# **Corporate Office :**

A-60, Naraina Industrial Area, Phase-I, New Delhi-110 028 INDIA TEL. : 91-11-41411070 / 71 / 72 FAX : 91-11-25792194 E-mail : investors@shyamtelecom.com Website : www.shyamtelecom.com



# Dated - November 13, 2019

The Manager, Department of Corporate Services Bombay Stock Exchange Limited (**"BSE"**) Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400001 Security Code – 517411 Through BSE Listing Centre Listing Department, National Stock Exchange of India Limited ("**NSE**") Exchange Plaza, Bandra Kurla Complex Bandra (E), Mumbai – 400001 Security Symbol – SHYAMTEL Through NEAPS

SUB – OUTCOME OF THE BOARD MEETING HELD TODAY, I.E., ON WEDNESDAY, NOVEMBER 13, 2019 TO CONSIDER, APPROVE AND TAKE ON RECORD THE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED 30<sup>TH</sup> SEPTEMBER, 2019 AS WELL AS TO CONSIDER THE PROPOSAL OF VOLUNTARY DELISTING OF EQUITY SHARES OF SHYAM TELECOM LIMITED (THE "COMPANY") RECEIVED FROM THE PROMOTER AND PROMOTER GROUP OF THE COMPANY

Dear Sir/Madam,

This is to inform you that pursuant to the provisions of the Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), We inform you that in the Board Meeting held today i.e. November 13, 2019 following Items were considered:

A. The Unaudited Financial Results for the Quarter and Half Year ended 30<sup>th</sup>September, 2019, were considered, approved and taken on record, amongst other Businesses. We are enclosing herewith the Unaudited Financial Results for the Quarter and Half Year ended 30<sup>th</sup>September, 2019 and the Limited Review Report on the same. It is further submitted that "Segment Type" for the Company is "Single Segment."

The said Results will be published in English and Hindi newspaper within 48 hours of the conclusion of this Board Meeting in accordance with the provisions contained in the Listing Regulations.

- B. With respect to the Delisting proposal, the following were considered by the Board:
  - The Board noted and placed on record the Intention Letter dated November 04, 2019 received from Intell Invofin India Private Limited, Promoter representing the Promoter and Promoter Group of the Company expressing their intention to voluntarily delist the Equity Shares of the Company from all the Stock Exchanges where its Equity Shares are listed, i.e. National Stock Exchange of India Limited and BSE Limited, in compliance with the provisions of the SEBI (Delisting of Securities) Regulations, 2009 (the "Delisting Regulations");
  - 2. The Board further noted that in terms of Regulation 8 of the Delisting Regulations, the proposal for delisting is required to be approved by the

Regd. Office : Shyam House, 3, Amrapali Circle, Vaishali Nagar, Jaipur-302021 (RAJASTHAN) INDIA Phone : 91- 0141- 5100343 Fax : 91 - 0141 - 5100310 CIN : L32202RJ1992PLC017750



Board of Directors of the Company after taking into account a Due Diligence Report from a SEBI registered Merchant Banker appointed for the purpose of preparing such Due Diligence. The Board appointed M/s. Sundae Capital Advisors Private Limited (SEBI Registration No.: INM000012494) as Merchant Banker to carry out Due Diligence in terms of Regulation 8(1A)(ii) of the Delisting Regulations;

 Authorisation to the Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary of the Company to provide all necessary Documents and Information to the Merchant Banker and / or the Promoters and the intermediaries appointed by them.

The Board will again meet after the receipt of the Due Diligence Report from the Merchant Banker.

The Company had further received a Letter dated November 12, 2019 from the Intell Invofin India Private Limited along with the Certificate dated November 12, 2019 issued by M/s. DARPN & Company, Chartered Accountants, certifying the Floor Price for the Delisting Proposal determined in terms of Regulation 15(2) of the Delisting Regulations read with Regulation 8(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. In terms of the said Certificate the Floor Price under Regulation 15(2) of the Delisting Regulations is Rs. 6.15/-. The copy of the said Certificate dated November 12, 2019 is enclosed with this Letter.

The aforesaid Meeting of the Board commenced at 03.30 PM and concluded at 05.10 PM.

We request you to take above information on records.

