



SUPREME PETROCHEM LIMITED

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PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE SHAREHOLDERS / BENEFICIAL OWNERS OF THE EQUITY SHARES OF SUPREME PETROCHEM LIMITED

OFFER FOR BUYBACK OF EQUITY SHARES FROM OPEN MARKET THROUGH STOCK EXCHANGES

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

SCHEDULE II - PART A OF BUYBACK REGULATIONS

- THE BUYBACK**
 - The Board of Directors of Supreme Petrochem Limited ("the Company") at its meeting held on April 21, 2014 (the "Board Meeting"), have approved the proposal for buyback of the Company's fully paid up equity shares of Rs. 10/- each (hereinafter referred to as "the Buyback") in accordance with the provisions contained in Article 9 of the Articles of Association of the Company, Sections 68, 69 and 70 of the Companies Act, 2013 (hereinafter referred to as "the Act") and other applicable provisions, if any, of the Companies Act 2013 (to the extent notified) and Companies Act, 1956 (to the extent not repealed) and the provisions contained in the Buyback Regulations subject to other applicable laws, approvals as may be necessary, from statutory authorities including Securities and Exchange Board of India, Stock Exchanges, Reserve Bank of India, etc., 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 (which term shall include Committee of Directors and hereinafter referred to as "the Board").
 - The Buyback is proposed considering the availability of accumulated cash, the expected future cash flows from business operations and funding requirements of the Company to fund its future plans. The Buyback proposal is being implemented in keeping with the Company's desire to enhance overall shareholders' value. The Buyback would lead to reduction in outstanding number of Equity Shares and may consequently increase earnings per equity share over a period of time. This would in turn lead to improvement in return on net worth and other financial ratios and contribute to maximization of overall shareholders' value.
 - The aggregate paid-up equity capital and free reserves of the Company as on June 30, 2013 (the date of the latest audited accounts as on the date of the Board Meeting) were Rs. 33,750.37 lakhs and under the provisions of the Act, the funds deployed for Buyback with the authorization of the Board, shall not exceed 10% of the paid-up capital and free reserves of the Company in a financial year. Accordingly, the maximum amount that can be utilized in the present Buyback is Rs. 3,375.04 lakhs and the aggregate amount to be expended for the present Buyback is Rs. 3,375.00 lakhs (including brokerage and other charges, if any) ("Buyback Size"), which is 10% of the paid-up capital and free reserves of the Company as on June 30, 2013 and within the maximum amount as aforesaid. Further, the Company shall utilize minimum of Rs. 1,687.50 lakhs, which is 50% (Fifty per cent) of the Buyback Size ("Minimum Buyback Size").
 - The maximum Buyback price of Rs. 70/- per equity share ("Maximum Buyback price") has been arrived at after considering prevailing stock market prices, the net worth of the Company, the impact of the Buyback on the earnings per share of the Company and other relevant considerations. However, in accordance with the Buyback Regulations, Buyback price for the Equity Shares in physical form will be determined as the volume weighted average price of the Equity Shares bought back, other than in the physical form, during the calendar week in which the Equity Shares in physical form are received by the broker (or in case no Equity Shares are bought back in the normal market during that calendar week, then the previous week when the company last bought back Equity Shares) and the price of Equity Shares tendered in physical form during the first calendar week of the Buyback shall be the volume weighted average market price of the Equity Shares of the Company during the preceding calendar week, subject to the volume weighted average price being less than Rs. 70/- per equity share.
 - The maximum number of equity shares proposed to be bought back are 60,00,000 equity shares ("Maximum Offer Shares") being 6.20% of equity shares of Rs. 10/- each outstanding as at June 30, 2013. The minimum number of equity shares to be bought back shall be 24,10,715 equity shares ("Minimum Offer Shares").
 - The equity shares of the Company shall be bought through the methodology of "Open Market Purchases through Stock Exchanges". The equity shares of the Company are listed on BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") and the Buyback will be made through BSE and NSE (hereinafter referred to as "Stock Exchanges") only through the order matching mechanism except "all or none" order matching mechanism.
 - The Buyback is proposed to be completed within the maximum period of 6 (six) months from the date of opening of the Buyback offer. The time frame for the Buyback will be determined by the Board of Directors within this validity period, subject to the relevant provisions of the Act and the Buyback Regulations.
 - The aggregate shareholding of Promoters and Promoter Group and of the Directors of the Promoters, where the Promoter is a Company, the person(s) who are in control of the Company as on the date of Board Meeting i.e., April 21, 2014 was as below:

