INDO BORAX & CHEMICALS LIMITED

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PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF INDO BORAX & CHEMICALS LIMITED

This Public Announcement is made pursuant to the provisions of Regulation 15(d) read with Regulation 15(c) and is in compliance with the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998, as amended ("***SEBI Buy-back Regulations***") and contains the disclosures as specified in Schedule II to the SEBI Buy-back Regulations.

OFFER FOR BUY-BACK OF EQUITY SHARES FROM THE OPEN MARKET THROUGH THE STOCK EXCHANGE

1 DISCLOSURES IN ACCORDANCE WITH PART A OF SCHEDULE II OF THE SEBI BUY-BACK REGULATIONS

1.1 **Details of Board Meeting**: The Board of Directors of Indo Borax & Chemicals Limited (the "***Company***") at its meeting held on February 27, 2014 ("***Board Meeting***") approved the proposal for Buy-back of its own fully paid up equity shares of face value of ₹ 10 each ("***Equity Shares***") from the open market through the Stock Exchange (the process being referred hereinafter as the ***"Buy-back"***) in accordance with the provisions contained in Article 6 of the Articles of Association of the Company, subject to the provisions of Sections 77A, 77AA, 77B and other applicable provisions of the Companies Act, 1956, as amended and Sections 68, 69 & 70 of the Companies Act, 2013 and other provisions and Rules, if any, applicable or notified, from time to time (the Companies Act 1956 and the Companies Act 2013 collectively referred to as "***Companies Act***"), and other applicable laws, approval/s as may be necessary, from time to time from statutory authorities including but not limited to the SEBI Buy-back Regulations, the Listing Agreements entered with the BSE Limited (BSE) ("***Stock Exchange***") and The Calcutta Stock Exchange Limited (CSE), Reserve Bank of India ("***RBI***") and Securities and Exchange Board of India ("***SEBI***"), etc. as may be required and further subject to such conditions as may be prescribed while granting such approval/s which may be agreed to by the Board of Directors of the Company for purchase by the Company of its Equity Shares from its shareholders excluding promoters of the Company ("***Promoters***") and persons in control ***("Shareholders")*** as disclosed by the Company in its last filings made pursuant to the listing agreements with the Stock Exchange.

1.2 **Necessity for the Buy-back**: The Buy-back is proposed in keeping with the Company's desire to enhance shareholder's value. Depending upon the number of Equity Shares actually bought back, the number of Company's Equity Shares outstanding shall decrease, which is likely to result in a corresponding increase in the earnings per share and book value per share. The funds to be deployed for the Buy-back shall be from the securities premium account and free reserves of the Company**.** The financing of the Buy-back shall lead to a notional reduction in the income of the Company which the Company would have otherwise earned on such funds.

1.3 The Board of Directors have approved a maximum amount of up to ₹ 4,35,00,000 (Rupees Four Crores and Thirty Five Lakhs only) ("***Maximum Buy-back Size***") excluding brokerage costs, Securities and Exchange Board of India turnover charges, taxes such as securities transaction tax, service tax and relevant stamp duty (collectively referred to as the "***Transaction Costs***") for the Buy-back. The Maximum Buy-back Size represents about 7.27% of the aggregate of the Company's paid-up equity share capital and free reserves as at March 31, 2013 (the date of the latest standalone audited accounts as on the date of the Board Meeting). The amount required by the Company for the Buy-back including Transaction Costs shall be met out of the cash, bank balances, deposits and/or by sale of investments made by the Company and/or internal accruals of the Company. The Company has adequate financial resources and has made firm financial arrangements for implementation of the Buy-back offer. Though the Company does not propose raising debt for affecting the Buy-back, it may continue to borrow funds in the ordinary course of its business.

1.4 The Board of Directors have approved Buy-back of Equity Shares at a maximum price not exceeding ₹ 145 (Rupees One Hundred and Forty Five Only) per Equity Share excluding Transaction Costs ("***Maximum Buy-back Price***"). The Maximum Buy-back Price has been arrived at after considering certain parameters including but not limited to the book value per share, earning per share and stock price performance on the Stock Exchange.

1.5 The Maximum Buy-back Price represents over 54.91% premium compared to the average of the weekly high and low of the closing prices of the Equity Shares of the Company on the Stock Exchange during the two weeks preceding the date of the Board Approval. The closing price of the Equity Shares of the Company on the trading day immediately following the date of the Board Approval (i.e. February 28, 2014) was ₹ 108.00 (Rupees One Hundred and Eight Only) on BSE.

