



METROGLOBAL LIMITED

Corporate Identity Number (CIN): L21010MH1992PLC069527

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PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF METROGLOBAL LIMITED ("COMPANY") FOR BUY-BACK OF EQUITY SHARES THROUGH THE TENDER OFFER ROUTE AS PRESCRIBED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018.

This Public Announcement (the "**Public Announcement**") is being made in accordance with the provisions of Regulation 7(1) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 ("**Buy-Back Regulations**") and contains the disclosures as specified in Schedule II to the Buy-Back Regulations.

CASH OFFER FOR BUY-BACK OF UP TO 40,00,000 (FORTY LAKHS) FULLY PAID UP EQUITY SHARES OF THE COMPANY OF FACE VALUE OF ₹ 10 (RUPEES TEN ONLY) EACH AT A PRICE OF ₹ 56 (RUPEES FIFTY SIX ONLY) PER EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH THE "TENDER OFFER" ROUTE AS PRESCRIBED UNDER THE BUY-BACK REGULATIONS USING STOCK EXCHANGE MECHANISM.

1. DETAILS OF THE BUY-BACK OFFER AND OFFER PRICE

- 1.1. The Board of Directors of Metroglobal Limited (hereinafter referred to as the "**Board**") which term shall be deemed to include any committee constituted by Board to exercise its powers) has, at its meeting held on March 30, 2019 (the "**Board Meeting**") pursuant to the provisions of Article 71 of the Articles of Association of the Company and Sections 68, 69, 70 and all other applicable provisions of the Companies Act, 2013 as amended from time to time (the "**Act**") and applicable rules made thereunder and in compliance with the Buy-Back Regulations, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Foreign Exchange Management Act, 1999 and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed by the Board, approved the Buy-back of up to 40,00,000 (Forty Lakhs) fully paid up Equity Shares of face value of ₹ 10 each ("**Equity Shares**") (representing 24.50% of total number of Equity Shares of the Company) at a price of ₹ 56/- (Rupees Fifty Six Only) per Equity Share (the "**Buy-back Price**") payable in cash for an aggregate amount not exceeding ₹ 22,40,00,000/- (Rupees Twenty Two Crores Forty Lakhs only) (the "**Buy-back Size**"), excluding costs such as fees, brokerage, securities transaction tax, goods and services tax, stamp duty, etc., (the "**Transaction Cost**") which represents 8.42% and 8.46% of the paid-up equity share capital and free reserves (including securities premium account) as per the audited standalone financial statements and audited consolidated financial statements respectively of the Company as on March 31, 2018, on a proportionate basis through the tender offer route using stock exchange mechanism ("**Tender Offer**") as prescribed under the Buy-Back Regulations, from all the equity shareholders/ beneficial owners of the Equity Shares of the Company who hold Equity Shares as on the record date i.e. Friday, April 12, 2019 ("**Record Date**") ("**Buy-back Offer**").

- 1.2. For the purpose of this Buy-back Offer, it is being understood that the "**Promoter**", "**Promoter Group**" and "**Persons Acting in Concert**" will be such persons/entities as have been disclosed under the shareholding pattern fillings made by the Company from time to time under Listing Regulations and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.

- 1.3. The aggregate of paid-up share capital and free reserves (including securities premium account) of the Company as on March 31, 2018 based on audited standalone financial statements and audited consolidated financial statement is ₹ 26,611.19 Lakhs and ₹ 26,478.87 Lakhs, respectively. In accordance with Section 68(2) of the Act and Regulation 5 of the Buy-back Regulations, the Board of Directors of a company can authorize the Buy-back of Equity Shares involving payment of consideration not exceeding 10% of the total paid up equity share capital and free reserves (including securities premium account) of the company. Accordingly, the Company proposes to utilize an amount not exceeding ₹ 2,240.00 Lakhs for the proposed Buy-back representing 8.42% and 8.46% of the total paid up equity share capital and free reserves (including securities premium account) as per the audited standalone financial statements and audited consolidated financial statements, respectively, of the Company as on March 31, 2018, which is within the power of the Board.