Thanking You Yours Sincerely For SHYAM TELECOM LIMITED SAURAV GOEL COMPANY SECRETARY

#### Encl:

- 1. Unaudited Financial Results for the Quarter and Half Year ended 30th September, 2019.
- 2. Limited Review Report
- 3. Certificate by Chartered Accountant

Independent Auditor's Limited Review Report on the quarterly unaudited financial results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended

# Review Report to The Board of Directors of Shyam Telecom Limited

GM & Co

Chartered Accountants

 We have reviewed the accompanying statement of unaudited financial results of Shyam Telecom Limited ("the Company"), for the quarter ended September 30, 2019 and year to date results for the period from April 01, 2019 to September 30, 2019 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"). Attention is drawn to the fact that the figures for net cash inflows for the half year ended September 30, 2018 as reported in the statement have been approved by the Board of Directors of the Company and have not been subject to review.

This Statement which is the responsibility of the Company's Management has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard-34 "Interim Financial Reporting" ("Ind-AS 34"), specified under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India and approved by the Board of Directors of the Company. Our responsibility is to issue a report on the Statement based on our review.

- 2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Financial Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
- 3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement of unaudited financial results prepared in accordance with the applicable Indian Accounting Standards (Ind-AS) and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.



# 4. Emphasis of Matter

The financial results of the Company reflect that the net worth of the Company has been fully eroded; The Company has incurred net cash loss during the current quarter and the current liabilities exceeded the current assets substantially. All these conditions indicate the existence of material uncertainty that may cast significant doubts about the Company ability to continue as a going concern.

However, the financial results of the Company have been prepared on a going concern basis for the reasons stated in Management note. (Refer Note No.3 of the financial results of the Company).

Our conclusion is not qualified in respect of the above matter.

# 5. Other Matters

An amount of Rs.3656.43 lacs being advances from customers are in process of being settled.

Our conclusion is not qualified in respect of above matter.

For VGM & Co. Chartered Accountants Firm Registration No: 029823N

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Aastha Jain Partner Membership No.: 519915 UDIN: 19519915 AAAAAY2510

Place: New Delhi Date: November 13, 2019



# SHYAM TELECOM LIMITED

CIN: L32202RJI992PLC017750

REGD. OFFICE : SHYAM HOUSE, 3, AMRAPALI CIRCLE, VAISHALI NAGAR, JAIPUR - 302021, RAJASTHAN, INDIA Corporate office: A-60, Naraina Industrial Area, Phase-1, New Delhi - 110028