Category of Member	No. of Equity Shares Held	% of Existing Equity Share Capital
1. Promoters	5,78,72,800	59.76
2. Promoter Group	8,39,200	0.87
3. Persons Acting in Concert	16,54,684	1.71
Total of Promoters, Promoter Group and Persons Acting in Concert	6,03,66,684	62.34

- None of the promoters, persons in promoter group or persons acting in concert have either purchased or sold any shares during the period of six months preceding April 21, 2014, being the date of Board Meeting, except for Mr. Jaiprakash Taparia, who has inherited 1,134 equity shares on December 20, 2013.
- As per Regulation 15 (b) of the Buyback Regulations, the Company shall not buy shares from its promoters and persons in control of the Company.
- The promoters, persons in promoter group and persons acting in concert will neither participate in the Buyback nor deal in the equity shares of the Company on the Stock Exchanges or through off-market transactions, including inter-se transfer of shares among the promoters, as per the provisions of the Buyback Regulations.
- The Company will not Buy-Back shares from any persons through negotiated deals whether through the stock exchanges or through spot transactions or through any private arrangement.
- No scheme of amalgamation or compromise or arrangement is pending in relation to the Company on the date of this PA.
- In compliance with the Buyback Regulations, the Company shall not raise further capital for a period of one year from the closure of the Buyback offer, except in discharge of its subsisting obligations such as conversion of warrants, stock options etc.
- The Company confirms that there are no defaults subsisting in the repayment of deposits; redemption of debentures or preference shares; or repayment of term loans to any financial institutions or banks.
- The Board hereby confirms that it has made full inquiry into the affairs and prospects of the Company and that it formed the opinion:
 - That, immediately following the date of Board Meeting, there were no grounds on which the Company could be found unable to pay its debts;
 - That, as regards the Company's prospects for the year immediately following the date of Board Meeting, having regard to their intentions with respect to the management of the Company's business during the year and to the amount and character of the financial resources which will in their view 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 that date; and
 - That, in forming their opinion for the above purposes, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Act (including prospective and contingent liabilities).
- That the debt equity ratio of the Company after the Buyback will be within the limit of 2:1 as prescribed under the Act.
- The text of the report dated April 21, 2014 received from G M Kapadia & Co., Chartered Accountants, the Statutory Auditors of the Company addressed to the Board of the Company is reproduced below:

"To,
The Board of Directors
Supreme Petrochem Limited
Mumbai

Dear Sir(s),

Sub: Proposed Buy-back of equity shares of Supreme Petrochem Limited ("the Company")

We have been informed that the Board of Directors in their meeting held on April 21, 2014, have decided to Buy-back Company's shares as allowed under Sections 68, 69 and 70 of the Companies Act, 2013 and other applicable provisions, if any, Companies Act 2013 (to the extent notified), at a price not exceeding Rs. 70/- per equity share. In terms of the requirements of Clause (x) of Schedule II, Part A of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998, we confirm that:

- We have enquired into the state of affairs of the Company in relation to its audited accounts for the year ended June 30, 2013 which have been approved by the Board of Directors of the Company and adopted by the Shareholders of the Company.
- The Board of Directors has proposed to Buy-back the Company's equity to the extent of Rs. 3,375 lakhs at a price not exceeding Rs. 70/- per equity share. The amount of permissible capital payment towards Buy-back of equity shares, as computed below, in our view, has been properly determined in accordance with Section 68(2) (b) of the Companies Act, 2013:

Particulars	Amount (Rs. In lakhs)*
Paid up equity share capital as on June 30, 2013	9,683.86
Free Reserves as on June 30, 2013	
General Reserves	19,976.50
Profit and Loss Account	4,090.01
Total	33,750.37
Maximum amount permissible for buyback (i.e. 10% of the total paid up capital and free reserves, with Board of Directors Approval)	3,375.04
Approved by Board of Directors	3,375.00

* Based on standalone financial statements for the year ended June 30, 2013.

- The Board of Directors in their meeting held on April 21, 2014, have formed the opinion as specified in Part A, clause (x) of Schedule II of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998 (as amended) on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of passing of the resolution in case of buy-back of up to 10% of the paid-up equity capital and free reserves of the Company under Section 68(2)(b) of the Companies Act, 2013.
- This certificate has been prepared for and only for the Company in reference to proposed buy-back of Equity Shares approved by the Board of Directors of the Company at its meeting held on April 21, 2014, in pursuance of the provisions of Sections 68, 69 and 70 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 (to the extent notified) [including disclosing in the Public Announcement and submission to various Regulatory bodies such as SEBI, Stock Exchanges, RBI etc., as required under SEBI (Buy-back of Securities) Regulations, 1998 (as amended)] and for no other purpose."