- 1.4. Further, under the Act and the Buy-Back Regulations, the number of equity shares that can be bought back during a financial year shall not exceed 25% of the total number of outstanding equity shares of the company. Accordingly, the number of Equity Shares that can be bought back by the Company during a financial year cannot exceed 40,81,685 Equity Shares, being 25% of the paid up Equity Shares of the Company, i.e., 1,63,26,742 Equity Shares. Since the Company proposes to Buy-back up to 40,00,000 Equity Shares, the same is within the aforesaid limit.

- 1.5. Pursuant to the proposed Buy-back and depending upon the response to the Buy-back, the voting rights and percentage shareholding of the Promoters, members of Promoter group and Persons Acting in Concert of the Company in the Company may increase from the existing voting rights and percentage shareholding of the Company. The Promoters, members of Promoter group and Persons Acting in Concert of the Company are already having control over the affairs of the Company and therefore any further increase in their voting rights, if any consequent to Buy-back of Equity Shares, will not result in any change in control over the affairs of the Company and shall be in compliance with the provisions of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011.

- Assuming full acceptance of Equity Shares from all the Eligible Shareholders in proportion to their respective Buy-back Entitlement in the Buy-back Offer, the percentage holding of the Promoters and Promoters Group may increase from the existing level of 56.45% to 74.78%. Such an increase in percentage shareholding may attract Regulation 3(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations"). However, the same is exempt in terms of the clause (i) of the proviso to Regulation 10(4)(c) of the Takeover Regulations, subject to compliance with the proviso of the aforesaid clause of the Buy-back Regulations. The Promoter Directors of the Company being interested in the resolution approving the Buy-back in their capacity as Directors of the Company, have abstained themselves from voting in resolution approving the Buy-back passed by the Board at its meeting held on March 30, 2019.

- 1.6. Post Buy-back, the level of holding of public shareholders in the Company shall not fall below the minimum level of public shareholding required to be maintained in terms of Securities Contracts (Regulation) Rules, 1957 ("**SCRR**") and under the Listing Regulations. Due to any reason, if the public shareholding in the Company post Buy-back falls below the minimum level of public shareholding prescribed under SCRR, the Company undertakes to bring the public shareholding to the minimum prescribed level within the time and in the manner prescribed under SCRR and the Listing Regulations.

- 1.7. The Buy-back of Equity Shares may be subject to taxation in India and / or in the country of residence of the Eligible Shareholder(s) (as defined hereinafter). In due course, Eligible Shareholder(s) will receive a Letter of Offer, which will contain a more detailed note on taxation. However, view of the particularized nature of tax consequences, Eligible Shareholder(s) are requested to consult their tax advisors for the applicable tax implications, provisions including the treatment that may be given by their respective tax officers in their case and the appropriate course of action that they should take.

- 1.8. A copy of this Public Announcement will be available on SEBI's website (www.sebi.gov.in) as well as on Company's website (www.metrogloballimited.com) and on the website of Stock Exchange (www.bseindia.com).

2. NECESSITY OF THE BUY-BACK

- 2.1. The Buy-back is being undertaken by the Company to partly return surplus funds to the equity shareholders of the Company. Additionally, the Buy-back is being undertaken for the following reasons:

- i. The Buy-back will help the Company to distribute surplus funds to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to the shareholders;
- ii. The Buy-back, which is being implemented through the Tender Offer as prescribed under the Buy-Back Regulations, would involve a reservation of 15% of the Buy-back Size for small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "Small Shareholders" as defined under Regulation 2(i)(n) of the Buy-Back Regulations;
- iii. The Buy-back may help in improving financial ratios like earnings per share, return on assets and return on equity calculated on the basis of financial statements, by reducing the equity base of the Company; and
- iv. The Buy-back gives an option to the Eligible Shareholders to either choose to participate in the Buy-back and receive cash in lieu of their Equity Shares which are accepted under the Buy-back or choose not to participate in the Buy-back and get a resultant increase in their percentage shareholding in the Company post Buy-back, without additional investment

3. MAXIMUM AMOUNT REQUIRED UNDER THE BUY-BACK

- The maximum amount required under the Buy-back will not exceed ₹ 2,240 Lakhs (excluding Transaction Cost) which is not exceeding 10% of the aggregate of the total paid up equity share capital and free reserves (including securities premium account) of the Company as per the audited standalone financial statements and audited consolidated financial statements of the Company as on March 31, 2018.