1.6 At the Maximum Buy-back Price and for the Maximum Buy-back Size, the indicative maximum number of Equity Shares that can be bought back would be 3,00,000 Equity Shares ***("Maximum Buy-back Shares")***, representing about 8.62% of the pre-Buy-back outstanding Equity Shares as on date of the Board Meeting. Should the average purchase price be lower than Maximum Buy-back Price, the number of Equity Shares that might be bought back would be more, assuming that the Buy-back is for the complete amount of ₹ 4,35,00,000 (Rupees Four Crores and Thirty Five Lakhs Only). The maximum number of Equity Shares that the Company can Buy-back, as per Section 77A of the Companies Act, 1956, in any financial year shall not exceed 25% of the total paid-up equity share capital of the Company in that financial year. Further, the Company will utilize at least 50% of the amount ear-marked as the Maximum Buy-back Size for the Buy-back offer i.e. ₹ 2,17,50,000 (Rupees Two Crores Seventeen Lakhs and Fifty Thousand Only) ("***Minimum Buy-back Size***"). Based on the Minimum Buy-back Size and the Maximum Buy-back Price, the Company will purchase a minimum of 1,50,000 Equity Shares ("***Minimum Buy-back Shares***").

1.7 The Buy-back of the Equity Shares would further be subject to the conditions for continuous listing prescribed in terms of Clause 40A of the Listing Agreement between the Company and the Stock Exchange for maintaining a minimum 25% public shareholding read with Rule 19A of the Securities Contracts (Regulation) Rules, 1957, as amended.

1.8 The Buy-back is proposed to be implemented by the Company through the methodology of "Open market purchases through Stock Exchange", as provided under the SEBI Buy-back Regulations. The Buy-back will be implemented in the manner and following the procedure prescribed in the Companies Act and the SEBI Buy-back Regulations and as may be determined by the Board of Directors and on such terms and conditions, as may be permitted by law from time to time.

1.9 The Equity Shares of the Company are listed on BSE and CSE. The Equity Shares were also listed on Ahmedabad Stock Exchange Limited (ASE), Jaipur Stock Exchange Limited (JSE) and Delhi Stock Exchange Limited (DSE). Subsequently, the equity shares of the Company were delisted from ASE, JSE and DSE with effect from April 17, 1995, September 10, 2005 and July 15, 2005 respectively. The Company had made application in the year 2005 for delisting its equity shares from CSE. The Company had complied with requisite formalities of the CSE for the delisting process. However, the Company is yet to receive the delisting approval from the CSE.

As on the date of this Public Announcement, the trading of the Equity Shares at the CSE remains suspended. BSE will be considered as the Stock Exchange for the purposes of this Buy-back offer being the Stock Exchange with nationwide trading terminal having electronic trading facility.

1.10 The Equity Shares of the Company are proposed to be bought back from the open market through stock exchange having nationwide trading terminals i.e. BSE, only through the order matching mechanism except "all or none" order matching system.

1.11 The Buy-back offer is proposed to be completed within a maximum period of six months from the date of opening of the Buy-back offer.

1.12 The aggregate shareholding of the Promoters and persons in control as on the date of the Board Meeting is 17,78,342 Equity Shares constituting 51.09% of the paid-up equity share capital of the Company.

1.13 No Equity Shares were either purchased or sold by the Promoters and persons in control during the period of six months preceding the date of the Board Meeting except as detailed below:

Name	Aggregate Quantity Purchased	Maximum Price Per Equity Share (₹)	Date of Maximum Price	Minimum Price per Equity Share (₹)	Date of Minimum Price
Mr. Sajal Jain	1,00,000	131.50	September 12, 2013	124.00	September 12, 2013
Mr. Sajal Jain	70,000	129.50	September 13, 2013	129.50	September 13, 2013

1.14 In compliance with the provisions of Regulation 15(b) of the SEBI Buy-back Regulations, the Buy-back of Equity Shares shall not be made from the Promoters and persons in control of the Company.

1.15 The Promoters and persons in control will not participate in the Buy-back and shall not deal in the Equity Shares of the Company in the Stock Exchange or off-market, including through inter-se transfer of Equity Shares during the period from the date of the Board Meeting till the date of closing of the Buy-back.

1.16 There will be no negotiated deals, spot transactions or any private arrangements in implementation of the Buy-back.

1.17 The Company confirms that there are no defaults in the repayment of deposits accepted either before or after the commencement of the Companies Act, 2013, interest payment thereon, redemption of debentures or preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banking company as on the date of the Public Announcement.

