



**HFB INDUSTRIES LIMITED**  
**Annual Report 2001-2002**

**BOARD OF DIRECTORS**

Bijon Nag  
*Chairman*

D. K. Bhattacharyya  
*Managing Director*

V. Raghu  
*Non-Executive Director*

Gautam Dasgupta  
*Executive Director*

Dipak Mitra  
*Executive Director*

T. K. Mukhopadhyay (*Nominee of IDBI*)  
*Director*

**AUDIT COMMITTEE**

T. K. Mukhopadhyay - *Chairman*

V. Raghu - *Member*

Dipak Mitra - *Member*

**PRESIDENT & COMPANY SECRETARY**

P. K. Chatterjee

**AUDITORS**

Deloitte Haskins & Sells  
*Chartered Accountants*

**BANKERS**

State Bank of India

Bank of Maharashtra

United Bank of India

State Bank of Mysore

Allahabad Bank

Canara Bank

State Bank of Bikaner & Jaipur

Chinatrust Commercial Bank

**REGISTERED OFFICE**

14, Taratolla Road  
Kolkata – 700 088  
Tel : (091) (33) 401 4917 – 23  
Fax : (091) (33) 401 4182, 401 4579  
E-mail : ifbi\_corporate@ifbglobal.com  
ifb@cal2.vsnl.net.in

**CORPORATE OFFICE**

Plot No. IND-5, Sector – I  
East Calcutta Township  
Kolkata – 700 078  
Tel : (091) (33) 442 8286/87/89/90/91  
Fax : (091) (33) 442 7779/1003  
E-mail : ifbi\_corporate@ifbglobal.com  
ifb@cal2.vsnl.net.in

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**IFB INDUSTRIES LTD.**

Regd. Office : 14, Taratolla Road  
Kolkata - 700 088

**NOTICE**

NOTICE is hereby given that the 26th Annual General Meeting of the members of IFB Industries Limited will be held at Eastern Zonal Cultural Centre, IA - 290, Sector III, Bidhannagar, Kolkata - 700 091 on 30th August, 2002 at 11.00 am to transact the following:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet and Profit & Loss Account for the financial year ended 31st March, 2002 and reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Venkataraman Raghu who retires by rotation.
3. To appoint a Director in place of Mr. D.K. Bhattacharyya who retires by rotation.
4. To consider and if thought fit, to pass, with or without modification the following resolution as a Special Resolution:

RESOLVED THAT M/s. Deloitte Haskins & Sells, Chartered Accountants be and is hereby appointed Auditors of the Company from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting and the Board of Directors be and is hereby authorised to fix their remuneration and out of pocket expenses payable to them.

**SPECIAL BUSINESS**

To consider and if thought fit, to pass with or without modification, the following resolutions as —

**5. AN ORDINARY RESOLUTION**

RESOLVED THAT pursuant to provisions of Section 198 and 309 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII to the Act, as amended upto date, consent of the Company be and is hereby accorded for the payment of remuneration for a period of 5 years w.e.f 30th May, 2002 to Mr. Bijon Nag, a permanent Director and the Chairman of the Company.

**6. AN ORDINARY RESOLUTION**

RESOLVED THAT in accordance with the provisions of Sections 269, 198, 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the Company hereby approves and accords its consent to the appointment of, and payment of remuneration to Mr. D.K. Bhattacharyya as Managing Director of the Company for a period of one year with effect from 1st September 2001 upon the terms and conditions as approved by the members at the 25th Annual General Meeting held on 14th August, 2001 with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or agreement in such manner as may be agreed to between the Board of Directors and Mr. D.K. Bhattacharyya provided however, that such alterations are within the maximum limits laid down in the Companies Act, 1956, for the time being in force.

**7. AN ORDINARY RESOLUTION**

RESOLVED THAT Mr. Somen Bal be and is hereby appointed a Director of the Company whose period of office shall be liable to retirement by rotation.