Website : www.shyamtelecom.com, investors@shyamtelecom.com

## STATEMENT OF UNAUDITED RESULTS FOR THE QUARTER AND HALF YEAR ENDED 30th September, 2019

			Quarter Ended	· · · · · · · · · · · · · · · · · · ·	Half Year	hs except per equit Foded	Year Ended			
	Dastinulars				Unaudited	Unaudited	Audited			
a.i <b>v</b> Q,	Particulars	30-Sep-19	Unaudited 30-Jun-19	30-Sep-18	30-Sep-19	30-Sep-18	31-Mar-19			
_				·	94.08	528.50	864.9			
1	Revenue From Operations	13.18	80.90	293.94	30.67	71.48	493.1			
2	Other Income	3.45	27.22	57.04	50.07	/1.40	433.1			
3	Total Revenue (1+2)	16.63	108.12	350.98	124.75	599.98	1,357.0			
4	Expenditure (a) Cost of material consumed									
	(b) Purchases of Stock-in-Trade	(0.39)	55.81	190.47	55.42	389.73	- 674,:			
	(c)Changes In Inventory of Finished Goods, Work-In-Progress and	(0.33)			<b>44.11</b>					
	Stock-in-Trade	32.59	40.32	70.32	72.91	65.35	95.4			
	(d) Employee Benefits expenses	58.50	51.12	55.66	119.62	121.68	248.			
	(e) Finance Cost	0,38	0.33	1.36	0.71	3.31	9.			
	(f) Depreciation and Amortisation expenses	7.85	8.64	7.26	16.49	14.61	29,			
	(g) Other Expenses	141.86	59.37	332.23	201.23	597.84	526.			
	Total Expenses	240.79	225.59	657.30	466.38	1,192.52	1,583.			
		(228.4.0)	1147 471	[306.32]	(241 62)	(592.54)	(226.			
5	PROFIT/(LOSS) BEFORE EXCEPTIONAL ITEMS AND TAX (3-4)	(224.16)	(117.47)		(341.63)		1,000.0			
6	EXCEPTIONAL ITEMS		•	1,000.00	(3.5.1 6.51	1,000.00				
7	PROFIT/[LOSS] AFTER EXCEPTIONAL ITEMS	(224,16)	(117.47)	(1,306.32)	(341.63)	(1,592.54)	(1,226.			
8	Tax Expenses:	· · · · · · · · · · · · ·			····					
	- Current Tax	-		-		-	(1.			
	- Deferred Tax	(6.03)	(0,38)	(2.18)	(0.41)	(0.72)	(2.			
	Taxes for earlier years	(1.82)	0.95	1.39	(0.87)	1.39	-			
9	Profit / (Loss) For the Period	(222,32)	(118.04)	[1,307.11]	(340.36)	(1,591.87)	(1,222.			
10	Other Comprehensive Income									
11	Items that will not be reclassified to profit or loss				<u>.</u>					
	- Remeasurement Gains/(Losses) on Defined Benefit Plan & Fair						-			
	value changes in Investment	0.05	(0.90)	(0.94)	(0.85)	(3.46)	(17.			
	- Income Tax Effect	0.00	(0.09)	0.24	(0.09)	0.89	(3.			
	Total Other Comprehensive Income	0.04	(0.81)	(0.70)	[0.77]	(2.57)	(13,-			
	The Low Martin Contraction Durity (									
12	Total Comprehensive Income for the period (Comprising Profit /	(000.001	1000 003	44 207 011	(241.12)	11 EGE 441	11 195			
	(Loss) for the period (after tax) and Other Comprehensive	(222.28)	(118.85)	(1,307.81)	(341.13)	(1,594.44)	(1,235.			
	income ( Net of tax )}									
13	Paid up Equity share capital (Face value of share Rs. 10- each)	1,127	1,127	1,127.00	1,127	1,127	1,1			
14	Earnings per equity share (of RS. 10/- each)					·····				
	(1) Basic	(1.97)	(1.05)	(11.60)	(3.03)	(14.15)	(10.			
	(2) Diluted	(1.97)	(1.05)	(11.60)	(3.03)	(14.15)				
+	(2) blaced	()		(22/00/)						
tes : 1	The above results for the Quarter and Half Year ended 30th Septem	har 2019 are raide	wed by the pudit cru	mmittee and taken or	record by the boar	d of directors in th	eir meetine bela			
1		ber, tors, are revie	wear by sie door co		record of the boar					
	on 13th November, 2019. The financial results are prepared in accordance with the Indian Acc	ounting Fine dords (	tod AC) as protocalloo	d under caction 172 /	the Companies Ad	2012 road with P	hula 2 of the			
2				o onoci sectorii 133 c	s the companies Au	, 2015 IEBU WRID P				
	Companies (Indian Accounting Standards) Rules, 2015 and the relev									
3	The net worth of the Company has been fully eroded and the currer			ubstantially. Howeve	r, the financial result	s of the Company	have been			
	prepared on a going concern basis as the company is continuing wit	h the trading operat	tions.							
4	transition option to recognise Right of Use asset (ROU) at an amoun									
4	individual de l'endernise indire prior appare frie place au appare				•					
4	rhare									
	share.	wimpert on OCI has	Tax Expenses includes provision for Deffered tax and Current Tax. Tax Impact on OCI has been adjusted against deferred tax.							
	Tax Expenses includes provision for Deffered tax and Current Tax. To									
4 5 6	Tax Expenses includes provision for Deffered tax and Current Tax. The Company is in the business of Trading in India and hence has or	ly one reportable of	perating segmant as	per Ind-AS 108 - Ope						
5	Tax Expenses includes provision for Deffered tax and Current Tax. To	ly one reportable of	perating segmant as	per Ind-AS 108 - Ope						
6	Tax Expenses includes provision for Deffered tax and Current Tax. The Company is in the business of Trading in India and hence has or	ly one reportable of	perating segmant as	per Ind-AS 108 - Ope comparable whereve	г пессеззәгу.		· · · · · ·			
5	Tax Expenses includes provision for Deffered tax and Current Tax. The Company is in the business of Trading in India and hence has or	ly one reportable of	perating segmant as	per Ind-AS 108 - Ope comparable whereve For & on	r neccessary. behalf of Board of					
5	Tax Expenses includes provision for Deffered tax and Current Tax. The Company is in the business of Trading in India and hence has or	ly one reportable of	perating segmant as	per Ind-AS 108 - Ope comparable whereve For & on SHYA	r neccessary. behalf of Board of M TELECOM LIMITEI					
5	Tax Expenses includes provision for Deffered tax and Current Tax. The Company is in the business of Trading in India and hence has or	ly one reportable of	perating segmant as	per Ind-AS 108 - Ope comparable whereve For & on SHYA	r neccessary. behalf of Board of					