Yours sincerely,
For G.M. Kapadia & Co.,
Chartered Accountants
(Firm regn. No. 104767W)
Sd/-
Rajen Ashar
Partner
Membership No. 048243
Place: Mumbai
Date: April 21, 2014"

DISCLOSURES IN ACCORDANCE WITH PART 'B' OF SCHEDULE II OF BUYBACK REGULATIONS

- AUTHORITY FOR THE BUY BACK**
 - The Company is authorized by Article 9 of Articles of Association of the Company and Sections 68, 69 and 70 of the Act and other applicable provisions, if any, of the Act and the Companies Act, 1956 (to the extent not repealed). This Buyback has been duly authorized by a resolution passed by the Board of Directors of the Company at its meeting held on April 21, 2014.
- MAXIMUM AND MINIMUM NUMBER OF SHARES TO BUYBACK, SOURCES OF FUNDS AND COST OF FINANCING THE BUYBACK**
 - The maximum and minimum number of equity shares to be bought back, as approved by the Board are 60,00,000 and 24,10,715 respectively. However, at the maximum price of Rs. 70/- per equity share and maximum buy back size of Rs. 3,375.00 lakhs the maximum number of equity shares that can be bought back are approximately 48,21,428. The actual number of shares to be bought back would therefore vary depending on the average market price of the shares and the amount deployed in the Buyback.
 - The Buyback will be funded out of the Company's current surplus and/or cash balances and/or internal accruals.
 - The Company has substantial accumulated free reserves and the funds required for the Buyback will be drawn out of such free reserves. The cost of financing the Buyback would therefore be only a notional loss of income that the funds used for Buyback would have earned had they been deployed in the ordinary course of the Company's business.
- PROPOSED TIME TABLE**

Activity	Date
Board Meeting approving the Buyback	April 21, 2014
Date of opening the Buyback	May 2, 2014
Acceptance of Shares	Within 15 days of the relevant payout dates of the Stock Exchanges.
Extinguishment of Shares	In case the Equity Shares bought back are in dematerialized form the same will be extinguished in the manner specified in the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended and the bye-laws framed thereunder. In case the Equity Shares bought back are in physical form, the Company shall extinguish and physically destroy the share certificates bought back during the month, on or before the 15th day 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 Buyback Offer.
Last Date for the Buyback	Earlier of: (a) October 31, 2014; or (b) when the Company completes the Buyback Offer by deploying the amount equivalent to the Buyback Size; or (c) when the Company completes the Buyback Offer to the extent of buying back Equity Shares equal to the Maximum Offer Shares provided that the Company has deployed an amount equivalent to the Minimum Buyback Size; or (d) 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 Buyback Size (even if the Maximum Buy-Back Size has not been reached or the Maximum Buyback Shares have not been bought back).

4. PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUYBACK

- The Buyback is open to all Shareholders / Beneficial Owners of the fully paid-up equity shares of the Company, both registered and unregistered, holding equity shares either in physical and/or electronic form, except the promoters, persons in promoter group and persons acting in concert.
- The Company shall not buyback the locked-in equity shares or non-transferable equity shares during the pendency of the lock-in or until they become transferable.
- The Buyback Regulations permit the Company to effect the Buyback from the Open Market only through the Stock Exchanges having nationwide electronic trading facility. Accordingly, the Company proposes to Buy-Back shares through BSE and NSE only.
- The Company has appointed Kisan Ratilal Choksey Shares and Securities Pvt. Ltd. ("Broker"), 1102, Stock Exchange Tower, Dalal Street, Mumbai - 400 001 as the broker through whom the purchases and settlement on account of the Buyback shall be made.
- The Buyback of Shares will be made only through the order matching mechanism except "all or none" order matching system.
- The Company may, from the date of opening of Buyback, place "buy" orders on BSE and / or NSE at least once in every week through the Broker, in such quantity and at such prices, not exceeding Rs. 70/- per share, as it may deem fit, depending upon the prevailing quotations of the shares on the Stock Exchanges. When the Company has placed an order for Buyback of shares, the identity of the Company as purchaser would be displayed on the screen of the market participants of the Stock Exchanges.
- The shares of the Company are traded in the compulsory demat mode under the trading code 500405 at BSE and SUPPETRO at NSE. The ISIN of the Company is INE663A01017.
- The Equity Shares bought back by the Company may not be at a uniform price. Orders will be placed by the Company at least once in a week in such quantity and at such prices, as it may deem fit, depending upon the prevailing quotations of equity shares on the Stock Exchanges so long as the market price is lower than the Maximum Offer Price. Such orders will be placed both in normal and physical segments. The Company shall intimate the Stock Exchanges as well as upload the information regarding the shares bought back on its website on a daily basis, as prescribed by the Buyback Regulations.
- Procedure for Buyback of Demat Shares:** Beneficial owners, who desire to sell their shares under the Buyback, would have to do so through a stock broker, who is a member of BSE and / or NSE by indicating to their broker the details of shares they intend to sell and price thereof. The trade would be executed at the price at which the order matches and that price would be the price for that seller. Execution of the order, issuance of contract note delivery of stock to the broker and receipt of payment from the broker would be carried out in accordance with the requirements of Stock Exchanges.
- Procedure for Buyback of Physical Shares:** The Company shall approach the Stock Exchange(s) for permission to use a separate window for Buyback of Equity Shares in physical form ("Physical Shares") in terms of Regulation 15A of the Buyback Regulations (the "Physical Shares Buy-Back Window"). Upon the receipt of the permission from the Stock Exchange(s) to use their Physical Share Buy-Back Window, the Company shall Buyback the Physical Shares from the shareholders. The procedure for Buyback of Physical Shares in the Physical Shares Buy-Back Window shall be subject to the requirements provided by the Stock Exchange(s) and any directions in this regard. As per Regulation 15A of the Buyback Regulations:
 - A separate window shall be created by the Stock Exchange, which shall remain open during the Buyback period, for buy-back of Physical Shares.
 - The Company shall buy-back Physical Shares from eligible shareholders through the Physical Shares Buyback Window, only after verification of the identity proof and address proof by the broker.
 - The price at which the Physical Shares are bought back shall be the volume weighted average price of the Equity Shares bought-back, other than Physical Shares, during the calendar week in which such Physical Shares were received by the broker.
 - In case no Equity Shares were bought back in the normal market during the calendar week, the preceding week when the Company last bought back the Equity Shares may be considered.
 - Provided that the price of Physical Shares tendered during the first calendar week of the Buyback shall be the volume weighted average market price of the Equity Shares of the Company during the preceding calendar week.

- Registered shareholders of the Company holding Physical Shares and proposing to participate in the Buyback will be required to submit the complete set of documents for verification procedures to be carried out including the (i) original share certificate(s), (ii) valid share transfer form(s) duly filled, stamped 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 favour of the Company, (iii) self-attested copy of the shareholder's PAN Card. In addition, the 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, Passport or Driving License, (iv) any other relevant documents (but not limited to) power of attorney, corporate authorization (including board resolution/ specimen signature), notarised copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable.
- Registered shareholders of the Company holding Physical Shares should note that Physical Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the Physical Shares for Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions in this regard. Please note that only such Physical Shares as are issued by and under the name of the Company will be accepted by the Company for the Buy-Back, subject to verification and other requirements. Physical share certificates issued by and under any other company's name, shall not be eligible to be bought back by the Company through the Buyback and shall not be accepted. Shareholders holding such physical share certificates should first get such certificates converted into the share certificates of the Company for which they can separately correspond with the Registrar to the Company.
- Subject to the Company purchasing Equity Shares for an amount equivalent to the Minimum Buyback Size, nothing contained herein shall create any obligation on the part of the Company or the Board to Buyback any Equity Shares or confer any right on the part of any Shareholder to have any Equity Shares bought back, even if the Buyback Size has not been reached, and / or impair any power of the Company or the Board to terminate any process in relation to the Buyback, to the extent permissible by law. If the Company is not able to complete the Buyback equivalent to the Minimum Buyback Size, the amount held in the Escrow Account up to a maximum of 2.5% (Two and Half percent) of the Buyback Size, shall be liable to be forfeited and deposited in the Investor Protection and Education Fund of SEBI or as directed by SEBI in accordance with the Buyback Regulations.