**8. A SPECIAL RESOLUTION**

RESOLVED that pursuant to Section 81 and 81 (1-A) and other applicable provision, if any, of the Companies Act, 1956 and in accordance with the provisions of the Articles of Association of the Company and listing agreement with the Stock Exchanges and subject to the guidelines issued by Securities and Exchanges Board of India (SEBI) and such



changes as may be suggested by SEBI and accepted by the Company and subject to such other consents, permissions and/or sanction from appropriate authorities, institutions or bodies as may be necessary and subject to such conditions, limitation, stipulation, modification as may be prescribed and specified while granting such approvals, permission and sanctions which may be agreed to by the Board of Directors of the Company, the consents of the company be and is hereby accorded to the Board of Directors to issue 31,77,112 Equity Shares of Rs. 10/- each for cash at par on rights basis to the members of the Company whose names will appear in the Register of Members or who are beneficial owners of the shares of the Company on such date as the Board of Directors may determine, in the ratio of one equity share for every four equity shares held by such member / beneficial owner on the date aforesaid with option only to such member / beneficial owner to apply for additional new shares if they have not renounced their rights in whole or in part.

The under subscribed portion, if any, of the above mentioned issue will be disposed of by the Board of Directors, in such manner as it may think most beneficial to the company and the Board of Directors is hereby authorized accordingly.

The Equity shares to be issued as aforesaid shall be subject to the memorandum and articles of association of the company and shall rank pari passu in all respect with the existing fully paid equity shares of the company and shall not be subject to reduction as proposed vide Resolution No. 11

For the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matter and things as it may in its discretion deemed necessary or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer, issue and allotment of the said equity shares as it may think fit.

#### 9. A SPECIAL RESOLUTION

Resolved that pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or enactments thereof, for the time being in force), the relevant guidelines for preferential issues under the SEBI (Disclosure & Investor Protection) Guidelines, 2000, the enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Agreement, and subject to the approvals, permissions and sanctions of the Financial Institutions Banks, Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and all other consents and permissions of such other authorities as may be required and subject to such conditions and modifications as may be imposed by any of them and agreed to by the Board of Directors of the Company and/or a duly authorised committee constituted or hereafter to be constituted for exercising the power hereby conferred (hereinafter referred to as "the Board"), the consent of the Company be and is hereby accorded to the Board to issue and allot 49,90,000 Equity Shares of Rs. 10/- per share credited as fully paid-up to the Industrial Development Bank of India (IDBI), and 12,50,000 Equity Shares of Rs. 10/- per share credited as fully paid-up to ICICI Ltd. in lieu of and against conversion of part of the rupee loan to the extent of Rs. 499 lacs and Rs. 125 lacs taken by the Company from IDBI & ICICI Ltd. respectively.

#### RESOLVED FURTHER THAT

- i. The new Equity shares to be so allotted shall be subject to the Memorandum and Articles of Association of the Company;
- ii. The new Equity Shares shall rank pari passu in all respects with the existing Equity Shares of the Company. The equity shares to be issued in terms of this resolution shall not be subject to reduction of share capital of the Company vide Resolution No. 11.
- iii. No letter of allotment shall be issued to IDBI & ICICI Ltd.
- iv. For the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do and perform all such acts, deed, matters and things as they may in their absolute discretion

deem necessary, desirable or appropriate to settle any question, difficulty or doubt that may arise with regard to the new Equity Shares as they may think fit.

**10. A SPECIAL RESOLUTION**

RESOLVED THAT in accordance with Section 81, 81(1-A) and all other applicable provisions, if any, of the Companies Act, 1956 ('the Act') and in accordance with the Securities and Exchange Board of India (SEBI) Guidelines for Preferential Issues as issued from time to time and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, as amended from time to time and or any other provisions of any statute, rules or regulations for the time being in force, and in accordance with the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with the Stock exchanges where the Equity Shares of the Company are listed and subject to the consent or approval of any other appropriate authorities and subject to such conditions or modifications as may be considered necessary, proper or expedient and agreed to by the Board of Directors (hereinafter referred to as 'the Board' which term shall include any committee which the Board may have constituted or may hereafter constitute), the consent of the Company be and is hereby accorded to the Board to offer, issue and allot on preferential basis to the Promoters (individuals and bodies corporate) belonging to the same Promoter Group hereinafter identified in the annexed Explanatory Statement pursuant to Section 173(2) of the Act, 25,00,000 Equity Shares of the Company of the face value of Rs. 10/- each for cash at a price of Rs. 10/- per share in accordance with the SEBI guidelines referred to hereinbefore.