Ajay Khanna Managing Director

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Date: November 13, 2019

Place: NEW/DELHI

	STATEMENT OF ASSETS AND LIABILITIES AS	AT 30TH SEPTEMBER,2019	(Rs. In Lakhs)	
Sr.	Partículars		As at 30th	As at 31st Marc
No.			September, 2019	2019
			(Unaudited)	(Audited)
	ASSETS		······································	· · · · · · · · · · · · · · · · · · ·
1	Non-current assets	·····		
	Property, plant and equipment		286.17	291.
	Other Intangible Assets	·  ·  ·  ·  ·  ·  ·  ·	····	-
	Financial assets			
	- Investments		1,62	2.
	- Trade Receivables		-	
	- Loans		-	3,
	- Others		2.17	1.
	Income Tax Assets (net)		139.62	265.
	Deferred tax assets (net)		13,85	13.
	Other non-current assets	[	6.90	7.
			·	
2	Current assets			
	Inventories		48.83	
	Financial assets		-	
	- Investments		81.64	79.
	- Trade receivables			92.
	- Cash and Bank Balances		67.75	160.
	- Other Bank Balance		197.02	150.
	- Loans		14.31	
	- Others		-	· •
	Current Tax Assets (net)		0,64	3.
	Other current assets	:	2,184.49	2,209.
	TOTAL ASSETS		3,106.91	3,415.
	EQUITY AND LIABILITIES			
	Equity			
_	Equity Share capital		1,127.00	1,127.
	Other equity		(2,299.42)	(1,958.
			(	(1)000
	Labilities			
1	Non-current liabilities			
	Financial liabilities			
	- Borrowings		1.88	-
	Provisions	······································	-	12.4
2	Current liabilities			
	Financial liabilities			
	- Trade payables			
	Total outstanding dues of micro enterprises and	small	-	-
	enterprises			
	Total outstanding dues of creditors other than m	nicro	462,47	467.3
	enterprises and small enterprises			-146
	- Other Financial Liabilities		17.02	4,
	Other current liabilities	······································	3,777.78	3,753.
	Provisions		20.18	
	TOTAL EQUITY AND LIABILITIES		3,106.91	3,415.

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For and on behalf of the Board of Directors of Shyam Telecom Limited

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Ajay Khenna Director

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Place: New Delhi Date:13/November' 2019

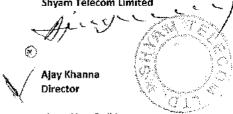
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# SHYAM TELECOM LIMITED