5. METHOD OF SETTLEMENT

- Settlement of Demat Shares:** The Company will pay consideration for the Buyback to the Company's Broker on or before every pay-in date for each settlement, as applicable to the respective Stock Exchanges where the transaction is executed. The Company has a depository account styled "Escrow Account - Supreme Petrochem Ltd - Buy Back" with Karyv Stock Broking Limited ("Buyback Demat Account"). Demat Shares bought back by the Company will be transferred into the Buyback Demat Account by the Company's Broker, on receipt of such Demat Shares and after completion of the clearing and settlement obligations of the Stock Exchanges. Beneficial owners holding Demat Shares would be required to transfer the number of such Demat Shares sold to the Company pursuant to the Buyback 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.
- Settlement of Physical Shares:** The shareholders holding Equity Shares in physical form would present the share certificate(s) along with valid transfer deed(s) and other documents to their respective brokers through whom the trade was executed.
- Extinguishment of Demat Shares:** The Demat Shares bought back by the Company shall be extinguished and destroyed in the manner specified in the Securities and Exchange Board of India (Depository and Participants) Regulations, 1996, as amended and its bye-laws, in the manner specified in the Buyback Regulations and the Companies Act, 2013. The Equity Shares lying in credit in the Buyback Demat Account will be extinguished within 15 (fifteen) days of acceptance of the Demat Shares provided that the Company undertakes to ensure that all Demat Shares bought back by the Company are extinguished within 7 (seven) days from the last date of completion of the Buyback Offer.

- Extinguishment of Physical Shares:** Physical Shares bought back by the Company during a month shall be extinguished and physically destroyed by the Company in the presence of Karvy Investor Services Limited ("Manager") and the statutory auditor of the Company on or before the 15th (fifteenth) day of the succeeding month provided that the Company undertakes to ensure that all Physical Shares bought back are extinguished within 7 (seven) days from the last date of completion of the Buyback Offer, in compliance with the Buyback Regulations.
- The details of equity shares extinguished shall be notified to SEBI and the Stock Exchanges in accordance with the Buyback Regulations.

6. BRIEF INFORMATION ABOUT THE COMPANY

- The Company was incorporated on December 14, 1989 under the name "Supreme Petrochem Limited" and the Certificate of Commencement of Business was obtained on February 13, 1990. The Company is promoted by The Supreme Industries Limited and R. Raheja Investments Private Limited.
- The Company is engaged in the business of manufacture and sale of Polystyrene, Expandable Polystyrene (including Food Grade Polystyrene), Specialty Polystyrene and Extruded Polystyrene-Insulation Board.
- The Company's manufacturing plants are located at Amdoshi, Wakhan Roha Road, Post: Patansai, Taluka Roha, Dist. Raigad, Maharashtra 402 106 and at Ammulavoyil Village, Andrakuppam Post, Manali New Town, Chennai - 600 103. The present production capacities are:
Polystyrene - 272000 M.T., Expandable Polystyrene (including food grades) - 72100 M.T., Specialty Polystyrene - 33500 M.T. and Extruded Polystyrene Insulation Board - 5000 M.T.
- The Company markets its products through a network of distributors, monitored through marketing offices at Bangalore, Chennai, Delhi Hyderabad and Kolkata in addition to the Corporate Office in Mumbai. The Company's products have markets in 94 countries around the globe.
- BRIEF FINANCIAL INFORMATION OF THE COMPANY (ON STANDALONE BASIS)**
- Brief audited financial information of the Company for the financial years ended June 30, 2011, 2012, 2013 and for the nine months period ending March 31, 2014 (subjected to limited review by statutory auditors) are detailed below:

Particulars	Subjected to Limited Review		Audited	
	Period Ending 31.03.2014 (9 months)	30.06.2013 (12 months)	Year Ending 30.06.2012 (12 months)	30.06.2011 (12 months)
Operating Revenue	242,936.12	296,818.18	227,267.22	194,369.87
Other Income	431.18	436.24	648.76	866.92
Total Income	243,367.30	297,254.42	227,915.98	195,236.79
Expenditure	236,067.70	281,078.91	217,646.65	178,333.15
Profit before Interest, Depreciation and Tax	7,299.60	16,175.51	10,269.33	16,903.64
Depreciation and amortization expenses	2,136.53	2,770.61	2,292.34	2,037.02
Interest and Finance Charges	1,807.47	2,399.94	3,199.28	2,021.64
Profit before Tax and Exceptional Items	3,355.60	11,004.96	4,777.71	12,844.98
Exceptional items	-	-	-	-
Profit / (Loss) after Exceptional items before tax	3,355.60	11,004.96	4,777.71	12,844.98
Tax Expense (Current + Deferred Tax)	1,061.07	3,738.45	1,440.25	4,074.69
Prior Period Adjustments	9.01	(15.82)	199.99	1.22
Profit / (Loss) after Tax	2,285.52	7,282.33	3,137.47	8,769.07
Equity Share Capital	9,683.86	9,683.86	9,683.86	9,683.86
Reserves and Surplus #	26,352.03	24,066.51	19,616.59	18,054.76
Net Worth	36,035.89	33,750.37	29,300.45	27,738.62
Total Debt *	7,573.77	7,468.85	14,230.64	16,608.48
Equity Dividend (%)	-	2.50	1.40	2.80
Basic Earnings per share	2.36	7.52	3.24	9.06
Diluted Earnings per share	2.36	7.52	3.24	8.87
Book Value per share	37.21	34.85	30.26	29.64
Return on Net Worth (%)	6.34	21.58	10.71	31.61
Debt Equity Ratio	0.21	0.22	0.49	0.60