That all the Equity Shares as and when allotted in terms of this resolution, shall rank in all respects, *pari passu* with the existing Equity Shares of the Company and such Equity Shares to be issued in terms of this resolution shall not be subject to the reduction of shares in terms of Resolution No. 11.

That the Board be and is hereby authorized to take necessary measures to seek the listing of such Equity Shares at the Stock Exchanges where the Company's shares are presently listed.

That for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take all such steps and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem fit and proper or desirable and necessary and to settle any question or doubt that may arise with regard to the offer, issue and allotment of the aforesaid Equity Shares.

**11. AS A SPECIAL RESOLUTION**

RESOLVED that pursuant to the provisions of Section 100 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or enactment(s) thereof, for the time being in force) and the prevailing guidelines in that behalf, the enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Agreement, if any, and subject to the approvals, permissions and sanctions of the Board of Financial & Industrial Reconstruction, the Financial Institutions and Banks, if applicable and any other appropriate authorities and subject to confirmation by the Hon'ble High Court at Kolkata and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company and/or a duly authorized committee constituted or may hereafter be constituted for exercising the power hereby conferred (hereinafter referred to as "the Board") the consent of the Company be and is hereby accorded to the Board to write off (A) Securities Premium Account of Rs. 1,18,83,10,000/-, (B) Capital Redemption Reserve of Rs. 5,00,000/- and (C) Forfeited Shares of Rs. 76,25,000/- so as to absorb the accumulated loss appearing in the Balance Sheet of the Company to the extent of Rs. 11,96,435,000/- (Rupees one hundred nineteen crores sixty four lacs thirty five thousand only) of the Company as at 31st March 2002, against the Securities Premium Account, Capital redemption Reserve and Forfeited Shares Accounts of the Company and that the paid up Capital of the Company be reduced from Rs.12,70,84,470/- divided into 1,27,08,447/- Equity Shares of Rs. 10/- each existing as on the date

of this notice (hereinafter referred to as "the Existing Equity Shares"), to Rs. 1,27,08,447/- divided into 1,27,08,447 Equity Shares of Re. 1/- by canceling Rs. 9/- per Equity Share which Capital has been lost and is unrepresented by the available assets.

#### RESOLVED FURTHER THAT

- i. On such reduction of capital being effected, the said 1,27,08,477 equity shares 10 such equity shares be consolidated into 1 (one) Equity Share of Rs. 10/- each fully paid up.
- ii. The holding of each shareholder with reference to the Existing Equity Share, to be fixed as on the Record date for the purpose in consultation with the Stock Exchanges as well as National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) for physical shares and dematerialized shares, as the case may be, without any further act or deed, shall compulsorily and automatically be consolidated to 1 (one) new Equity Shares of Rs. 10/- each fully paid-up in the Company for every 10 (ten) Equity shares of Re. 1/- each fully paid up and held in the Company as on the Record date.
- iii. Consequential amendments be made in the Capital Clause of the Memorandum and Articles of Association of the Company after such reduction and consolidation becomes operative and effective
- iv. The fractional entitlement of Equity Shares, which may arise resulting from the aforesaid reduction, shall be consolidated and transferred/allotted in the name of a Trust, to be formed by the Board of Directors who shall hold the said fractional equity shares in trust for and on behalf of the holders entitled thereto. The Trust which holds the said Equity Shares shall sell the same in the Market at the best available price and pay to the Company the net sale proceeds thereof whereupon the Company shall distribute such net sale proceeds to the members/holders entitled thereto in proportion to their fractional entitlements/holdings after deducting therefrom all costs, charges and expenses incurred by the Trust.
- v. Upon such reduction and consolidation of the Equity Share Capital being effected, each share holder with reference to the Existing Equity Share, to be fixed as on the Record date for the purpose by the Board, shall surrender to the Company the existing Equity Share Certificates in respect of the shares held by him/her for exchanging with new Equity Share Certificates and/ or net proceeds for his/her fractional entitlements, if any, consequent upon the said process of reduction/ consolidation whereas for dematerialized shares the Company shall issue necessary advise to NSDL/CDSL, as the case may be.
- vi. Proceeds to which he may be entitled to as aforesaid
- vii. For the purposes of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable and to settle any questions, difficulties or doubt that may arise and to agree to any such conditions or modifications as the Court or any other statutory authorities may impose in this regard.