1.18 The Board of Directors confirm that they have made a full enquiry into the affairs and prospects of the Company and they have formed the opinion:

(a) that immediately following the date of convening of the Board Meeting, there will be no grounds on which the Company could be found unable to pay its debts; and

(b) as regards its prospects for the year immediately following the date of the Board Meeting, that having regard to its intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the view of the Board of Directors, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting; and

(c) that in forming its opinion for the above purposes, the Board of Directors have taken into account the liabilities including prospective and contingent liabilities as if the Company was being wound up under the provisions of the Companies Act.

1.19 The contents of the report dated February 27, 2014 received from V. S. Lalpuria & Company, Chartered Accountants, the statutory auditors of the Company addressed to the Board of Directors is reproduced below:

To
The Board of Directors
Indo Borax & Chemicals Limited
5A/113, Mittal Industrial Estate, M.V. Road,
Andheri (East), Mumbai 400 059

Dear Sirs,

Sub: Statutory Auditor's Report in respect of proposed Buy-back of Equity Shares of Indo Borax & Chemicals Limited (the "***Company***")

We have been informed that the Board of Directors in their meeting held on February 27, 2014 have decided to Buy-back Company's Equity Shares as allowed under section 77A and all other applicable provisions, if any, of the Companies Act, 1956 and applicable provisions of the Companies Act, 2013 (the Companies Act, 1956 and the Companies Act, 2013 collectively referred to as "***Companies Act***") at a price of upto ₹ 145 (Rupees One Hundred and Forty Five Only) per Equity Share. In terms of the requirements of Clause (xi) of Part A of Schedule II of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998, as amended ("***SEBI Buy-back Regulations***"), we confirm as under:

1. We have enquired into the state of affairs of the Company in relation to its audited accounts for the year ended March 31, 2013, as approved by the Board of Directors; and
2. The amount of permissible capital payment towards Buy-back of Equity Shares (including premium) as ascertained below in our view has been properly determined in accordance with Section 77A(2) of the Companies Act, 1956 and other applicable provisions of the Companies Act as on March 31, 2013 (*based on standalone figures*):

Particulars	Amount (₹ in Lakhs)
Paid-up Equity Share Capital	348.10
Free Reserves [(a)]	
- Securities Premium Account	129.05
- General Reserves	828.78
- Surplus in Profit & Loss Account	4,674.72
Total Paid-up Equity Share Capital & Free Reserves	5,980.65
Maximum amount permitted for Buy-back as per the Companies Act under Board Approval route i.e. 10% of the Total Paid-up Equity Share Capital and Free Reserves	598.06
Maximum amount approved for Buy-back as per the Board Resolution dated February 27, 2014	435.00

(a) Free Reserves are as per clause (b) of explanation to Section 372A of the Companies Act, 1956

3. Based on the representations made by the Company and other information and explanations given to us, which to the best of our knowledge and belief were necessary for this purpose, we report that:
   (a) the Board of Directors have formed the opinion as specified in clause (x) of Part A of Schedule II of the SEBI Buy-back Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board Resolution i.e. February 27, 2014; and
   (b) we are not aware of anything to indicate that the opinion expressed by the Board of Directors in the declaration as to any of the matters mentioned in the declaration as approved by the Board of Directors in their meeting held on February 27, 2014 is unreasonable in the circumstances in the present context. The Board of Directors has formed this opinion on reasonable grounds and the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from February 27, 2014.

This report has been issued in connection with the proposed Buy-back of Equity Shares of the Company as approved at the meeting of the Board of Directors held on February 27, 2014 and may not be suitable for any other purpose. The contents of our report can be used for the purpose of being included in the public announcement to be made by the Company and this report for the onward submission to Securities and Exchange Board of India or for any other purpose related to the Buy-back of shares.

Yours faithfully,
For V.S. Lalpuria & Company
Chartered Accountants
Firm Registration No. 105581W
Sd/-
CA. V.S. Lalpuria
Membership No. 15926
Mumbai
February 27, 2014

1.20 **Other Confirmations**

1.20.1. The Company undertakes that it will not raise further capital for a period of one year from the date of closure of the Buy-back offer except in discharge of its subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares.

1.20.2. The Company undertakes that it will not make further issue of Equity Shares within a period of six months from the date of closure of the Buy-back offer except by way of bonus issue or in the discharge of subsisting obligations like conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares.

1.20.3. The Company undertakes not to issue any Equity Shares including by way of a bonus issue till the date of closure of the Buy-back offer.

1.20.4. The Company undertakes not to Buy-back its Equity Shares through negotiated deals whether on or off the Stock Exchange or through spot transactions or through any private arrangements in the implementation of the Buy-back offer. Further, the Company undertakes not to Buy-back Equity Shares which are partly paid-up or with call-in-arrears or which are subject to a lock-in or which are non-transferable, until such Equity Shares become fully paid-up, free from lock-in or freely transferable, as may be applicable.