4. BUY-BACK PRICE AND BASIS OF ARRIVING AT THE BUY-BACK PRICE

- 4.1. The Equity Shares are proposed to be bought back at a price of ₹ 56 (Rupees Fifty Six only) per Equity Share. The Buy-back Price has been arrived at after considering various factors, including but not limited to, the volume weighted average market price of the Equity Shares of the Company on BSE during 3 (three) months and 2 (two) weeks preceding the date of the Board Meeting and closing market price on the date prior to Board Meeting date.
- 4.2. The Buy-back Price represents a premium of 1.71% over the volume weighted average market price of the Equity Shares on BSE for 3 (three) months preceding the date of the Board Meeting which was ₹ 55.06 and 6.05% over the volume weighted average market price of the Equity Shares on BSE for 2 (two) weeks preceding the date of the Board Meeting which was ₹ 52.80. The closing market price of the Equity Shares as on the date prior to Board Meeting date was ₹ 54.25 on BSE.

5. MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUY-BACK

- The Company proposes to Buy-back up to 40,00,000 (Forty Lakhs) fully paid-up Equity Shares of the Company representing 24.50% of total number of Equity Shares of the Company.

6. METHODOLOGY FOR BUY-BACK

- 6.1. The Buy-back will be undertaken on a proportionate basis from the equity shareholders/ beneficial owner of Equity Shares of the Company as on the Record Date ("**Eligible Shareholders**") through the tender offer process prescribed under Regulation 4(i)(a) of the Buy-Back Regulations. Additionally, the Buy-back shall be, subject to applicable laws, implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by SEBI in its circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 (the "**SEBI Circulars**") in terms of Regulation 9(vii) of the Buy-Back Regulations.

- 6.2. As required under the Buy-Back Regulations, Equity Shares to be bought back under Tender Offer are divided into two categories: (i) Reserved category for Small Shareholders (as defined hereinafter); and (ii) General category for all other shareholders. For further details, please refer to para 12 of this Public Announcement.

7. DETAILS OF SHAREHOLDING OF PROMOTERS, PROMOTER GROUP AND PERSONS IN CONTROL

- 7.1. The aggregate shareholding of a) the Promoters, Promoter Group and Persons Acting in Concert of the Company and b) the directors of corporate promoters of the Company as on the date of the Board Meeting i.e. March 30, 2019 is given below:

Sr. No.	Category of Member	No. of Equity Shares Held	% of Existing Equity Share Capital
A	Promoters and Promoter Group (including Persons Acting in Concert)		
1	Mr. Gautamkumar Mithalal Jain	10,61,959	6.50%
2	Ms. Ritu G. Jain	64,000	0.39%
3	Mr. Rahul Gautamkumar Jain	74,818	0.46%
4	Gautamkumar Mithalal Jain HUF	32,900	0.20%
5	Amaze Trading and Investment Private Limited*	566,156	3.47%
6	Anil Dychem Industries Private Limited*	28,92,073	17.71%
7	Maiden Tradefin Private Limited*	45,25,251	27.72%
	Sub-total (A)	92,17,157	56.45%
B	Directors of corporate promoters (other than promoters and promoter group)*	-	-
	Sub-total (B)	-	-
	Total Shareholding (A+B)	92,17,157	56.45%

* Directors of corporate promoters are Mr. Gautamkumar Mithalal Jain & Mr. Rahul Gautamkumar Jain.

- 7.2. No Equity Shares have been purchased or sold by persons mentioned in para 7.1 above during a period of six months preceding the date of the Board Meeting at which the Buy-back was approved, i.e. March 30, 2019.

