



## BANNARI AMMAN SPINNING MILLS LIMITED

Registered Office: 252, Mettupalayam Road, Coimbatore - 641 043, Tamil Nadu, India;  
Tel: +91 422 243 5555; Fax: N.A. E-mail: shares@bannarimills.com; Website: www.bannarimills.com;  
Contact Person: Nachimuthugounder Krishnaraj, Company Secretary and Compliance Officer;  
Corporate Identification Number: L17111TZ1989PLC002476

### RIGHTS ENTITLEMENT LETTER

Date: \_\_\_\_\_, 2021

Dear Shareholder,

**SUB.: ISSUE OF UP TO 3,33,33,333 FULLY PAID-UP EQUITY SHARES WITH A FACE VALUE OF ₹ 5 EACH (“RIGHTS EQUITY SHARES”) OF OUR COMPANY FOR CASH AT A PRICE OF ₹ 30. EACH (“ISSUE PRICE”) FOR AN AGGREGATE AMOUNT UP TO ₹ 10,000 LAKHS\* ON A RIGHTS BASIS TO THE EXISTING EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 21 RIGHTS EQUITY SHARES FOR EVERY 20 FULLY PAID-UP EQUITY SHARES HELD BY THE EXISTING EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON THURSDAY, SEPTEMBER 09, 2021 (THE “ISSUE”).**

**\* Assuming full subscription**

You have been sent this letter (including its enclosures) to comply with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and relevant circulars issued by the Securities and Exchange Board of India from time to time. This letter does not constitute an offer of, or a solicitation of an offer to purchase, any securities of the Company in any jurisdiction where offers or solicitations are not permitted by law. The information in this letter is solely intended for distribution to, and use by, shareholders as of the Record Date i.e., Thursday, September 09, 2021, who are (i) a resident of India, (ii) a “qualified institutional buyer” in the United States or (iii) outside of India and the United States and eligible to exercise rights entitlements and acquire rights equity shares in accordance with the legal requirements applicable in such shareholders’ jurisdiction and in compliance with all applicable laws and regulations. By accepting this letter and its enclosures, you are hereby deemed to represent that you qualify under one of the foregoing criteria. This letter and its enclosures should not be reproduced, transmitted or distributed to any other person.

**IF YOU ARE NOT PERMITTED TO ACCESS THESE MATERIALS OR ARE IN ANY DOUBT AS TO WHETHER YOU ARE PERMITTED TO ACCESS THESE MATERIALS, PLEASE TREAT THIS LETTER AS SENT FOR INFORMATION PURPOSES ONLY AND SHOULD NOT BE ACTED UPON FOR SUBSCRIPTION TO THE RIGHTS EQUITY SHARES AND SHOULD NOT BE COPIED OR REDISTRIBUTED.**

With reference to above, please find below for your information the details of Equity Shares held by you as on the Record Date i.e. THURSDAY, SEPTEMBER 09, 2021 along with your Rights Entitlements:

Folio Number/ DP or Client ID	No. of Equity Shares held by you on the Record Date - THURSDAY, SEPTEMBER 09, 2021	No. of Rights Entitlements

**Abridged Letter of Offer & Application Form are enclosed.**

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar i.e., [www.linkintime.co.in](http://www.linkintime.co.in) entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and such other credentials for validation of the identity of the shareholder, as may be required. The link for the same shall also be available on the website of the Company i.e., [www.bannarimills.com](http://www.bannarimills.com)

**THIS IS TO INFORM YOU THAT THE CAPTIONED ISSUE OPENS FOR SUBSCRIPTION ON MONDAY, SEPTEMBER 20, 2021 AND CLOSES\* FOR SUBSCRIPTION ON MONDAY, OCTOBER 04, 2021.**

*\*Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

**Fractional Entitlements**

The Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of 21 Rights Equity Shares for every 20 Equity Shares held as on the Record Date). As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Equity Shareholders is not in the multiple of 1 (One) Equity Shares, the fractional entitlements of such Eligible Equity Shareholders shall be ignored by rounding down of their Rights Entitlements. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the Allotment of one additional Equity Share if they apply for additional Equity Shares over and above their Rights Entitlements, if any, subject to availability of Equity Shares in this Issue post allocation towards Rights Entitlements applied for. For further details, see “Terms of the Issue” beginning on page 226 of the Letter of Offer.

**Procedure for Application in the Issue**

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Investors desiring to make an application in this Issue are mandatorily required to use either the ASBA process or the optional mechanism instituted only for Resident Individual Investors in this Issue i.e. R-WAP facility. Investors should carefully read the provisions applicable to such applications before making their application through ASBA or using the R-WAP. For further details, see “Terms of the Issue” beginning on page 226 of the Letter of Offer.

**Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders**

Pursuant to provisions of the SEBI ICDR Regulations read with SEBI Rights Issue Circulars and in terms of the Letter of Offer, the Rights Entitlements of the Eligible Equity Shareholders have been credited in their respective demat account under the ISIN INE186H20014. For details of credit of the Rights Entitlements, see “Terms of the Issue - Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders” on pages 228 of the Letter of Offer.