1.20.5. No scheme of amalgamation or compromise or arrangement is pending in relation to the Company on the date of this Public Announcement.

2 DISCLOSURES IN ACCORDANCE WITH PART B OF SCHEDULE II OF THE BUY-BACK REGULATIONS

2.1 The Company will utilize, save and except the event mentioned in Regulation 15B(8) of the SEBI Buy-back Regulations, a minimum of ₹ 2,17,50,000 (Rupees Two Crores Seventeen Lakhs and Fifty Thousand Only) ("***Minimum Buy-back Size***") which is 50% of the amount earmarked (i.e. ₹ 4,35,00,000 (Four Crores and Thirty Five Lakhs Only)) for the Buy-back to Buy-back the Equity Shares from the Shareholders/beneficial owners of Equity Shares. If the Equity Shares are bought back at a price below the Maximum Buy-Back Price, the actual number of Equity Shares bought back could exceed the Maximum Buy-Back Shares but will always be subject to the Maximum Buy-Back Size. Based on the Minimum Buy-back Size and at the Maximum Buy-back price, the minimum number of Equity Shares that can be bought back would be 1,50,000 Equity Shares.

2.2 The amount required by the Company for the Buy-back will be met out of the cash/bank balances and/or sale of investments made by the Company and/or internal accruals of the Company. The Company has adequate financial resources and has made firm financial arrangements for implementation of the Buy-back offer. Though, the Company does not intend to raise any debt for carrying out the Buy-back, yet it may continue to borrow funds in the ordinary course of its business.

2.3 **Proposed Timetable**

Date of Board meeting approving the Buy-back	Thursday i.e. February 27, 2014
Date of publication of the Public Announcement	Tuesday i.e. March 4, 2014
Date of Opening of Buy-back	Monday i.e. March 10, 2014
Acceptance of Equity Shares	Upon the relevant pay out dates of the Stock Exchange
Verification/acceptance of Equity Shares accepted in physical mode	Within fifteen days of the pay-out dates of the Stock Exchange
Extinguishment of Equity Shares/ Certificates	The Equity Shares bought back and accepted during a month will be extinguished within 15 days of the succeeding month, provided that the Company shall ensure that all the Equity Shares bought back are extinguished within 7 days of the last date of completion of the Buy-back.
Last Date for the Buy-back	i) September 9, 2014, Tuesday (i.e. six months from the date of Opening of the Buy-back; or ii) when the Company completes the Buy-back to the extent of deploying the Maximum Buy-back Size; or iii) when the Company completes the Buy-back offer to the extent of buying back Equity Shares equal to the Maximum Buy-back Shares provided that the Company has deployed an amount equivalent to the Minimum Buy-back Size; or iv) at such earlier date as may be determined by the Board, after giving notice of such earlier closure, subject to the Company having deployed an amount equivalent to the Minimum Buy-back Size (even if the Maximum Buy-back Size has not been reached or the Maximum Buy-back Shares have not been bought back).

2.4 **Proposed Process and Methodology for the Buy-back Programme**

2.4.1. The Buy-back is open to Shareholders/beneficial owners both registered and unregistered holding Equity Shares either in physical and/or electronic form. Further, the Company shall not Buy-back the locked-in Equity Shares or non-transferable Equity Shares, if any, till the pendency of the lock-in or till the Equity Shares become transferable.

2.4.2. As per the SEBI Buy-back Regulations, a company intending to purchase its equity shares from the open market shall do so on stock exchange having nationwide trading terminals. Accordingly, the Company proposes to affect the Buy-back from the open market through Stock Exchange with nationwide trading terminal i.e. through BSE. Therefore, the requirement of having collection and bidding centers is not applicable.

2.4.3. For the Buy-back, the Company has appointed KJMC Capital Market Services Limited ("***Appointed Broker***"), Address: 168, Atlanta, 16th floor, Nariman Point, Mumbai 400 021; Telephone: +91 22 4094 5500; Facsimile: + 91 22 2285 2892 through whom the purchases and settlement on account of the Buy-back of Equity Shares would be made on the Stock Exchange.

2.4.4. The Buy-back of Equity Shares will be made only through the order matching mechanism except "all or none" order matching system. The Company may, from time to time, but not earlier than the Date of Opening of Buy-back place "buy" orders on the Stock Exchange to Buy-back Equity Shares through the Appointed Broker, in such quantity and at such prices, not exceeding the Maximum Buy-back Price, as it may deem fit, depending upon the prevailing quotations of Equity Shares in the Stock Exchange subject to compliance with Regulation 15A of the SEBI Buy-back Regulations.

