback or the Secretarial team of the Company at the Corporate office at New Delhi of the Company, during office hours i.e., from 10.00 a.m. to 5.00 p.m. on all working days:

Registrar to the Buyback

# **LINK** Intime

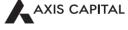
C 101, 1st Floor, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400 083, Maharashtra, India.

Tel.: +91 8109114949; Fax: +91 22 4918 6060

 ${\it Email:} \ \underline{chambal.buyback2024@linkintime.co.in}; \ Website: \underline{www.linkintime.co.in}$ Contact Person: Ms. Shanti Gopalkrishnan

SEBI Registration No.: INR000004058 Corporate Identity Number: U67190MH1999PTC118368

16. MANAGER TO THE BUYBACK



## **Axis Capital Limited**

1st Floor, Axis House, C-2, Wadia International Centre P.B. Marg, Worli, Mumbai 400 025 Maharashtra, India Tel: + 91 22 4325 2183: Fax: + 91 22 4325 2000

Contact Person - Simran Gadh / Jigar Jain

E-mail: <u>CFCL.buyback@axiscap.in</u>; Website: <u>www.axiscapital.co.in</u>

SEBI Registration No.: INM000012029

17. DIRECTOR'S RESPONSIBILITY

As per Regulation 24(i)(a) of the Buyback Regulations, the Board accepts responsibility for the information contained in this Public Announcement and confirms that this public announcement contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of Chambal Fertilisers and Chemicals Limited

Sd/-Sd/-Abhay Baijal Rita Menon Managing Director

Tridib Barat Company Secretary and Compliance Officer

Date: January 09, 2024 Place: New Delhi