Sr. No.	UDITED CASH FLOW STATEMENT FOR THE HALF YEAR ENDED 30TH S Particulars	For the half year ended 30th Sept, 2010	(Rs. in lacs) For the half year ended 30th Sept, 2019
I	CASH FLOW FROM OPERATING ACTIVITIES	2019	2018
1	Profit / (Loss) before tax	(341.63)	(1,592.5
	Adjustments for:	(341,00)	(1,0)2.0.
	Depreciation and Amortization expenses	16.49	14.6
	Interest income	(25.89)	(12.1.
	Bad debts written off	()	14.4
	Liabilities written back	(0.06)	(45.0
	Interest and financial charges	0,71	3.3
	Allowances for doubtful debts/ advances (net) including expected credit		
	losses	74.02	291.5
	Provisions for leave encashment and retirement benefit	-	-
	Dividend received	(1.47)	(7.8
	Loss/ (Profit) on sale of Investments		
	Loss/ (Profit) on sale of Assets	(1.65)	. (1.2
	Exchange fluctuations	15.11	126.6
	Provisions written back		-
	FMV Loss/(profit) on Investments	(0.85)	-
	Other non-cash adjustments		-
	Operating profit before working capital changes	(265.22)	(1,208.3
	Movements in working capital :		
	Movement in trade & other receivables	172.44	863.0
	Increase in inventories	72.91	(27.8
	Movement in trade & other payables (other than capital goods)	(58.46)	<b>(</b> 11,1
	Cash Generated From / (used in) operations	(78.33)	(384.3
	Direct taxes paid	(3.50)	(0.2
	NET CASH FLOW FROM OPERATING ACTIVITIES (A)	(81.83)	(384.5
II	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of property, plant & equipments	(1.03)	(0.2)
	Investments in Mutual Funds	(1.47)	(670.0
	Proceeds from Sale of Investments in Mutual Funds	-	686.1
	Proceeds from sale of property, plant & equipments	2,25	1,4
	Investment in Bank Deposits (having original maturity of more than 3		
	months)	(43.31)	357.43
	Interest received	28.71	12,1:
	Dividend Received	l.47	7.8
	NET CASH FLOW FROM INVESTING ACTIVITIES (B)	(13.38)	394.8
Π	CASH FLOW FROM FINANCING ACTIVITIES		
	Repayment of borrowings	1.88	2,70
	Interest paid	0.73	3,3
	NET CASH FLOW FROM FINANCING ACTIVITIES (C)	2.61	6.1
	Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	(92.60)	16.3
	Cash and cash equivalents at the beginning of the year	160.36	190.50
	Cash and Cash Equivalents at the end of the year	67.75	206.82

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For and on behalf of the Board of Directors of Shyam Telecom Limited  $f = \frac{1}{2} \int f$ 



Place: New Delhi Date:13 November' 2019



# DARPN AND COMPANY CHARTERED ACCOUNTANTS

To, Board of Directors Intell Invofin India Private Limited A - 60 Naraina Industrial Area Phase - I New Delhi - 110 028

Sub.: Calculation of Floor Price in terms of Regulation 15(2) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 for the proposed voluntary delisting offer to delist the equity shares of Shyam Telecom Limited

## Dear Sir,

- This report is issued in accordance with the terms of our engagement letter dated November 06, 2019. The Board of Directors of Intell Invofin India Private Limited (the "Company") alongwith Promoter and Promoter Group of Shyam Telecom Limited ("STL") have proposed to delist the equity shares of STL from National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as amended ("SEBI Delisting Regulations").
- Accordingly, STL has given an intimation on November 05, 2019 to NSE and BSE informing that the Board of Directors of STL will consider the delisting proposal in their meeting to be held on November 13, 2019.

### Management's Responsibility for the Statement

 The preparation of the Statement is in accordance with the SEBI Delisting Regulations & Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations"). The Management do not have any responsibility of preparation of this statement.

## Auditors' Responsibility

- Pursuant to the requirements of the SEBI Delisting Regulations, it is our responsibility to compute:
  - The floor price for the proposed delisting of equity shares of STL in terms of Regulation 15(2) of SEBI Delisting Regulations, read with Regulation 8 of the SEBI Takeover Regulations.
- 5. We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
- 6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

7. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

### Opinion .

- 8. We hereby certify that the Floor Price of the equity shares of Shyam Telecom Limited under Regulation 15(2) of the SEBI Delisting Regulations read with Regulation 8(2) of the SEBI Takeover Regulations and the decision of the Hon'ble Supreme Court in the matter of Hindustan Lever Employees Union v/s Hindustan Lever Limited has been worked out as Rs. 6.15/- (Indian Rupees Six and Paise Fifteen only) per equity share.
- 9. The relevant date for the purpose of calculation of the Floor Price is considered as November 05, 2019, being the date of the intimation by which NSE & BSE, the stock Exchanges on which shares of STL are listed, were informed of the meeting of the board of directors of Shyam Telecom Limited in which the delisting proposal will be considered.

The working for arriving at such minimum offer price have been attached herewith as Annexure I.

### **Restriction on Use**

10. This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed delisting of equity shares of the Company in pursuance to the SEBI Delisting Regulations, (ii) to enable the Board of Directors of the Company to include in the documents pertaining to delisting to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the managers, each for the purpose of extinguishment of equity shares and may not be suitable for any other purpose.

