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# UMA EXPORTS LIMITED

Uma Exports Limited ("Company" or "Issuer") was originally incorporated as 'Uma Exports Private Limited' on March 9, 1988 as a private limited company under the Companies Act, 1956 with the Registrar of Companies, West Bengal. Subsequently, pursuant to a special resolution of our Shareholders passed in an extra-ordinary general meeting dated December 14, 2009, our Company was converted from a private limited company to a public limited company and consequently the name of our Company was changed to 'Uma Exports Limited', and a fresh certificate of incorporation dated March 25, 2010 was issued to our Company by the Registrar of Companies, West Bengal. For details of change in the name of our Company and Registered Office of our Company, see "History and Certain Corporate Matters" on page 153 of the Red Herring Prospectus.

Registered office: Ganga Jamuna Apartment 28/1, Shakespeare Sarani, 1st Floor, Kolkata 700017, West Bengal, India | Tel No: +91 33 22811396 / 7. | Contact Person: Mrs. Srii Singh Roy, Company Secretary and Compliance Officer  
E-mail: cs@umaexports.net.in | Website: www.umaexports.net | Corporate Identification Number: U14109WB1988PLC043934

## OUR PROMOTERS: RAKESH KHEMKA AND SUMITRA DEVI KHEMUKA

### THE ISSUE

INITIAL PUBLIC OFFERING OF UPTO (●) EQUITY SHARES OF FACE VALUE ₹ 10 EACH ("EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹ (●) PER EQUITY SHARE (INCLUDING A SECURITIES PREMIUM OF ₹ (●) PER EQUITY SHARE) (THE "ISSUE PRICE"), AGGREGATING UPTO ₹ 6,000 LAKHS ("ISSUE"). THE ISSUE SHALL CONSTITUTE (●)% OF THE FULLY DILUTED POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10/- EACH. THE ISSUE PRICE IS (●) TIMES OF THE VALUE OF THE EQUITY SHARES.

- QIB PORTION: NOT MORE THAN 50% OF THE NET ISSUE
- RETAIL PORTION: NOT LESS THAN 35% OF THE NET ISSUE
- NON-INSTITUTIONAL PORTION: NOT LESS THAN 15% OF THE NET ISSUE

**PRICE BAND: ₹ 65/- TO ₹ 68/- PER EQUITY SHARE OF FACE VALUE ₹ 10/- EACH.**

**THE FLOOR PRICE IS 6.5 TIMES OF THE FACE VALUE AND**

**THE CAP PRICE IS 6.8 TIMES OF THE FACE VALUE OF THE EQUITY SHARES.**

**BIDS CAN BE MADE FOR A MINIMUM OF 220 EQUITY SHARES AND IN MULTIPLES OF 220 EQUITY SHARES THEREAFTER.**

### RISKS TO INVESTORS:

- The export / import of certain agricultural produce and commodities is subject to seasonal factors.
- Our Company deals in the commodities which are covered under Open General License (OGL). Any change in the OGL policy could materially affect our operation and financial results.
- The Merchant Banker associated with the Issue has handled 1 (One) public issue in the past three years out of which none of the Issues closed below the Issue Price on Listing date.
- Average cost of acquisition of Equity Shares for the Promoters ranges from ₹ 0.16/- to ₹ 7.15/- and the Issue Price at the upper end of the Price Band is ₹ 68 per Equity Share. The weighted average cost of acquisition of all the shares transacted by the Promoter and Promoter Group in last 3 years and 1 year from the date of Red Herring Prospectus (RHP):

Period	Weighted Average Cost of Acquisition (in ₹)	Cap Price is 'X' times the Weighted Average Cost of Acquisition	Range of Acquisition price: Lowest Price - Highest Price (in ₹)
Last 1 year	NIL*	Not Applicable	NIL*
Last 3 years	NIL*	Not Applicable	NIL*

\*Except by way of gift between Promoter and Promoter Group, there was no other acquisition made by them in past 3 years and 1 year. Accordingly, the weighted average cost of acquisition is shown as NIL

- The Price/Earnings ratio based on Diluted EPS for Fiscal 2021 for the company at the upper end of the Price Band is 13.82 as compared to the average Industry Peer Group PE ratio of 9.41
- Weighted Average Return on Net worth for Fiscals 2021, 2020 and 2019 is 14.49%

**BID / ISSUE PROGRAM** | **BID/ISSUE OPENS ON<sup>(1)</sup>: MONDAY, MARCH, 28, 2022** | **BID/ISSUE CLOSES ON\*: WEDNESDAY, MARCH, 30, 2022**

\*Our Company may, in consultation with the BRLM, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date.