2.4.5. The Equity Shares are traded in the compulsory dematerialized mode under the trading code 524342 at BSE. The ISIN of the Company is INE803D01013. The Company has made arrangements for Shareholders who hold Physical Shares to participate in the Buy-back offer as mentioned below. Shareholders holding Physical Shares can sell their Equity Shares in the separate window created for the physical trading segment by the Stock Exchange.

2.4.6. The Company, shall, commencing from March 10, 2014 (i.e. the date of opening of the Buy-back offer), place "buy" orders on the BSE at least once in every week to Buy-back the Equity Shares through Appointed Broker in such quantity and at such price, not exceeding the Maximum Buy-back Price of ₹ 145 (Rupees One Hundred and Forty Five Only) per Equity Share, as it may deem fit, depending upon the prevailing quotations of the Equity Shares on the Stock Exchange so long as the market price is lower than the Maximum Buy-back Price. When the Company has placed an order for Buy-back of Equity Shares, the identity of the Company as a purchaser would be available to the market participants of the Stock Exchange.

2.5 **Buy-back of Equity Shares held in dematerialized mode**: Shareholders who desire to sell their Equity Shares under the Buy-back would have to do so through a stock broker, who is a member of the Stock Exchange by indicating to their broker, details of the Equity Shares they intend to sell whenever the Company has placed a "buy" order for buy back of Equity Shares. The trade would be executed at the price at which the order matches and that price would be the price for that seller. The execution of the order, issuance of contract note, delivery of stock to the member and receipt of payment from the member would be carried out in accordance with the SEBI requirements. The Company is under no obligation to place a "buy" order on a daily basis. It may be noted that all Equity Shares bought back by the Company may not be at a uniform price. The Company shall intimate the Stock Exchange as well as shall upload the information regarding the Equity Shares bought-back on its website on a daily basis as prescribed by the SEBI Buy-back Regulations.

2.6 **Buy-back of Equity Shares held in Physical Mode**: Equity Shares are traded in the compulsory dematerialized mode. Shareholders holding Equity Shares in physical form can participate in the Buy-back through BSE in the manner specified below:

- Shareholders holding Equity Shares in physical form and who want to participate in the Buy-back can do so under a separate window created specially for physical Shareholders by BSE. Shareholders may choose any of the Stock Exchange window created by BSE.
- The Shareholders holding Equity Shares in physical form would be required to contact his/her broker, to submit physical Shares under the Buy-back. The Shareholder will be required to execute the share transfer deed(s) and attach the relevant share certificate(s) along with identity proof and address proof and hand over the complete set/documents to his/her broker for settlement within the timelines specified by his/her broker.
- In case the share transfer deed(s) or any other documents submitted are found to be invalid, the rules of good/ bad delivery norms of the Stock Exchange shall apply and, *inter alia*, the Shareholder's broker may return or ask him/her to re-submit these documents duly corrected.
- The broker of the Shareholder shall be responsible for verification of the identity proof and address proof of the Shareholder.
- The Company is under no obligation to place a "buy" order on a daily basis.

2.7 **Buy-back price for Equity Shares held in Physical Mode**:

- The price at which the Equity Shares in physical mode will be bought back shall be the volume weighted average price of the Equity Shares bought-back, other than in the physical form, during the calendar week in which such Equity Shares were received by their broker.
- The price of Equity Shares tendered during the first calendar week of the Buy-back shall be the volume weighted average market price of the Equity Shares of the Company bought back in dematerialized form during the preceding calendar week.
- In case no Equity Shares were bought back in the normal market during calendar week, the preceding week when the Company has last bought back the Equity Shares will be considered.

2.8 Subject to the Company utilizing the Minimum Buy-back Size, nothing contained herein shall create any obligation on the part of the Company or the Board of Directors to Buy-back any Equity Shares or confer any right on the part of Shareholder to offer any Equity Shares for the Buy-back, even if the Maximum Buy-back Size has not been reached, and/or impair any power of the Company or the Board of Directors to terminate any process in relation to the Buy-back, if so permissible by law.