#### 12. AS A SPECIAL RESOLUTION

RESOLVED THAT the Company hereby accords its approval pursuant to Section 163 of the Companies Act, 1956, to keep the Register of Members, Index of Members and other records and documents in respect of shares and securities held in physical form at the Office of CB Management Services (P) Ltd., P-22 Bondel Road, Kolkata 700 019, a SEBI registered Share Transfer Agent, appointed in accordance with SEBI (Registrar to an Issue and Share Transfer Agents) Rules 1993.

Regd. Office :  
14, Taratolla Road  
Calcutta - 700 088  
Dated : 29th July, 2002.

By Order of the Board  
  
**GOUTAM RAY CHOWDHURY**  
Company Secretary

**NOTES :**

- i) A member entitled to attend and vote at the meeting is entitled to appoint a proxy, to attend and vote on a poll on his behalf and such a proxy need not be a member of the Company. Proxies in order to be effective must be deposited at the Registered Office or with the Registrars and Share Transfer Agents of the Company, M/s. CB Management Services (P) Ltd., not less than 48 hours before the meeting.
- ii) The Registrar of Members of the Company and the Share Transfer Registers shall remain closed on 30th August, 2002.
- iii) The members are requested to
  - a) notify immediately any change in their address to the Company.
  - b) bring their copy of the Annual Report to the meeting.
  - c) write to the Company's Registrar & Share Transfer Agents, M/s CB Management Services (P) Ltd enclosing their share certificates for consolidation into one folio for better investor service, if they have more than one folio in identical order of name(s).
- iv) Explanatory Statements under Section 173(2) of the Companies Act, 1956 for resolution nos. 4 to 12 are annexed hereto.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.****Resolution No. 4**

As the Company is a widely held Company and its shares are traded on the Stock Exchanges regularly, a part of its share capital is sometimes held by the financial institutions who now routinely invest in the stock market. As this may sometime attract the provisions of Section 224A of the Companies Act, 1956, the Company proposes to appoint the Auditors by Special Resolution as abundant precaution.

The Board recommends the passing of this Special Resolution.

None of the Directors is interested/concerned in the resolution.

**Resolution No. 5**

At the Board Meeting held on 30th January, 2002 Mr. Bijon Nag a permanent Director was reappointed as the Chairman of the Company for a period of five years with effect from 30th May, 2002 The terms and conditions of the appointment including remuneration payable to Mr. Nag are :

**1. Remuneration :**

- a) **Salary :** Rs. 59,500 (Rupees fifty nine thousand five hundred only) per month.
- b) **Commission :** In addition to salary, perquisites and other allowances, 0.5% commission based on net profits of the Company computed in the manner laid down in Section 309(5) of the Companies Act, 1956, subject to the provisions of Section 198 and Section 309 and other applicable provisions, if any of the Companies Act, 1956, but not exceeding an amount equal to half of annual salary paid during the financial year.

