



# BHARAT RASAYAN LIMITED

CIN:L24119DL1989PLC036264

Registered Office: 1501, Vikram Tower, Rajendra Place, New Delhi-110008, India

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Company Secretary & Compliance Officer: Ms. Nikita Chadha

## POST BUYBACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF BHARAT RASAYAN LIMITED.

This Post-Buyback Public Announcement ("Post-Buyback Public Announcement") is being made in accordance with Regulation 24(vi) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, for the time being in force including any statutory modifications and amendments from time to time ("SEBI Buyback Regulations") regarding completion of the Buyback.

This Post-Buyback Public Announcement should be read in conjunction with the public announcement dated February 18, 2021 ("Public Announcement") and the letter of offer dated March 12, 2021 ("Letter of Offer") issued in connection with the Buyback. Unless specifically defined herein, capitalised terms and abbreviations used herein shall have the same meaning as ascribed to them in the Public Announcement and the Letter of Offer.

### 1. THE BUYBACK

- The board of directors of Bharat Rasayan Limited (the "Company"), at their meeting held on January 12, 2021 (the "Board Meeting") had announced the buyback of up to 93,472 (NinetyThree Thousand Four Hundred and Seventy Two Only) fully paid-up Equity Shares of the Company having the face value of ₹10/- each (Rupees Ten Only) representing up to 2.20% of the total paid-up Equity Share capital of the Company at a price of ₹11,500/- (Rupees Eleven Thousand and Five Hundred Only) per Equity Share (the "Buyback Price") payable in cash for an aggregate consideration of up to ₹1,07,49,28,000/- (Rupees One Hundred Seven Crores Forty Nine Lakhs Twenty Eight Thousand Only) ("Buyback Size") excluding any expenses incurred or to be incurred for the buyback viz. brokerage, costs, fees, turnover charges, taxes such as buyback tax, securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, filing fees, printing and dispatch expenses and other incidental and related expenses and charges ("Transaction Costs") and such maximum amount.
- The Buyback Offer Size represents 19.05% of the aggregate of the fully paid-up Equity Share capital and free reserves of the Company as per the latest audited standalone as well as consolidated balance sheet, as at March 31, 2020, on a proportionate basis through the "tender offer" route as prescribed under the Buyback Regulations, from all of the shareholders of the Company who hold Equity Shares as of the Record Date i.e. March 05, 2021 ("Buyback").
- The Company had adopted the Tender Offer route for the purpose of Buyback. The Buyback was implemented through the "Mechanism for acquisition of shares through Stock Exchange", as provided under the SEBI Buyback Regulations and circular no. CIR/CFD/ POLICYCELL/1/2015 dated April 13, 2015 read with circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, issued by the Securities and Exchange Board of India ("SEBI"). For the purposes of the Buyback, National Stock Exchange of India Limited ("NSE") was the designated stock exchange.
- The Buyback Opening Date was March 26, 2021 and the Buyback Closing Date was April 12, 2021.

### 2. DETAILS OF THE BUYBACK

- 93,472 (Ninety-Three Thousand Four Hundred and Seventy-Two Only) Equity Shares were bought back pursuant to the Buyback, at a price of ₹11,500/- (Rupees Eleven Thousand and Five Hundred Only) per Equity Share.
- The total amount utilized in the buyback was ₹1,07,49,28,000/- (Rupees One Hundred Seven Crores Forty Nine Lakhs and Twenty Eight Thousand Only) excluding the transaction costs.
- The Registrar to the Buyback i.e., Link Intime India Private Limited ("Registrar"), considered a total of 18,904 valid bids for 1,73,029 (One Lakh Seventy Three Thousand and Twenty Nine Only) Equity Shares in response to the Buyback. The details of the valid bids considered by the Registrar are as follows:

Category	Number of Equity Shares available for the Buyback	Number of valid bids	Total Equity Shares validly Tendered	Total Equity Shares accepted	Response (%)
Reserved Category for Small Shareholders	14,021	18,449	38,715	14,021	276.12%
General Category for all other Eligible Shareholders	79,451	455	1,34,314	79,451	169.05%
<b>TOTAL</b>	<b>93,472</b>	<b>18,904</b>	<b>1,73,029</b>	<b>93,472</b>	<b>185.16%</b>

- All valid bids were considered for the purpose of Acceptance in accordance with the SEBI Buyback Regulations and the Letter of Offer. The communication of acceptance / rejection has been dispatched by the Registrar on April 22, 2021 (by email), where email IDs is registered with the Company or the depositories and through Ordinary Post / Speed Post to Non email cases.
- The settlement of all valid bids was completed by NSE Clearing Limited ("Clearing Corporation") on April 22, 2021. Clearing Corporation has made direct funds pay-out to Eligible Shareholders whose Equity Shares have been accepted under the Buyback. If bank account details of any Eligible Shareholders were not available or if the funds transfer instruction was rejected by the Reserve Bank of India / relevant bank(s), due to any reasons, then the amount payable to the concerned shareholder was transferred to the Shareholder Broker for onward transfer to their respective shareholders.
- Equity Shares accepted under the Buyback have been transferred to the Company's demat escrow account on April 22, 2021 and valid physical shares tendered in the Buyback were accepted. The unaccepted Equity Shares have been returned to respective Eligible Shareholders / custodians by the Clearing Corporation / National Stock Exchange of India Limited on April 22, 2021.
- The extinguishment of 93,472 (NinetyThree Thousand Four Hundred and SeventyTwo Only) Equity Shares accepted under the Buyback, comprising of 93,370 Demat Shares and 102 Physical Shares is currently under process and shall be completed in accordance with the SEBI Buyback Regulations by April 29, 2021.