2.9 **Method of Settlement**

2.9.1. **Settlement of Dematerialized Shares:** The Company will pay consideration for the Buy-Back to the Appointed Broker on or before every pay-in date for each settlement, as applicable to the Stock Exchange where the transaction is executed. The Company has opened a depository account styled "Indo Borax & Chemicals Limited - Buyback of Equity Shares - Demat Account" with the Appointed Broker having DP ID: 12056800 ("***Escrow Depository Account***") for Equity Shares to be bought back in the dematerialized form. Dematerialized shares bought back by the Company will be transferred into the Buy-back Demat Account by the Appointed Broker, on receipt of such dematerialized shares and after completion of the clearing and settlement obligations of the Stock Exchange. Beneficial owners holding dematerialized shares would be required to transfer the number of such dematerialized shares sold to the Company pursuant to the Buy-Back Offer, in favour of their stock broker through whom the trade was executed, by tendering the delivery instruction slip to their respective depository participant ("***DP***") for debiting their beneficiary account maintained with the DP and crediting the same to the broker's pool account as per procedure applicable to normal secondary market transactions. The beneficial owners would also be required to provide to the Appointed Broker, copies of all statutory consents and approvals required to be obtained by them for the transfer of their Equity Shares to the Company.

2.9.2. **Settlement of Physical Shares:** Shareholders holding Physical Shares would be required to present the complete set of documents referred to in paragraph 2.6 above to his/her broker within the time period prescribed under the Companies Act.

2.9.3. **Extinguishment of Dematerialized Shares:** The Equity Shares bought back in dematerialized form shall be extinguished and destroyed in the manner specified in Securities and Exchange Board of India (Depository and Participants) Regulations, 1996, as amended and its bye-laws and in the manner specified in the SEBI Buy-back Regulations.

2.9.4. **Extinguishment of Physical Shares:** The Company shall complete the verification of acceptances within fifteen days of the pay-out. The Company shall extinguish and physically destroy the security certificates so bought back in the presence of a Merchant Banker and the Statutory Auditor on or before the 15th day of the succeeding month provided that the Company will extinguish and physically destroy all the Equity Shares bought back within seven days of the last date of completion of the Buy-back.

2.9.5. Consideration for the Equity Shares bought back by the Company shall be paid only by way of cash.

2.10 **Brief Information about the Company**

2.10.1. The Company was originally incorporated as a private company under the Companies Act, 1956 in the name of Indo Borax and Chemicals Private Limited at Mumbai, Maharashtra vide a Certificate of Incorporation dated September 23, 1980 now bearing CIN L24100MH1980PLC023177. The Company was converted into public limited company and a fresh Certificate of Incorporation dated June 7, 1984 was issued by the RoC, Maharashtra. Subsequently, the name was changed from Indo Borax and Chemicals Limited to Indo Borax & Chemicals Limited and a fresh Certificate of Incorporation dated May 9, 1991 was issued by the RoC, Maharashtra.

2.10.2. The Company is in the business of manufacturing boric acid and borax. The Company has its manufacturing unit located at Pithampur, Sector II, Pithampur Industrial Area, District: Dhar, Madhya Pradesh 454 775.

2.11 **Brief Financial Information about the Company**

2.11.1. The brief audited financial information of the Company (Standalone) for the last three financial years ending March 31, 2011, 2012, 2013 and unaudited financials for the nine months ended on December 31, 2013 is detailed below:

(₹ In Lakhs)

Particulars	Nine months ended December 31, 2013	F.Y. 2012 - 2013	F.Y. 2011 - 2012	F.Y. 2010 - 2011
Revenue from operations (Net)	4,490.40	6,606.99	4,637.02	4,013.60
Other Income	254.67	307.45	260.93	139.18
Total Income	4,745.07	6,914.44	4,897.95	4,152.78
Total Expenses	3,625.61	5,106.23	3,786.17	3,015.88
Depreciation and Amortization	53.39	66.76	45.10	45.17
Financial Cost	5.26	17.19	0.86	0.02
Profit before tax	1,060.81	1,724.26	1,065.82	1,091.71
Less: Tax Expenses	335.81	582.67	340.41	344.16
Net profit after tax	725.00	1,141.59	725.41	747.55
Extraordinary Item	0.00	0.00	0.00	0.00
Net profit for the period	725.00	1,141.59	725.41	747.55
Paid-up Equity Share Capital	348.10	348.10	348.10	348.10
Reserves & Surplus	6,358.94	5,633.94	4,553.43	3,888.71
Net Worth	6,707.04	5,982.04	4,901.53	4,236.81
Total Debt	-	220.17	4.05	4.05

Key Ratios:

Particulars	Nine months ended December 31, 2013	F.Y. 2012 - 2013	F.Y. 2011 - 2012	F.Y. 2010 - 2011
Earnings per share (₹)	20.83	32.79	20.84	21.48
Book value per share (₹)	192.68	171.85	140.81	121.71
Return on average Net Worth (%)	11.43	20.98	15.88	19.20
Debt-equity ratio	-	0.037	0.001	0.001

