

Place : Bhubaneswar
Date : 16/03/2018

Bidu Bhusan Dash
Company Secretary

EXIT OFFER PUBLIC ANNOUNCEMENT PURSUANT TO SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") CIRCULAR NO. SEBI/HO/MRD/DSA/CIR/P/2016/110 DATED OCTOBER 10, 2016 ("EXIT CIRCULAR") FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF RAMPUR ENGINEERING COMPANY LIMITED

CIN : U74899DL1943PLC005055
Registered Office : 20, Barakhamba Road, New Delhi - 110001
Email : enquiry@rampurengineering.com, Tel No: 011-23310815

This Exit Offer Public Announcement ("Exit Offer PA") is being issued by Mr. Rajendra Kumar Gupta, son of Shri Hans Raj Gupta, aged about 83 years and currently residing at R- 235, Greater Kailash, Part -I, New Delhi 110048 (hereinafter referred to as "Offering Promoter"), one of the Promoters of M/s Rampur Engineering Company Limited (the "Company" or "Rampur Engineering"), on behalf of the Promoters of Rampur Engineering, to provide an exit opportunity to the Public Shareholders of the Company in terms of the Exit Circular.

The Company was listed on the Delhi Stock Exchange ("DSE"). Post the de-recognition/ exit of DSE, the Company was shifted to the Dissemination Board ("DB") of the BSE Limited ["BSE"].

SEBI, vide the Exit Circular, has stipulated the procedure for exit of Exclusively Listed Companies ("ELCs") from the DB. In terms of para (i) of Annexure A of the Exit Circular, the Offering Promoter has appointed Turnaround Corporate Advisors Private Limited, a Category-I Merchant Banker registered with SEBI and empanelled as an Expert Valuer on the panel of BSE ("Independent Valuer") for valuation of shares of the Company and related services. The said Independent Valuer, after taking into account the applicable valuation methodologies, has issued its valuation report dated March 14, 2018 and determined the fair value of One Equity Share of The Company as INR (48.59) [Negative Rupees Forty Eight and Paise Fifty Nine Only].

Other Details

Shareholding: As on the date of this Exit Offer PA, the paid up equity share capital of the Company is Rs. 1,00,37,240 consisting of 10,19,274 Equity Shares of Rs. 10 each (there is a call in arrear of Rs. 1,55,500 from Public Shareholders on 22950 equity shares held by them) and the paid up preference share capital is Rs. 5,66,550 consisting of 2155 preference shares (6.5% First Cumulative Convertible Preference Shares) and 54,500 preference shares (9.3% Second Cumulative Convertible Preference Shares). Out of these, Promoters collectively hold 6,05,479 Equity Shares representing 60.77% of the Paid up Equity Share Capital and balance 3,90,845 Equity Shares representing 39.23% of the Paid up Equity Share Capital are held by Public Shareholders. The Offering Promoter has undertaken to complete the exit obligation in terms of the Exit Circular.

Para (ii) of Annexure A to the said SEBI Circular states that in case the fair value of Equity Shares determined by the independent Valuer is positive, the Promoter of the Company shall acquire the shares from the public shareholders by paying them such value as determined by the Independent Valuer.

In the present case, the fair value determined by the Independent Valuer being negative, neither the Promoters of the Company, nor the Company or its Directors are under any obligation to acquire any shares from the public shareholders. Further, neither the Promoters, nor the Company or its Directors have liability to make any payment to the public shareholders.

In view of above, the Company will be making an application to BSE, requesting them to remove the name of The Company from the Dissemination Board of BSE. Further, The Company undertakes to redress all the grievances of the public shareholders, if any, in this regard.

This Exit Offer PA is expected to be available at the website of BSE at www.bseindia.com and on the website of Independent Valuer at www.tcagroup.in.

For and on behalf of Promoters Group of Rampur Engineering Company Limited
Sd/-
Place: New Delhi (RAJENDRA KUMAR GUPTA)
Date: March 16, 2018 Offering Promoter



Registered Address: 3rd Floor, Tower A, DLF IT Park, New Town (Rajarhat) Kolkata, West Bengal
CIN: U31902WB1930PLC006663, Telephone +91 91 2331 0815
Website: www.philips.co.in

NOTICE

Notice is hereby given that the Extraordinary General Meeting ("EGM") of P. Philips Limited is to be held on Tuesday, April 10, 2018 at 11:00 a.m. at Kalamandir, 48, Shaheedpath, Kolkata, West Bengal. The business to be transacted at the meeting shall be as set forth in the Notice of EGM. The dispatch of the Notice of EGM to the members of the Company was completed on March 16, 2018.

In terms of Section 91 of the Companies Act, 2013 ("the Act") read with Rules, 2014 ("Rules") the Share Transfer Books and the Register of Members of the Company shall remain closed for 7 days from Wednesday, April 04, 2018 to Tuesday, April 10, 2018. The Notice of the EGM is available at the Company's Website - www.philips.co.in and Karvy Computershare Private Limited (Karvy) - https://evoting.karvy.com.

A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote on his behalf. The instrument appointing a proxy must be deposited at the office of the Company not less than 48 hours before the time of holding the EGM.

REMOTE E-VOTING INFORMATION

In terms of Section 108 of the Companies Act, 2013 ("the Act") read with Rules, 2014 ("Rules"), as amended, the Company is providing a facility for its members to cast their votes electronically from a place other than the venue of the EGM ("remote e-Voting") through the remote e-Voting system provided by Karvy Computershare Private Limited (Karvy), on all the agenda items of the EGM. The details with regard to remote e-Voting pursuant to the provisions of the Act and Rules are as follows:

1. The remote e-Voting period will commence on Saturday, April 07, 2018 at 11:00 a.m. (IST) and shall continue till 5:00 pm (IST) on Monday, April 09, 2018 (5:00 pm IST). The remote e-Voting module shall be disabled after 5:00 pm (IST) on Monday, April 09, 2018 and remote e-Voting shall not be possible thereafter.
2. The voting rights of Members shall be in proportion to their holding of shares in the Company as on the cut-off date, being Tuesday, April 03, 2018 ("cut-off date").
3. Any person, who acquires shares of the Company and becomes Member of the Company after the date of the EGM Notice and holding shares as of the cut-off date i.e. April 03, 2018, shall not be entitled to vote at the EGM. Such prospective Shareholders may refer to the Notice of the EGM for details. The details of the EGM are available at www.philips.co.in and also at <https://evoting.karvy.com> for details.
4. The facility for voting through ballot paper shall also be made available to the members of the Company who have not cast their vote by remote e-Voting at the meeting through ballot paper. A Member may participate in the EGM through remote e-Voting but shall not be allowed to vote again at the EGM.
5. A person, whose name is recorded in the Register of Members of the Company as on the cut-off date, only shall be eligible to vote at the EGM.
6. In case of any queries / grievances relating to voting by electronic means, the members may refer to the Frequently Asked Questions (FAQs) for Shareholders and Remote E-voting Users available at the "Downloads" section of <https://evoting.karvy.com> or call on toll free number 1800-120-1000. For further details, members may also contact Karvy at the following address:

Name:	Mr. V K Jayaraman
Designation:	General Manager
Name of RTA:	Karvy Computershare Pvt. Ltd.
Address:	Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Hyderabad - 500 032
Email ID:	jayaraman.vk@karvy.com
Telephone:	040-67161662
Fax:	040-23420814

7. Dr. Asim Kumar Chattopadhyay, Company Secretary in Practice has been appointed to scrutinize the voting and remote e-voting process in a fair and transparent manner.

Date: March 16, 2018
Place: Gurugram, Haryana