**PART - A**

- a) **Housing :** The expenditure by the Company on hiring unfurnished accommodation will be subject to the following ceiling :

- I. Sixty percent of the salary.
  - II. In case the accommodation is owned by the Company, ten percent of the salary of the Chairman shall be deducted by the Company.
  - III. In case no accommodation is provided by the Company, entitlement to house rent allowance will be subject to the ceiling laid down as in I above.
- b) **Medical Reimbursement** : Expenses incurred for self and family subject to a ceiling of one month's salary in a year or three months salary over a period of three years.
  - c) **Leave Travel Concession** : For self and family once in a year incurred in accordance with the Rules of the Company.
  - d) **Club Fees** : Fees of Clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
  - e) **Personal Accident Insurance** : Premium not to exceed Rs. 4000/- p.a.

**Explanation** : For the purpose of this part, 'family' means the spouse, the dependent children and dependent parents.

#### **PART- B :**

- i) Gratuity not exceeding half a month's salary for each completed year of service subject to a ceiling of Rs. 3,50,000/-.
- ii) Contribution to the provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-tax Act.
- iii) Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites. The above perquisites shall not be included in the computation of the ceiling on remuneration specified under Schedule XIII to the Act.

#### **PART - C :**

- i) **Car** : Provision of car for use on Company's Business will not be considered as perquisite. However, use of car for private purpose will be billed by the Company to the Chairman.
- ii) **Telephone** : Company will reimburse expenses in connection with telephone at residence. However, personal long distance calls will be billed by the Company to the Chairman.

The terms and conditions of the said appointment and/or agreement are subject to the provisions of Section 198 and section 309 of the Companies Act, 1956 and may be altered and varied from time to time by the Board as it may in its discretion deem fit within the maximum amount of remuneration payable in accordance with the applicable rules and regulations.

The agreement may be terminated by either party giving the other six months' notice .

Mr. Bijon Nag shall perform such duties and exercise such powers as are entrusted to him by the Board.

In compliance with the provisions of the Companies Act, 1956 the appointment and the terms of remuneration specified above have approved by Remuneration Committee also and are now being placed before the members for their approval. The Board recommends passing of the resolution in the best interest of the Company.



The above may be treated as an abstract of the terms of contract between the Company and Mr. Bijon Nag under Section 302 of the Companies Act, 1956.

No Director except Mr. Bijon Nag is concerned or interested in the proposed resolution.

#### **Resolution No. 6**

Mr. D.K Bhattacharyya was appointed as the Managing Director of the Company with effect from 1st September, 2000 and the said appointment was approved by the Shareholders at the 24th Annual General Meeting held on 26th September, 2000. As the period of appointment was to expire on 31st August, 2001, the same was extended for a further period of one year with effect from 1st September, 2001 by the Board of Directors at their Board Meeting held on 30th July 2001 subject to the approval of the Shareholders. The terms and conditions of the appointment including remuneration payable to Mr. D.K Bhattacharyya has already been approved by the Shareholders at the 25 Annual General Meeting held on 14th August, 2001 and the same remains unchanged.

The Board recommends the passing of this Ordinary resolution.

No Director except Mr. D.K Bhattacharyya is interested/concerned in the resolution.

#### **Resolution No. 7**

Notice under Section 257 of the Companies Act, 1956 has been received from a member stating therein his intention to appoint Mr. Somen Bal as Director of the Company whose office shall be liable to retirement by rotation. Consent from Mr. Somen Bal has also been received in accordance with Section 264(1) of the Act. The members are now requested to approve the appointment of Mr. Somen Bal as Director of the Company whose office shall be liable to retirement by rotation.

The Board recommends the passing of this Ordinary resolution.

None of the Directors is interested/concerned in the resolution.

#### **Resolution No. 8**

To part finance one time settlement of dues to secured creditors it is proposed to issue 3177112 Equity Shares at par in proportion of one Equity Share for every four existing Equity shares of the Company by way of Rights to the existing shareholders of the Company.

The Board recommends the passing of this Special Resolution.

None of the Directors is interested/concerned in the resolution except Mr. Bijon Nag, Mr. D.K. Bhacharyya and Mr. Gautam Dasgupta to the extent of shares held by them in the Company on which they will be entitled to the Rights Offer.