\*Our Company may, in consultation with the BRLM, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations in case of any revision in the Price Band, the Bid/ Issue Period shall be extended for at least three (3) additional Working Days after such revision of the Price Band, subject to the Bid/Issue Period not exceeding a total of ten (10) Working Days. Any revision in the Price Band, and the revised Bid/ Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the websites of the BRLM and at the terminals of the Syndicate Members, and by intimation to Self-Certified Syndicate Banks ("SCSBs"), the Sponsor Banks and other Designated Intermediaries, as applicable. In case of force majeure, banking strike or similar circumstances, the Company may for reasons recorded in writing, extend the Bid/ Issue Period by at least three (3) additional working days subject to the total Bid/Issue Period not exceeding ten (10) Working Days.

The Issue is being made in terms of Rule 19(2)(b)(i) of the Securities Contract (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 31 of the SEBI ICDR Regulations. The Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. The Issue is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") and such portion the "QIB Portion" provided that our Company in consultation with the BRLM may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with SEBI ICDR Regulations ("Anchor Investor Portion"). One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations subject to valid Bids being received at or above the Issue Price. All potential Bidders, other than Anchor Investors, are required to mandatorily utilise the Application Supported by Blocked Amount ("ASBA") process providing details of their respective bank account (including UPI ID in case of RIBs) which will be blocked by the SCSBs, or the bank accounts linked with the UPI ID, as applicable, to participate in the Issue. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, please see the section entitled "Issue Procedure" on page 302.

#### RISK IN RELATION TO THE FIRST ISSUE

Bidders / Applicants should note that on the basis of PAN, DP ID and Client ID as provided in the Bid cum Application Form, the Bidders / Applicants may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Bidders / Applicants as available on the records of the depositories. These Demographic Details may be used, among other things, for or unblocking of ASBA Account or for other correspondence(s) related to an Issue. Bidders / Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants' sole risk. Bidders / Applicants should ensure that PAN, DP ID and the Client ID are correctly filled in the Bid cum Application Form. The PAN, DP ID and Client ID provided in the Bid cum Application Form should match with the PAN, DP ID and Client ID available in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected. Bidders / Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active.

**CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REGARDS ITS OBJECTS:** For information on the main objects and other objects of our Company, see "History and Certain Corporate Matters" on page 153 of the Red Herring Prospectus and Clause III of the Memorandum of Association of our Company. The Memorandum of Association of our Company is a material document for inspection in relation to the Issue. For further details, see the section "Material Contracts and Documents for Inspection" on page 352 of the Red Herring Prospectus.

**LIABILITY OF MEMBERS AS PER MOA:** The Liability of the members of the Company is limited by shares.

**AMOUNT OF SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE:** The Authorised share capital of the Company is Rs.40,00,00,000 divided into 4,00,00,000 Equity Shares of Rs.10 each. The issued, subscribed and paid-up share capital of the Company before the Issue is Rs.24,98,63,000 divided into 2,49,86,300 Equity Shares of Rs.10 each. For details of the Capital Structure, see "Capital Structure" on the page 86 of the Red Herring Prospectus.

**NAMES OF THE SIGNATORIES TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF EQUITY SHARES SUBSCRIBED BY THEM:** Given below are the names of the signatories of the Memorandum of Association of the Company and the number of Equity Shares subscribed for by them at the time of signing of the Memorandum of Association of our Company:

Name of the subscriber	No. of shares subscribed
Mr. Mukesh Khemuka	10 Equity Shares
Mr. Ajay Roy Chowdhury	10 Equity Shares

Details of the main objects of the Company as contained in the Memorandum of Association, see "History and Certain Corporate Matters" on page 153 of the Red Herring Prospectus. For details of the share capital and capital structure of the Company see "Capital Structure" on page 83 of the Red Herring Prospectus.