8. INTENTION OF THE PROMOTERS AND PROMOTER GROUP TO TENDER EQUITY SHARES FOR BUY-BACK

- 8.1. In terms of the Buy-back Regulations, under Tender Offer, the Promoters and Promoter Group have an option to participate in the Buy-back. However, none of the Promoters and Promoter Group have expressed their intention to participate in the Buy-back.

- 8.2. The promoters and members of promoter group of the Company, the directors of the promoter, promoter group entities (where such promoter or member of the promoter group is a company) and the persons who are in control of the Company will not deal in the Equity Shares on the Stock Exchanges, or off market, including inter-se transfer of Equity Shares amongst themselves from the date of the Board Meeting until the closing of the Buy-back.

9. NO DEFAULT

- The Company confirms that there are no defaults subsisting in the repayment of deposits or interest thereon, redemption of debentures or preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banking company.

10. CONFIRMATION FROM THE BOARD

- The Board has made full enquiry into the affairs and prospects of the Company and has formed the opinion that:
- a) Immediately following the date of convening of the Board Meeting i.e. Saturday, March 30, 2019 at which the Buy-back of the Company's Equity Shares is approved, there shall be no grounds on which the Company could be found unable to pay its debts;
- b) As regards the Company's prospects for the year immediately following the date of the Board Meeting held to

approve the Buy-back and having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company shall be able to meet its liabilities as and when they fall due and shall not be rendered insolvent within a period of one year from the date of the Board Meeting approving such Buy-back; and

- c) In forming the opinion as aforesaid, the Board has taken into account the liabilities as if the Company was being wound up under the provisions of the Companies Act, 1956 or the Companies Act, 2013 or the Insolvency and Bankruptcy Code, 2016, as applicable (including prospective and contingent liabilities).

11. REPORT ADDRESSED TO THE BOARD OF DIRECTORS BY THE COMPANY AUDITOR

The Statutory Auditor of the Company dated March 30, 2019 received from M/s AMPAC & Associates, Chartered Accountants, the Text of the Auditors of the Company and the Statement of computation of permissible capital payment for the proposed Buy-back of Equity Shares of the Company, addressed to the Board of Directors of the Company is reproduced below.

Quote

"Independent Auditor's Report on Buy-back of Equity Shares pursuant to the requirement of Schedule II to the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended

To,

The Board of Directors

Metroglobal Limited
101, Mangal Disha, 1st Floor, 6th Road, Near Guru Gangeshwar Temple, Khar (West), Mumbai, Maharashtra, 400052

Subject: Statutory Auditor's Report on the matters specified in clause (xi) of Schedule I of Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (as amended) (the "SEBI Buyback Regulations") for proposed buyback of equity shares of Metroglobal Limited

1. This Report is issued in accordance with the terms of our engagement letter dated March 27, 2019 with Metroglobal Limited. The Board of Directors of the Company has approved a proposed buy-back of equity shares of the Company at its meeting held on March 30, 2019, in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 (the "Act") and the SEBI Buyback Regulations.

2. We, AMPAC & Associates, Chartered Accountants (Firm Registration Number 112236W), the Statutory Auditors of Metroglobal Limited ("Metroglobal" or the "Company"), have been requested by the management of the Company to provide a report on the accompanying statement of permissible capital payment (including premium) ("**Annexure A**") as at March 31, 2018 (hereinafter referred together as the "Statement"). This Statement has been prepared by the Management, which we have initialed for identification purposes only.

Management's Responsibility for the Statement

3. The preparation of the Statement in accordance with proviso (i) to Section 68(2)(b) read with Section 68 (2) (c) of the Companies Act, 2013 and the compliance with the SEBI Buyback Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

4. The Management is also responsible to ensure compliance with the other relevant provisions of the Companies Act, 2013 and the Companies (Share Capital and Debentures) Rules, 2014 ("the Rules").

Auditor's Responsibility

5. Pursuant to the requirements of the SEBI Buy-back Regulations, it is our responsibility to provide reasonable assurance:

- (i) Whether we have inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements as at and for the financial year ended March 31, 2018.