For D A R P N and Company Chartered Accountants ND CC CA Pankaj Gupta Partner

Membership No.: 418438 Firm Registration No.: 016790C UDIN : 19418438AAAADW1708

Date: 12.11.2019 Place: New Delhi Date of Intimation by Shyam Telecom Limited to the Stock Exchanges for holding a meeting of its Board of Directors to consider the voluntary delisting offer received from the Promoter & Promoter Group: November 05, 2019

Details of equity shares traded on Stock Exchanges during the period from **November 01, 2018** to **October 31, 2019** (i.e. 12 calendar months prior to month in which the intimation for delisting was given to NSE and BSE).

Particulars	NSE	BSE
No. of shares traded	52,262	42,516
Average number of shares outstanding during the aforesaid period	1,12,70,000	1,12,70,000
Traded volume (in %age)	0.46%	0.38%

(source www.nseindia.com & www.bseindia.com)

Hence, the equity shares of Shyam Telecom Limited are in-frequently traded on NSE and BSE in terms of Regulation 2(1)(j) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Therefore, the floor price is calculated as per Regulation 8(2)(e) of the SEBI takeover Regulations after considering various factors like Book Value, EPS, Return on Net Worth, traded share price etc.

### A. ASSET APPROACH

Calculation of book value per share, as on March 31, 2019

Particulars	Amount (in Lakh `)		
Paid up share capital	1,127.00		
Reserves & Surplus	(1,958.30)		
Net worth	(831.30)		
No. of shares outstanding (in number)	1,12,70,000		
Book Value per share (in `)	(7.38)		

## B. MARKET APPROACH

I. Calculation of weighted average EPS for last three financial years:

Particulars	Weights	Amount (in `)	
EPS as on March 31, 2019	3	(10.97)	
EPS as on March 31, 2018	2	0.13	
EPS as on March 31, 2017	1	(1.91)	
Total	6	(34.56)	
Weighted Average EPS		(5.76)	

Date	Prev Close	Open Price	High Price	Low Price	Last Price	Close Price	Average Price	Total Traded Quantity	Turnover
02-Aug-19	7.10	6.75	6.75	6.75	6.75	6.75	6.75	29	195
05-Aug-19	6.75	6.70	6.70	6.70	6.70	6.70	6.70	1	6
06-Sep-19	6.70	6.70	6.70	6.70	6.70	6.70	6.70	1	6
11-Sep-19	6.70	6.40	6.40	6.40	6.40	6.40	6.40	2,927	18,732
12-Sep-19	6.40	6.70	6.70	6.45	6.45	6.45	6.70	2,550	17,072
24-Sep-19	6.45	6.15	6.15	6.15	6.15	6.15	6.15	35	215
30-Sep-19	6.15	5.85	5.85	5.85	5.85	5.85	5.85	1,435	8,394
09-Oct-19	5.85	5.60	5.60	5.60	5.60	5.60	5.60	2,600	14,560
17-Oct-19	5.60	5.35	5.85	5.35	5.85	5.85	5.84	2,035	11,887
23-Oct-19	5.85	6.10	6.10	6.10	6.10	6.10	6.10	1,000	6,100
04-Nov-19	6.10	6.25	6.30	6.25	6.30	6.30	6.28	3,000	18,850
							Total	15,613	96,021
			Volum	e Weigh	ted Ave	rage Pric	e (VWAP)*		6.15

II. Volume Weighted Average Price ("VWAP") for last 60 trading days of Stock Exchange on which highest number of shares were traded during the last one year

(source: www.nseindia.com)

(\*) Since the number of shares traded were higher in NSE, we have considered the market data for the last 60 trading days of NSE preceding the date of intimation of Board Meeting to the Stock Exchanges, i.e November 05, 2019. Also, the said price is higher than the VWAP of the equity shares of STL traded on BSE during the abovementioned period.

Further, since the book value and EPS is negative, Return on Net Worth cannot be calculated.

## SUMMARY OF VALUATION

Particulars	Weight	Value per share (in ₹)
Value of shares as per Asset Approach	-	-
Value of shares as per EPS	-	-
Volume weighted average price of equity shares traded during last 60 trading days of NSE	1	6.15
Weighted average value of equity shares of face value ₹ 10 each of STL		6.15