Key Ratios have been calculated as follows:

Basic Earnings per share	Profit/(Loss) after tax / Weighted average no. of equity shares before dilution of Stock options/Warrants
Diluted Earnings per share	Profit/(Loss) after tax / Weighted average no. of equity shares after dilution of Stock options/Warrants
Book Value per share	Net Worth / number of equity shares issued and outstanding
Return on Net Worth	Profit/(Loss) after tax / Net Worth
Debt Equity Ratio	Total Debt / (Equity Share Capital + Free Reserves)

Notes:

Reserves and Surplus include balances in General reserve and Profit and Loss Account (Free Reserves of the Company) and excludes the balance in Capital Redemption Reserve Account.

* Total Debt includes Secured and Unsecured Loans availed by the Company.

Earnings per share: Return on Networth not annualised for nine months ended March 31, 2014

8. ESCROW ACCOUNT:

- In accordance with Regulation 15B of the Buy-Back Regulations and towards security for performance of its obligations under the Buy-Back Regulations, the Company has entered into an escrow agreement dated April 22, 2014 with the Manager and ING Vysya Bank Limited ("Escrow Bank") pursuant to which the Company has opened an escrow account bearing number 500011050266 titled "Supreme Petrochem Ltd Buyback Escrow A/c" ("Escrow Account"). The Company has authorized the Manager to operate the Escrow Account in compliance with the Buyback Regulations and the Escrow Agreement.
- The Company has deposited in the Escrow Account cash aggregating to Rs. 84,375 lakhs (Rupees Eighty Four Lakhs Thirty Seven Thousand Five Hundred Only), being 2.50% (Two and Half percent) of the Buyback Size ("Cash Escrow") and has issued through ING Vysya Bank Limited, a bank guarantee in favour of Manager for an amount of Rs. 760.00 lakhs (Rupees Seven Crores Sixty Lakhs Only), being 22.52% of Buyback Size ("Bank Guarantee").
- The Company's escrow arrangement consisting of Cash Escrow of Rs. 84,375 lakhs (Rupees Eighty Four Lakhs Thirty Seven Thousand Five Hundred Only) and Bank Guarantee of Rs. 760.00 lakhs (Rupees Seven Crores Sixty Lakhs Only) aggregating to Rs. 844,375 lakhs (Rupees Eight Crores Forty Four Lakhs Thirty Seven Thousand Five Hundred Only), is equivalent to 25.02% of the Buyback Size in compliance with the Buyback Regulations.
- In terms of Regulation 15B(7) of the Buyback Regulations, upon completion of the Buyback equivalent to the Minimum Buyback Size, the Cash Escrow in the Escrow Account and the Bank Guarantee, shall be released to the Company in accordance with the Escrow Agreement.
- Subject to the provisions of Regulation 15B (8) and 15B (9) of the Buyback Regulations, if the Company is unable to complete the Buyback to the extent of the Minimum Buyback Size, the Cash Escrow shall be liable to be forfeited and deposited in the Investor Protection and Education Fund of SEBI or as per the directions of the SEBI, in accordance with the Escrow Agreement and the Buyback Regulations.

9. LISTING DETAILS AND STOCK MARKET DATA

- The equity shares of the Company are listed and traded on BSE and NSE.
- The high, low and average market prices of the Company's equity shares for the last three years and the monthly high, low and average market prices of the Company's equity shares for the six months preceding the date of this Public Announcement and the corresponding volumes on BSE and NSE are as follows:

BSE (Scrip Code: 500405)