The key ratios have been computed as follows:

Earnings per share (₹)	Net Profit/(Loss) for the period/Weighted average no. of Equity Shares
Book value per share (₹)	Net Worth (excluding revaluation reserve)/Number of equity shares outstanding
Return on average Net Worth (%)	Net Profit/(Loss) for the period /[(Current year's Net Worth + previous year's Net Worth)/2]*100
Debt-Equity ratio	Total Debt/Net Worth (excluding revaluation reserves)

2.12 **Escrow Account**

2.12.1. Towards security for performance of its obligations and in compliance with Regulation 15B of the SEBI Buy-back Regulations, the Company, KJMC Corporate Advisors (India) Limited ("***Manager***") and Kotak Mahindra Bank Limited having its registered office at 36-38A, Nariman Bhavan, 227, Nariman Point, Mumbai 400 021 ("***Escrow Banker***") have entered into an escrow agreement dated February 28, 2014, pursuant to which the Company has opened a bank account in the name and style "Indo Borax & Chemicals Limited - Buyback 2014 Escrow Account" with the Escrow Banker ("***Escrow Account***").

2.12.2. The Company has deposited in cash ₹ 2,17,50,000 (Rupees Two Crores Seventeen Lakhs and Fifty Thousand Only) being 50% of the Maximum Buy-back Size in accordance with the SEBI Buy-back Regulations in the Escrow Account. In terms of the Escrow Agreement, the Company has authorized the Manager to operate the Escrow Account.

2.12.3. The funds in the Escrow Account may be released for making payments to the Shareholders subject to atleast 2.5% of the Maximum Buy-back Size remaining in the Escrow Account at all points in time.

2.12.4. If the Company is not able to complete the Buy-back equivalent to Minimum Buy-back Size, the amount held in Escrow Account upto a maximum of 2.5% of the Maximum Buy-back Size, shall be liable for forfeiture in compliance with the provisions of the SEBI Buy-back Regulations.

2.12.5. The balance lying to the credit of the Escrow Account may be released to the Company on completion of the Buy-back.

2.13 **Listing Details and Stock Market Data**

2.13.1. The Equity Shares are listed on BSE and CSE. The Equity Shares were also listed on Ahmedabad Stock Exchange Limited (ASE), Jaipur Stock Exchange Limited (JSE) and Delhi Stock Exchange Limited (DSE). Subsequently, the equity shares of the Company were delisted from ASE, JSE and DSE with effect from April 17, 1995, September 10, 2005 and July 15, 2005 respectively. The Company had made application in the year 2005 for delisting its equity shares from CSE. The Company had complied with requisite formalities of the CSE for the delisting process. However, the Company is yet to receive the delisting approval from the CSE.

As on the date of this Public Announcement, the trading of the Equity Shares at the CSE remains suspended. BSE will be considered as the Stock Exchange for the purposes of this Buy-back offer being the Stock Exchange with nationwide trading terminal having electronic trading facility. As the Company's shares are currently only being traded on the BSE, the Company's stock market data have been given only for BSE.

2.13.2. The high, low and average market prices for the last three years and the monthly high, low and average market prices for the six months preceding this Public Announcement and the corresponding volumes on BSE are as follows:

Period	High (₹)	Date of High	No. of Equity Shares traded on that day	Low (₹)	Date of Low	No. of Equity Shares traded on that Day	Average Price (₹)*	Total Volume traded in that period	Total Turnover of the business transacted in the period (₹)
Preceding 3 Years									
F.Y. 2012 -2013	129.00	February 18, 2013	5,507	64.05	May 15, 2012	12,571	91.16	8,19,282	8,45,05,182
F.Y. 2011 -2012	103.90	May 26, 2011	6,462	69.00	December 21, 2011	1,167	81.97	5,74,439	4,92,70,228
F.Y. 2010 -2011	92.45	January 4, 2011	38,854	61.00	May 25, 2010	2,799	73.16	30,09,173	22,79,08,608
Preceding 6 Months									
February 2014	108.00	February 28, 2014	514	85.05	February 11, 2014	1,185	92.46	17,470	16,17,465
January 2014	98.70	January 7, 2014	110	83.00	January 17, 2014	842	89.61	10,653	9,30,470
December 2013	100.10	December 3, 2013	250	90.30	December 18, 2013	1,240	94.10	6,510	6,04,823
November 2013	108.00	November 12, 2013	2	93.05	November 18, 2013	584	99.74	5,511	5,40,035
October 2013	102.00	October 17, 2013	1,155	92.10	October 25, 2013	102	98.50	25,292	25,24,360
September 2013	131.50	September 12, 2013	1,01,400	92.00	September 30, 2013	201	110.56	2,51,605	3,16,08,344