**LISTING:** The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the BSE and the NSE. Our Company has received an 'in-principle' approval from the BSE and the NSE for the listing of the Equity Shares pursuant to letters dated November 03, 2021 and November 12, 2021, respectively. For the purposes of the Issue, the Designated Stock Exchange shall be BSE. A signed copy of the Red Herring Prospectus and the Prospectus shall be delivered for registration to the RoC in accordance with Section 26(4) of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/ Issue Closing Date, see "Material Contracts and Documents for Inspection" on page 352 of the Red Herring Prospectus.

**DISCLAIMER CLAUSE OF SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI):** SEBI only gives its observation on the Offer Document and this does not constitute approval of either the Offer or the specific securities or the offer document. The investors are advised to refer to page 285 of the RHP for the full text of the Disclaimer Clause of SEBI.

**DISCLAIMER CLAUSE OF BSE (THE DESIGNATED STOCK EXCHANGE):** It is to be distinctly understood that the permission given by BSE should not in any way be deemed or construed that the contents of the Prospectus or the price at which the equity shares are offered has been cleared, solicited or approved by BSE, nor does it certify the correctness, accuracy or completeness of any of the contents of the Prospectus. The investors are advised to refer to the Prospectus for the full text of the Disclaimer clause pertaining to BSE.

**DISCLAIMER CLAUSE OF NSE:** It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the contents of the Prospectus or the price at which the equity shares are offered has been cleared, solicited or approved by NSE, nor does it certify the correctness, accuracy or completeness of any of the contents of the Prospectus. The investors are advised to refer to the Prospectus for the full text of the Disclaimer clause pertaining to NSE.

**GENERAL RISK:** Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Red Herring

Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" on page 22 of the Red Herring Prospectus.

**ASBA\*** Simple, Safe, Smart way of Application- Make use of it!!!  
\*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For details, check section on ASBA below.  
Mandatory in Public Issues No Cheque will be accepted

**UPI** UPI-Now available in ASBA for Retail Individual Investors (RII)\*\*  
Investors are required to ensure that the bank account used for bidding is linked to their PAN. UPI - Now available in ASBA for RIIs applying through Registered Brokers, DPs & RTAs. RIIs also have the option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account.

Investors have to apply through the ASBA process. "ASBA has to be availed by all the investors except anchor investor. UPI may be availed by Retail Individual Investors. For details on the ASBA and the UPI process, please refer to the details given in ASBA form and abridged prospectus and also please refer to the section "Issue Procedure" beginning on page 302 of the RHP. The process is also available on the website of Association of Investment Bankers of India ("AIBI"), the Stock Exchanges and in the General Information Document.

\*ASBA forms can be downloaded from the website of BSE and NSE.

\*\*List of banks supporting UPI is also available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in). ICICI Bank Limited, HDFC Bank Limited, Kotak Mahindra Bank Limited and Axis Bank Limited has been appointed as Sponsor Bank for the Issue, in accordance with the requirements of the SEBI circular dated November 1, 2018, as amended. For UPI related queries, investors can contact NPCI at the toll free number-18001201140 and Mail Id - [ipo.upi@npci.org.in](mailto:ipo.upi@npci.org.in). For the list of UPI Apps and Banks live on IPO, please refer to the link [www.sebi.gov.in](http://www.sebi.gov.in). For issue related grievance investors may contact: Corporate Capital Ventures Private Limited - Mr. Kulbhushan Parashar (+91 11 - 41824066) (Email Id: [kp@ccvindia.com](mailto:kp@ccvindia.com)).