- (ii) If the amount of permissible capital payment (including securities premium) for the proposed buyback of equity shares is properly determined considering the requirements of proviso (i) to Section 68(2)(b) read with Section 68(2) (c) of the Companies Act; and;

- (iii) If the Board of Directors of the Company in their meeting dated March 30, 2019, have formed the opinion as specified in clause (xi) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of passing of Board meeting resolution dated March 30, 2019.

6. The standalone and consolidated financial statements referred to in paragraph 5 above, for the year ended March 31, 2018 had been audited by us, on which we had issued an unmodified audit opinion, vide our audit report dated May 30, 2018. We conducted our audit of these financial statements in accordance with Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ("ICAI"). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or 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.

8. 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.

Opinion

9. Based on inquiries conducted and our examination as above, we report that:

- i. We have enquired into the state of affairs of the Company in relation to its audited financial statements as at and for the year ended March 31, 2018;

- ii. The amount of permissible capital payment (including premium) towards the proposed buy back of equity shares as computed in the Statement attached herewith is, in our view properly determined in accordance with proviso (i) to Section 68(2)(b) read with Section 68(2) (c) of the Act. The amounts of share capital and free reserves have been extracted from the audited standalone and consolidated financial statements of the Company as at and for the year ended March 31, 2018; and

- iii. The Board of Directors of the Company, in their meeting held on March 30, 2019, have formed their opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations, 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 the Board Meeting Resolution dated March 30, 2019, with regard to the proposed buyback are declared.

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 buy-back of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Companies Act, 2013 and the SEBI Buyback Regulations, (ii) to enable the Board of Directors of the Company to include in the public announcement, draft letter of offer, letter of offer and other documents pertaining to buy-back 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 AMPAC & Associates

Chartered Accountants

ICAI Firm Registration Number: 112236W

Sd/-

Piyush B. Sheth

Partner

Membership Number: 44062

UDIN No. :- 19044062AAAAE9459

Place of Signature: Mumbai

Date: March 30, 2019

Annexure A

Statement of permissible capital payment (including Securities Premium) as at March 31, 2018

The amount of permissible capital (including securities premium) towards the proposed buyback of equity shares as computed in the table below is properly determined in our view in accordance with Proviso (i) to Section 68(2)(b) read with Section 68(2)(c) of the Companies Act. The amount of share capital and free reserves has been extracted from the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2018.

Particulars	March 31, 2018 (₹ in lakhs)	
	STANDALONE	CONSOLIDATED
Paid-up Equity Share Capital as at March 31, 2018*		
1,63,26,742 equity shares of ₹ 10 each fully paid-up (A)	1,632.67	1,632.67
Free Reserves as at March 31, 2018*		
Securities premium account	10,253.97	10,253.97
General reserve	17,376.73	17,248.30
Retained Earnings **	(2,652.18)	(2,656.07)
Total (B)	24,978.52	24,846.20
Total (A+B)	26,611.19	26,478.87
Permissible capital payment (including Securities premium) towards Buy-back of Equity Shares in accordance with Section 68 (2) (b) and (c) of the Companies Act, 2013 (25% of paid up equity capital and free reserves)	6,652.80	6,619.72
Maximum amount permissible under the Companies Act/ SEBI Buyback Regulations with Board of Directors approval :- 10% of total paid-up equity capital and free reserves, if the buyback is carried through tender offer route (in accordance with Chapter III of the SEBI Buyback Regulations and in accordance with proviso (i) to Section 68(2)(b) read with Section 68(2)(c) of the Companies Act)	2,661.12	2,647.89
Amount approved by the Board of Directors at their meeting held on March 30, 2019		2,240.00
Permissible number of Equity Shares eligible for Buy-back in accordance with Section 68 (2) (b) and (c) of the Companies Act, 2013 (25% of number of paid up equity capital) (Nos.)		40,81,685

* Calculation in respect to the Buy-back is done on basis of audited financial statements of the Company for the year ended March 31, 2018.