In accordance with SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. The Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date i.e. September 29, 2021, to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat accounts at least one day before the Issue Closing Date i.e. September 28, 2021. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse and they shall not be eligible to make an Application for Rights Equity Shares against their Rights Entitlements with respect to the Equity Shares held in physical form. To update respective email addresses/ mobile numbers in the records maintained by our Company, Eligible Equity Shareholders should visit the website of the Registrar to the Issue at [www.linkintime.co.in](http://www.linkintime.co.in). The Physical Shareholders are requested to ensure that their demat account, details of which is provided to our Company or Registrar, is active. For further details, please refer to the heading “Procedure for application by Resident Eligible Equity Shareholders holding Equity Shares in physical form” in the chapter titled “Terms of the Issue” at page 243 of the Letter of Offer.

**PLEASE NOTE THAT CREDIT OF THE RIGHTS ENTITLEMENTS IN THE DEMAT ACCOUNT DOES NOT, PER SE, ENTITLE THE INVESTORS TO THE RIGHTS EQUITY SHARES AND THE INVESTORS HAVE TO SUBMIT APPLICATION FOR THE RIGHTS EQUITY SHARES ON OR BEFORE THE ISSUE CLOSING DATE AND MAKE PAYMENT OF THE APPLICATION MONEY. FOR DETAILS, SEE “PROCEDURE FOR APPLICATION” ON PAGE 234 OF THE LETTER OF OFFER.**

## Trading of the Rights Entitlements

In accordance with the SEBI Rights Issue Circulars, the Rights Entitlements credited shall be admitted for trading on the Stock Exchanges under ISIN - INE186H20014. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchanges for trading of Rights Entitlements. Investors shall be able to trade/ transfer their Rights Entitlements either through On Market Renunciation or through Off Market Renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism. For more details, see "Procedure for Renunciation of Rights Entitlements" on page 239 of the Letter of Offer.

## Renunciation of Rights Entitlements

The Issue includes a right exercisable by you to renounce the Rights Entitlements credited in your demat account either in full or in part.

The renunciation of Rights Entitlements credited in your demat account can be made either a) by using the secondary market platform of the Stock Exchanges through a registered stock broker or b) through off market transfer through a depository participant during the Renunciation Period. For more details, see "Procedure for Renunciation of Rights Entitlements" on page 239 of the Letter of Offer.

**PLEASE NOTE THAT THE RIGHTS ENTITLEMENTS WHICH ARE NEITHER RENOUNCED NOR SUBSCRIBED ON OR BEFORE THE ISSUE CLOSING DATE SHALL LAPSE AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE.**

## Issue Schedule

You are requested to take note of the following schedule of the Issue:

Last Date for credit of Rights Entitlements <sup>5</sup>	Friday, September 17, 2021
Issue Opening Date	Monday, September 20, 2021
Last date for On Market Renunciation of Rights Entitlements <sup>6</sup>	Tuesday, September 28, 2021
Issue Closing Date <sup>7</sup>	Monday, October 04, 2021
Finalization of Basis of Allotment (on or about)	Monday, October 11, 2021
Date of Allotment (on or about)	Monday, October 11, 2021
Date of credit (on or about)	Wednesday, October 13, 2021
Date of listing (on or about)	Thursday, October 14, 2021

<sup>5</sup>Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., September 29, 2021 to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date, i.e., October 01, 2021.

<sup>6</sup>Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.

<sup>7</sup>Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

## ATTENTION FOR PHYSICAL SHAREHOLDERS

The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by e-mail, registered post, speed post, courier, or hand delivery or by uploading the said documents in the "Demat Account Registration" module available in the portal of the Registrar at [www.linkintime.co.in](http://www.linkintime.co.in) so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date i.e., September 29, 2021.

In accordance with SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. The Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date i.e. September 29, 2021 to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse and they shall not be eligible to make an Application for Rights Equity Shares against their Rights Entitlements with respect to the Equity Shares held in physical form.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date cannot renounce until the details of their demat account are provided to our Company or the Registrar and the dematerialized Rights Entitlements are transferred from suspense escrow demat account to the respective demat accounts of such Eligible Equity Shareholders within prescribed timelines. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Rights Equity Shares while submitting the Application through ASBA process or using the R-WAP.

Investors can access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) from the website of the Company ([www.bannarimills.com](http://www.bannarimills.com)) or the Lead Manager ([www.saffronadvisors.com](http://www.saffronadvisors.com)) or the Registrar ([www.linkintime.co.in](http://www.linkintime.co.in)) or the Stock Exchange ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange ([www.nseindia.com](http://www.nseindia.com)) or the R-WAP [www.linkintime.co.in](http://www.linkintime.co.in).

**PLEASE NOTE THAT THE ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.**


The Investors can visit following links for the below-mentioned purposes:

- Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: [www.linkintime.co.in](http://www.linkintime.co.in)
- Updation of email address/ mobile number in the records maintained by the Registrar or our Company: [www.linkintime.co.in](http://www.linkintime.co.in)
- Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: [www.linkintime.co.in](http://www.linkintime.co.in)

Updation of Indian address can be done by way of an email to [bannari.rights@linkintime.co.in](mailto:bannari.rights@linkintime.co.in).