**Arithmetic average of closing prices of all trading days during the said period.*

***Source**: www.bseindia.com; **F.Y.**: Financial Year*

2.14 There has been no change in the capital structure of the Company in the past three years.

2.15 The closing market price of the Equity Shares on February 28, 2014 i.e. working day immediately after the date of the resolution of the Board of Directors approving the Buy-back was ₹ 108.00 (Rupees One Hundred and Eight Only) on BSE. (*Source: www.bseindia.com*).

2.16 **Present Equity Capital Structure and Shareholding Pattern**

2.16.1. The share capital of the Company is as under:

Particulars	As on the date of the Board Meeting i.e. on February 27, 2014 Amount (₹ in Lakhs)	Post the Buy-back** Amount (₹ in Lakhs)
Authorized Equity Share Capital		
60,00,000 Equity Shares of ₹ 10 each	600.00	600.00
Issued and Subscribed Equity Share Capital		
35,00,000 Equity Shares of ₹ 10 each	350.00	-
32,00,000 Equity Shares of ₹ 10 each	-	320.00
Paid-up Equity Share Capital*		
34,81,000 Equity Shares of ₹ 10 each	348.10	-
31,81,000 Equity Shares of ₹ 10 each	-	318.10

**In the past, the Company had forfeited 19,000 equity shares due to non-payment of allotment money.*

***Assuming the Company would Buy-back the Maximum Buy-back Shares. The capital structure post completion of the Buy-back offer may differ depending on the actual number of Equity Shares bought back under the Buy-back offer.*

***Note**: There are no partly paid-up Equity Shares and no convertible instruments outstanding as on the date of this Public Announcement.*

2.17 The shareholding pattern of the Company before and after the proposed Buy-back is as under:

Category of the Shareholder	Pre Buy-back		Post Buy-back#	
	Number of EquityShares	Equity Shares as % of total Number of Equity Shares	Number of Equity Shares	Equity Shares as % of the total Number of Equity Shares
Promoter and Promoter Group	17,78,342	51.09	17,78,342	55.91
Financial Institutions/ Banks/Mutual Funds	3,500	0.10	14,02,658	44.09
Bodies Corporate	2,12,565	6.10		
Individual shareholders/ Clearing members/Trusts/ Non-Resident Indians	14,86,593	42.71		
Total	**34,81,000**	**100.00**	**31,81,000**	**100.00**

 # The Post Buy-back shareholding has been calculated on the assumption that Maximum Buy-back Shares will be bought back by the Company. The Post Buy-back shareholding may differ depending upon the actual number of Equity Shares bought back.

2.18 Pursuant to the proposed Buy-back of Equity Shares and depending on the response to the Buy-back offer, the voting rights of the Promoters and persons in control in the Company may increase by over 4.82% of the outstanding equity share capital (assuming that the Maximum Buy-back Shares are accepted). The Promoters and person in control of the Company are already in control over the Company and therefore such further increase in voting rights of the Promoters and person in control will not result in any change in control over the Company. Further, the Promoters and person in control who are Directors of the Company, in their capacity as Directors, had abstained from voting on the resolution at the Board of Directors meeting held on February 27, 2014 where the proposal for Buy-back was passed under section 77A of the Companies Act, 1956. Therefore, in terms of Regulation 10(4)(c) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, despite the increase in voting rights of the Promoters and person in control by over 4.82%, the Promoters and person in control are exempt from an obligation to make an open offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended. Moreover, such increase in holding of Promoters and person in control will be consequential and indirect in nature and the resultant holding of the Promoters after the Buy Back offer shall be within the maximum limit of 75% for non-public shareholding in the Company as prescribed under the Listing Agreement entered into with the BSE and CSE read with the Securities Contracts (Regulations) Rules, 1957 as amended.

2.19 Please refer Para 1.12 of this Public Announcement for the details of the aggregate shareholding of the Promoters and persons in control.

2.20 No Equity Shares were either purchased or sold by the Promoters and persons in control during the period of twelve months preceding the date of the Public Announcement except as detailed below:

Name	Aggregate Quantity Purchased	Maximum Price Per Equity Share (₹)	Date of Maximum Price	Minimum Price per Equity Share (₹)	Date of Minimum Price
Mr. Sajal Jain	1,00,000	131.50	September 12, 2013	124.00	September 12, 2013
Mr. S