Period	High (Rs.)	Date of High and No. of shares traded on that date	Low (Rs.)	Date of Low and No. of shares traded on that date	Weighted Average Price # (Rs.)	Total Volume of shares Traded in the period (in lakhs)	Total Turnover (Rs. In lakhs)
2011*	77.00	02.09.2011 (45,343)	42.00	20.12.2011 (4,29,268)	62.57	61.28	3,834.40
2012*	70.85	13.12.2012 (6,35,436)	36.00	21.05.2012 (11,619)	53.39	60.85	3,249.03
2013*	71.50	29.01.2013 (1,56,284)	52.25	25.09.2013 (27,902)	62.72	40.63	2,548.33
October 2013	61.70	21.10.2013 (83,561)	54.50	15.10.2013 (17,406)	58.75	2.89	169.78
November 2013	62.90	03.11.2013 (54,646)	57.00	01.11.2013 (6,985)	59.91	2.96	177.33
December 2013	62.85	30.12.2013 (33,144)	57.65	17.12.2013 (4,300)	60.02	1.96	117.64
January 2014	66.90	01.01.2014 (1,85,749)	52.85	28.01.2014 (5,695)	61.01	7.22	440.49
February 2014	56.90	03.02.2014 (12,312)	50.95	26.02.2014 (7,248)	53.76	3.50	188.16
March 2014	58.						

9.3 There has been no change in the equity capital of the Company including by way of bonus issue, rights issue or consolidation of equity shares, for the period disclosed under clause 9.2 above.

9.4 The Buyback Price represents a premium of approximately 12.63% and 12.63% over the closing price of BSE and NSE on April 22, 2014 i.e., Rs. 62.15 and Rs. 62.15 respectively, the trading day immediately after the date of the Board Meeting approving the Buyback i.e., April 21, 2014. (Source: www.bseindia.com and www.nseindia.com)

10. PRESENT CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

10.1 The share capital of the Company as on April 21, 2014 is as follows:

(Rs. in lakhs)

Authorised Capital:	
• 12,50,00,000 Equity Shares of Rs.10/- each	12,500.00
• 2,50,00,000 Redeemable Cumulative Preference Shares of Rs.10/- each	2,500.00
Total	15,000.00
Issued, Subscribed and Paid-up Capital:	
(9,68,38,613 Equity Shares of Rs.10/- each fully paid-up)	9,683.86

10.2 As on the date of this PA, there are no partly paid up equity shares of the Company. The Company does not have any convertible debentures or preference shares or any other convertible instruments outstanding.

10.3 The shareholding pattern of the Company as on April 18, 2014 is as follows:-

Particulars	No. of shares held	% of existing equity capital	No. of shares post Buyback *	% holding post Buyback
Promoters and/or persons who are in control and/or acting in concert (Promoter Group)	6,03,66,684	62.34	6,03,66,684	66.45
Foreign Investors (including Non Resident Indians / Fils)	13,91,089	1.44	3,04,71,929	33.55
Financial Institutions / Banks Mutual Funds / Institutions / Central Government & State Government & Insurance Companies.	88,082	0.09		
Others (Public, Body Corporate, Employees, etc..)	3,49,92,758	36.13		
TOTAL	9,68,38,613	100.00	9,08,38,613	100.00

* On the assumption of Buyback of 60,00,000 equity shares. The shareholding, post Buyback, may differ depending upon the actual number of shares bought back.

10.4 The aggregate shareholding of the promoters, members of the promoter group, directors of the Promoters, if any, persons acting in concert and of the persons who are in control of the Company as on April 21, 2014 is 6,03,66,684 equity shares constituting 62.34% of the Paid-up Share Capital of the Company.

10.5 None of the promoters, members of the promoter group, directors of the promoters, if any and persons acting in concert, have purchased or sold any shares during the period of twelve months preceding the date of this PA, except for Mr. Jaiprakash Taparia, who has inherited 1,134 equity shares on December 20, 2013.

10.6 In terms of Regulation 19 (1) (b) of the Buyback Regulations, the Company shall not issue any equity shares

or other specified securities including by way of bonus or convert any outstanding warrants or outstanding instruments or stock options into equity shares or other specified securities, from the commencement of Buyback till the date of closure of the Buyback.

10.7 In compliance with the Buyback Regulations, the Company shall not raise further capital for a period of one year from the closure of the Buyback offer, except in discharge of its subsisting obligations such as conversion of warrants, stock options etc.

10.8 The Company shall not withdraw the Buyback Offer after this PA has been made.

10.9 There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act or the Companies Act, 1956, involving the Company as on the date of this PA.

10.10 The promoters, members of the promoter group, directors of the promoters, if any and persons acting in concert shall not deal in the shares of the Company on the Stock Exchanges or through off-market transactions, including inter-se transfer of shares among the promoters, as per the provisions of the Buyback Regulations.

10.11 Unless otherwise determined by the Board, the Buyback Offer will be completed within a maximum period of 6 (six) months from the date of opening of the Buyback Offer.