BOOK REGULATORY LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE	COMPANY SECRETARY AND COMPLIANCE OFFICER
 Corporate Capital Ventures <b>CORPORATE CAPITALVENTURES PRIVATE LIMITED</b> B1/E13, First Floor, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi - 110044 Tel: +91 11 - 41824066 Fax: +91 11 - 41824066 Email: <a href="mailto:kp@ccvindia.com">kp@ccvindia.com</a> Website: <a href="http://www.ccvindia.com">www.ccvindia.com</a> SEBI Registration: INM000012276 Validity: Permanent Contact Person: Mr. Kulbhushan Parashar	 <b>MAS SERVICES LIMITED</b> T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110020, India Tel: +91 11 - 26387281/ 82/83 Fax: +91 11 - 26387384 Email: <a href="mailto:info@masserv.com">info@masserv.com</a> Website: <a href="http://www.masserv.com">www.masserv.com</a> SEBI Registration: INR 000000049 Validity: Permanent Contact Person: Mr. Sharwan Mangla	<b>Uma Exports Limited</b> Mrs. Srii Singh Roy Ganga Jamuna Apartment 28/1, Shakespeare Sarani, 1st Floor, Kolkata - 700 017, West Bengal, India Registration Number: 043934 Telephone: +91 33 22811396 / 7 E-mail: <a href="mailto:cs@umaexports.net.in">cs@umaexports.net.in</a> Investor grievance id: <a href="mailto:investors@umaexports.net.in">investors@umaexports.net.in</a> Website: <a href="http://www.umaexports.net.in">www.umaexports.net.in</a> CIN: U14109WB1988PLC043934 Bidders are advised to contact the Company Secretary and Compliance Officer, the BRLM and/or the Registrar to the Issue in case of any pre-issue or post-issue related problems such as non-receipt of letters of Allotment, credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of funds by electronic mode etc.

**AVAILABILITY OF RED HERRING PROSPECTUS:** Investors are advised to refer to the Red Herring Prospectus and the Risk Factors contained therein before applying in the Issue. Full copy of the Red Herring Prospectus is available on the SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), BSE at [www.bseindia.com](http://www.bseindia.com), NSE at [www.nseindia.com](http://www.nseindia.com) and available on the website of the BRLM at [www.ccvindia.com](http://www.ccvindia.com).

**AVAILABILITY OF BID-CUM-APPLICATION FORMS:** Bid-Cum-Application forms can be obtained from the Registered Office of the Company: Uma Exports Limited, Telephone: +91-33 22811396 / 7; BRLM: Corporate Capital Ventures Private Limited, Telephone: +91 11 - 41824066 and the Syndicate Members: Ashika Stock Broking Limited, Telephone: +91 033 40102500 and at the selected locations of the Sub-Syndicate Members, Registered Brokers, RTAs and CDPs participating in the Issue. Bid-cum-application forms will also be available on the websites of BSE, NSE and the designated branches of SCSBs, the list of which is available at websites of the stock exchanges and SEBI.

**ESCROW COLLECTION BANK/ REFUND BANK/ PUBLIC ISSUE ACCOUNT BANK/ SPONSOR BANK:** ICICI Bank Limited.

**OTHER SPONSOR BANKS:** HDFC Bank Limited, Kotak Mahindra Bank Limited and Axis Bank Limited

**LINK TO DOWNLOAD ABRIDGED PROSPECTUS:** <http://www.umaexports.net/abridged-prospectus.html>

**UPI:** Retail Individual Bidders can also Bid through UPI Mechanism.

**All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Red Herring Prospectus.**

On behalf of the Board of Directors

For Uma Exports Limited

Sd/-

Srii Singh Roy

Company Secretary

Place : Kolkata, West Bengal

Date: March 22, 2022

**Disclaimer:** Uma Exports Limited is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make an initial public offer of its Equity Shares and has filed the RHP with the Registrar of Companies, Kolkata on March 15, 2022 and thereafter with SEBI and the Stock Exchanges. The RHP is available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), BSE at [www.bseindia.com](http://www.bseindia.com), NSE at [www.nseindia.com](http://www.nseindia.com) and available on the website of the BRLM at [www.ccvindia.com](http://www.ccvindia.com). Any potential investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, please refer to the RHP including the section titled "Risk Factors" beginning on page 22 of the Red Herring Prospectus.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or any state securities laws in the United States, and unless so registered, and may not be issued or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in accordance with any applicable U.S. state securities laws. The Equity Shares are being issued and sold outside the United States in "offshore transactions" in reliance on Regulation "S" under the Securities Act and the applicable laws of each jurisdiction where such issues and sales are made. There will be no public offering in the United States.