THE RIGHTS ENTITLEMENTS AND THE RIGHTS EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT"), OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OF AMERICA AND MAY NOT BE OFFERED, SOLD, IN THE UNITED STATES OF AMERICA, ITS TERRITORIES AND POSSESSIONS ANY STATE OF THE UNITED STATES, AND THE DISTRICT OF COLUMBIA ("UNITED STATES"), EXCEPT IN A TRANSACTION NOT SUBJECT TO, OR EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS. THE RIGHTS ENTITLEMENTS AND RIGHTS EQUITY SHARES ARE BEING OFFERED AND SOLD ONLY (A) TO PERSONS IN THE UNITED STATES WHO ARE REASONABLY BELIEVED TO BE QUALIFIED INSTITUTIONAL BUYERS AS DEFINED IN RULE 144A UNDER THE SECURITIES ACT ("U.S. QIBS") PURSUANT TO SECTION 4(A)(2) OF THE SECURITIES ACT AND (B) TO PERSONS OUTSIDE THE UNITED STATES IN RELIANCE ON REGULATION S UNDER THE SECURITIES ACT ("REGULATION S"). IN ADDITION, UNTIL THE EXPIRY OF 40 DAYS AFTER THE COMMENCEMENT OF THE ISSUE, AN OFFER OR SALE OF RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES IN THE UNITED STATES BY A DEALER (WHETHER OR NOT IT IS PARTICIPATING IN THE ISSUE) MAY VIOLATE THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT IF SUCH OFFER OR SALE IS MADE OTHERWISE THAN IN ACCORDANCE WITH AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT. THE RIGHTS EQUITY SHARES ARE TRANSFERABLE ONLY IN ACCORDANCE WITH THE RESTRICTIONS DESCRIBED IN "SELLING RESTRICTIONS" in the chapter titled "OTHER REGULATORY AND STATUTORY DISCLOSURES" ON PAGE 217 OF LETTER OF OFFER.

In case of any queries, you may contact the Company or the Lead Manager or Registrar as per the details mentioned herein:

COMPANY DETAILS	LEAD MANAGER	REGISTRAR TO THE ISSUE
		
<b>BANNARI AMMAN SPINNING MILLS LIMITED</b> 252, Mettupalayam Road, Coimbatore - 641043, Tamil Nadu, India; <b>Telephone:</b> +91 422 243 5555 <b>Facsimile:</b> Not available <b>E-mail:</b> <a href="mailto:shares@bannarimills.com">shares@bannarimills.com</a> <b>Website:</b> <a href="http://www.bannarimills.com">www.bannarimills.com</a> <b>Corporate Identity Number:</b> L17111TZ1989PLC002476 <b>Contact Person:</b> Nachimuthugounder Krishnaraj	<b>SAFFRON CAPITAL ADVISORS PRIVATE LIMITED</b> 605, Center Point, 6 <sup>th</sup> floor, Andheri Kurla Road, J. B. Nagar, Andheri (East), Mumbai - 400 059, Maharashtra, India. <b>Telephone:</b> +91 22 4082 0914/0915 <b>Facsimile:</b> +91 22 4082 0999 <b>E-mail:</b> <a href="mailto:rights.issue@saffronadvisors.com">rights.issue@saffronadvisors.com</a> <b>Website:</b> <a href="http://www.saffronadvisors.com">www.saffronadvisors.com</a> <b>Investor grievance:</b> <a href="mailto:investorgrievance@saffronadvisors.com">investorgrievance@saffronadvisors.com</a> <b>Contact Person:</b> Amit Wagle / Gaurav Khandelwal <b>SEBI Registration Number:</b> INM 000011211 <b>Validity of Registration:</b> Permanent	<b>LINK INTIME INDIA PRIVATE LIMITED</b> C - 101, 1 <sup>st</sup> Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083, Maharashtra, India <b>Telephone:</b> +91 22 4918 6200 <b>Facsimile:</b> +91 22 4918 6195 <b>E-mail:</b> <a href="mailto:bannari.rights@linkintime.co.in">bannari.rights@linkintime.co.in</a> <b>Website:</b> <a href="http://www.linkintime.co.in">www.linkintime.co.in</a> <b>Contact person:</b> Sumeet Deshpande <b>Investor grievance:</b> <a href="mailto:bannari.rights@linkintime.co.in">bannari.rights@linkintime.co.in</a> <b>CIN:</b> U67190MH1999PTC118368 <b>SEBI Registration No:</b> INR000004058 <b>Validity of Registration:</b> Permanent

Note: All capitalized terms, unless defined herein, shall have the meaning ascribed to them in the Letter of Offer.

For BANNARI AMMAN SPINNING MILLS LIMITED

Sd/-  
**Nachimuthugounder Krishnaraj**  
 Company Secretary and Compliance Officer