#### **Resolution No. 9**

As part of the Company's endeavours towards financial restructuring it is proposed to issue 49,90,000 Equity Shares to Industrial Development Bank of India (IDBI) and 12,50,000 Equity Shares to ICICI Ltd. in lieu of and against conversion of the Rupee Loan to the extent of Rs. 499 lacs and Rs. 125 lacs taken by the Company from IDBI and ICICI Ltd. respectively. The conversion of part of the rupee loan into equity shares is envisaged as per one of the terms and conditions of the Loan Agreements entered into between the Company and IDBI and ICICI Ltd. This resolution is for the purpose of authorizing the Board in all respects to proceed in the matter in the event of the proposal being accepted by IDBI and ICICI Ltd. The Equity shares to be issued and allotted on conversion of loan as proposed vice resolution no. 9

of this notice shall not be subject to reduction as proposed in resolution no. 11. The resolution for allotment of Equity Shares in discharge of an equivalent amount against rupee debts in terms of restructure plan as proposed in resolution no. 9 of this notice may also be considered as approval for allotment on Preferential basis in terms of SEBI Guidelines.

The proposed acquisition of shares by conversion of debt into equity is exempt under Regulation 3(1)(iii) of SEBI (Acquisition of Shares & Takeover) Regulations 1997.

IDBI presently holds 4,65,774 Equity Shares of the Company representing 3.66% of the present paid up Equity Capital. After the proposed conversion of Debt in to equity it shall hold 54,55,774 equity shares in the Company.

ICICI Ltd. does not hold any equity shares of the Company at present and shall hold 12,50,000 Equity Shares after the proposed conversion of debt to equity.

The Board recommends the passing of this Special Resolution.

None of the Directors is interested/concerned in the resolution except Dr. T.K. Mukhopadhyay who is a nominee of IDBI on the Board of Directors of the Company.

#### Resolution No. 10

In view of the erosion of the entire net worth of the Company, the Company has been registered with the BIFR and it is expected that the Company's endeavours towards financial restructuring shall be expedited under the guidance and supervision of BIFR and the Operating Agency appointed by them. The financial restructuring is expected to provide certain reliefs and concessions from the Financial Institutions / Banks which, inter alia, would result in injection of fresh Equity Shares of the Company by Promoters Group on private placement basis. The proposed issue of Equity Shares will be utilized towards one time settlement of secured creditors of the Company.

The resolution for the proposed preferential offer of 25,00,000 Equity Shares to the Promoters (the offer) in accordance with Section 81 and 81(1A) is placed for your consent. The Directors recommend passing of the resolution. None of the Directors except Mr. Bijon Nag, Chairman as a Promoter is concerned or interested in the resolution.

The Promoter Group subscribing to the preferential issue is identified hereinafter and consequent to the acceptance in full of the proposed offer, by the said Promoter Group and after the Company issues and allots 25,00,000 Equity Shares, the Promoter Group will own 41.69% and Public (including Mutual Fund & Bodies Corporate) 50.93% of the total post preferential Issue Paid up Equity Share Capital of the Company respectively. The Promoter Group's holding of 41.69% of the post preferential allotment equity capital takes into consideration only the present issued and subscribed equity shares i.e. 127,08,447 and the 25,00,000 equity shares under consideration for preferential allotment. It may be noted that in arriving at the percentage holding of Promoter's Group, the proposed Rights Issue and conversion of loan into equity has not been included in the post preferential allotment of equity capital. The Promoters named in the Table 'A' annexed to and forming part of this Explanatory Statement intend to subscribe to the said Offer. The promoters other than those identified in the said Table 'A' do not intend to subscribe to the Offer. Promoters Group means the Bijon Nag Group.

As per SEBI Guidelines on preferential issue, "the issue of shares on a preferential basis can be made at a price not less than the higher of the following :

- i) The average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during the six months preceding the relevant date;
- OR
- ii) The average of the weekly high and low of the closing prices of the related shares quoted on a stock exchange during the two weeks preceding the relevant date."