### 3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- The capital structure of the Company before and after the completion of the buyback is set forth below:

Particulars	Pre-Buyback	Post completion of the Buyback
<b>Authorised share capital</b>	₹20,00,00,000/- (2,00,00,000 Equity Shares of ₹10/- each)	₹20,00,00,000/- (2,00,00,000 Equity Shares of ₹10/- each)
<b>Issued, subscribed and paid-up share capital</b>	₹4,24,87,400/- (42,48,740 Equity Shares of ₹10/- each, fully paid)	₹4,15,52,680/- (41,55,268 Equity Shares of ₹10/- each, fully paid)

- Details of Eligible Shareholders from whom Equity Shares exceeding 1% of the total Equity Shares bought back under the Buyback are as under:

S.No.	Name of Shareholder	Number of Equity Shares accepted under the Buyback	Equity Shares accepted as a % of total Equity Shares bought back	Equity Shares accepted as a % of total post Buyback equity capital of the Company
1	Sat Narain Gupta	20,311	21.73%	0.49%
2	Rajender Prasad Gupta	10,016	10.72%	0.24%
3	Mahabir Prasad Gupta	8,631	9.23%	0.21%
4	S N Gupta and Sons HUF	7,311	7.82%	0.18%
5	Vikas Gupta	4,101	4.39%	0.10%
6	Ritesh Stock Broking Pvt Ltd	3,821	4.09%	0.09%
7	Weldon Fincap Private Limited	3,362	3.60%	0.08%
8	a. Quant Mutual Fund -Quant Active Fund b. Quant Mutual Fund - Quant Small Cap Fund	3,040	3.25%	0.07%
9	Savita Gupta	2,560	2.74%	0.06%
10	Rajesh Gupta	1,891	2.02%	0.05%
11	Manju Gupta	1,368	1.46%	0.03%
12	Sahil Gupta	1,093	1.17%	0.03%

- The Shareholding pattern of the Company before and after completion of the Buyback is set out below:

Category of shareholder	Pre-Buyback		Post-Buyback	
	Number of Equity Shares	% to the existing Equity Share capital	Number of Equity Shares	% to the existing Equity Share capital
Promoters and members of the promoter group, and persons acting in concert (collectively "the Promoter")	31,79,204	74.83	31,18,560	75.05
Foreign Investors (including Non-Resident Indians / FII's / Foreign Mutual Funds)	10,538	0.25	10,36,708	24.95
Financial Institutions / Banks / Banks & Mutual Funds promoted by Banks / Institutions	40,578	0.95		
Others (Public, Public Bodies Corporate, etc.)	10,18,420	23.97		
<b>TOTAL</b>	<b>42,48,740</b>	<b>100.00</b>	<b>41,55,268</b>	<b>100.00</b>

### 4. MANAGER TO THE BUYBACK



**Corporate Professionals Capital Private Limited**  
D-28, South Extension Part-1, New Delhi-110049, India  
Tel: 011-40622230/ 40622200;  
Email: mb@indiap.com  
Website: www.corporateprofessionals.com  
Investor grievance e-mail: mb@indiap.com  
Contact person: Ms Anjali Aggarwal,  
SEBI Registration No.: INM000011435  
CIN: U74899DL2000PTC104508

### 5. DIRECTOR'S RESPONSIBILITY

As per Regulation 24(i)(a) of the Buyback Regulations, the Board accepts responsibility for the information contained in this Post-Buyback Public Announcement and confirms that such document contains true, factual and material information and does not contain any misleading information. This Post-Buyback Public Announcement is issued under the authority of the Board and in terms of the resolution passed by the Buyback Committee in its meeting held on April 22, 2021.

For and on behalf of the Board of Bharat Rasayan Limited

Sd/-  
**Sat Narain Gupta**  
Chairperson &  
Executive Director  
(DIN: 00024660)

Sd/-  
**Mahabir Prasad Gupta**  
Executive Director  
(DIN: 00014681)

Sd/-  
**Rakesh Kumar Verma**  
Chief Financial Officer

Sd/-  
**Nikita Chadha**  
Company Secretary &  
Compliance Officer  
(Membership No. F10121)

Date: April 22, 2021

Place: New Delhi



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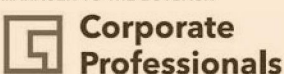
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D-28, South Extension Part-1, New Delhi-110049, India  
Tel: 011-40622230/ 40622200;  
Email: mb@indiapcp.com  
Website: www.corporateprofessionals.com  
Investor grievance e-mail: mb@indiapcp.com  
Contact person: Ms Anjali Aggarwal,  
SEBI Registration No.: INM000011435  
CIN: U74899DL2000PTC104508

### 5. DIRECTOR'S RESPONSIBILITY

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For and on behalf of the Board of Bharat Rasayan Limited

Sd/- <b>Sat Narain Gupta</b> Chairperson & Executive Director (DIN: 00024660)	Sd/- <b>Mahabir Prasad Gupta</b> Executive Director (DIN: 00014681)	Sd/- <b>Rakesh Kumar Verma</b> Chief Financial Officer	Sd/- <b>Nikita Chadha</b> Company Secretary & Compliance Officer (Membership No. F10121)
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Date: April 22, 2021  
Place: New Delhi