11. MANAGEMENT DISCUSSIONS AND ANALYSIS ON THE LIKELY IMPACT OF BUYBACK ON THE COMPANY

11.1 The Buyback is not likely to cause any material impact on the earnings of the Company and shall be only a notional loss of income that the funds used for Buyback would have earned had they been deployed in the ordinary course of the Company's business.

11.2 The Buyback is being implemented in keeping with the Company's desire to enhance overall shareholders' value. The Buyback would lead to reduction in outstanding number of equity shares and may consequently increase earnings per equity share over a period of time. This would in turn lead to improvement in return on net worth and other financial ratios and contribute to maximization of overall shareholders' value.

11.3 The promoters, persons in promoter group and persons acting in concert cannot offer shares held by them in the Buyback. Consequent to the Buyback and depending upon the response to the Buyback, the holding of the promoters would increase from the pre Buyback holding of 62.34% to 66.45% (assuming that 60,00,000 equity shares are bought back in the Buyback). The existing promoters are already in control over the Company and an increase in shareholding/voting rights pursuant to the Buyback will not result in any change in control or management structure of the Company. Consequent to the Buyback and based on the number of shares bought back, the Company's shareholding pattern would undergo a change.

11.4 As required under the Act, the ratio of the debt owed by the Company would not be more than twice the share capital and free reserves, post Buyback.

12. STATUTORY APPROVALS

12.1 Pursuant to Sections 68, 69 and 70 of the Act and other applicable provisions, if any, of the Act and Companies Act 2013 (to the extent not repealed) and the Buyback Regulations, the present Buyback of equity shares of the Company from Open Market through the Stock Exchange Mechanism has been duly authorized by a resolution passed by the Board at its meeting held on April 21, 2014.

12.2 No other statutory approvals are required to be obtained for the Buyback. If required, the Company shall obtain such approvals as may be required from time to time including from Reserve Bank of India under Foreign Exchange Management Act, 1999 and the rules / regulations framed there under, if required for the Buyback of equity shares from Non Resident shareholders and / or shareholders of foreign nationality (including OCB's), if any.

12.3 The Buyback of equity shares from Non-resident Indians, Overseas Corporate Bodies, Foreign Institutional Investors and members of Foreign Nationality, if any, shall be subject to such approvals as may be required from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules and regulations framed there-under.

13. **COLLECTION AND BIDDING CENTRES** – Not Applicable

14. COMPLIANCE OFFICER


Mr. Rakesh Nayyar, Executive Director & Company Secretary, Building No. 11, 5th Floor, Solitaire Corporate Park, 167, Guru Hargovindji Marg, (Andheri-Ghatkopar Link Road), Chakala, Andheri (East), Mumbai – 400093, Tel: 91 22 6709 1900; Fax: 91 22 4005 5681; Email: investorhelpline@spl.co.in; Website: www.supremepetrochem.com

15. INVESTOR SERVICE CENTRE

15.1 In case of any queries, the shareholders / beneficial owners of shares of the Company may contact the Registrar & Share Transfer Agent of the Company, on all working days (except Saturdays, Sundays and Public Holidays) between 10 AM and 5 PM, at the following address:-

Karvy Computershare Private Limited, Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad - 500 081, Andhra Pradesh, India, Telephone: 91 40 4465 5300/4465 5000, Fax : 91 40 2343 1551; Email: murali.m@karvy.com; Website: www.karvy.com, Contact Person: Mr. M Muralikrishna.

16. MANAGER TO THE BUYBACK


<p>KARVY INVESTOR SERVICES LIMITED</p> <p>"Karvy House", 46, Avenue 4, Street No. 1, Banjara Hills, Hyderabad - 500 034. Tel. No. 91 40 2342 8774, 2331 2454 Fax No. 91 40 2337 4714, 2331 1968. Contact Person: Ankit Bhatia Email: cmg@karvy.com Investor Grievance Email: igmbd@karvy.com Website : www.karvy.com</p>

17. DIRECTORS' RESPONSIBILITY

As per Regulation 19(1)(a) of the Buyback Regulations, the Directors of the Company accept the responsibility for the information contained in this Public Announcement or any other advertisement, circular, brochure, publicity material which may be issued and confirm that the information in such documents contain true, factual and material information and does not contain any misleading information.

**For and on behalf of Board of Directors of
Supreme Petrochem Limited**

<p>Sd/- M P Taparia Director (Chairman)</p>	<p>Sd/- S J Taparia Director</p>	<p>Sd/- Rakesh Nayyar Executive Director and Company Secretary</p>
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Place: Mumbai
Date: April 22, 2014

32.9 x 14.5 CM