** surplus is adjusted for the unrealized gain and fair value adjustments.

For and on behalf of Board of Directors of

Metroglobal Limited

Sd/-

Gautam M. Jain

Chairman & Managing Director

DIN: 00160167

Place: Ahmedabad

Date: March 30, 2019

Unquote

12. RECORD DATE AND SHAREHOLDERS' ENTITLEMENT

- 12.1. The Board has fixed Friday, April 12, 2019, as the Record Date for the purpose of determining the entitlement and the names of the equity shareholders who are eligible to participate in the Buy-back ("**Eligible Shareholders**").

- 12.2. In due course, Eligible Shareholders will receive a Letter of Offer along with a Tender/Offer Form indicating the entitlement of the equity shareholder for participating in the Buy-back. Even if Eligible Shareholder does not receive the Letter of Offer along with a Tender/Offer Form, the Eligible Shareholder may participate and tender shares in the Buy-back.

- 12.3. The Equity Shares to be bought back as part of the Buy-back are divided in two categories:

- a. Reserved category for Small Shareholders (defined hereinafter); and
- b. General category for all other Eligible Shareholders.

- 12.4. As defined in the Buy-Back Regulations, a "**Small Shareholder**" is a shareholder who holds shares whose market value, on the basis of closing price of shares on the recognized stock exchange, in which highest trading volume in respect of such shares is recorded on the record date, is not more than ₹ 2,00,000 (Rupees Two Lakhs).
- 12.5. In accordance with Regulation 6 of the Buy-Back Regulations, 15% of the number of Equity Shares which the Company proposes to Buy-back or number of Equity Shares entitled as per the shareholding of Small Shareholders, whichever is higher, shall be reserved for the Small Shareholders as part of this Buy-back.

- 12.6. On the basis of the shareholding on the Record Date, the Company will determine the entitlement of Eligible Shareholders, including Small Shareholders, to tender their Equity Shares in the Buy-back. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder on the

Record Date and the ratio of the Buy-back applicable in the category to which such shareholder belongs. The final number of Equity Shares that the Company will Buy-back from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Accordingly, the Company may not Buy-back all of the Equity Shares tendered by Eligible Shareholders.

- 12.7. After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the Buy-back by shareholders in that category, and thereafter from shareholders who have tendered over and above their entitlement in other category.

- 12.8. The participation of the Eligible Shareholders in the Buy-back is voluntary. Eligible Shareholders may also tender a part of their entitlement. Eligible Shareholders also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation by some other Eligible Shareholders, if any. If the Buy-back entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of Buy-back entitlement to tender Equity Shares in the Buy-back.

- 12.9. The maximum number of Equity Shares that can be tendered under the Buy-back by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date. The Equity Shares tendered as per the entitlement by Eligible Shareholders holding Equity Shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in Buy-Back Regulations. The settlement of the tenders under the Buy-back will be done using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI Circulars, as may be amended from time to time and other relevant rules and regulations.

- 12.10. The Buy-back from non-resident members, Overseas Corporate Bodies (OCBs) and Foreign Institutional Investors (FIIs), Foreign Portfolio Investors ("FPIs") and members of foreign nationality, if any, etc. shall be subject to such approvals as are required including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed there under, if any.

- 12.11. Detailed instructions for participation in the Buy-back as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the Eligible Shareholders.

13. PROCESS AND METHODOLOGY FOR THE BUY-BACK

- 13.1. The Buy-back shall be open to all Eligible Shareholders, holding Equity Shares in demat form as on the Record Date. Eligible Shareholders holding shares in physical form are required to get their Equity Shares dematerialized before tendering their Equity Shares in the Buy-back.

- 13.2. The Buy-back will be implemented using the "Mechanism for acquisition of shares through Stock Exchange" devised pursuant to SEBI Circulars and following the procedure prescribed in the Act and the Buy-back Regulations and as may be determined by the Board (including any person authorized by the Board to complete the formalities of the Buy-back) and on such terms and conditions as may be permitted by law from time to time.

- 13.3. For implementation of the Buy-back, the Company has appointed **Pravin Ratilal Share and Stock Brokers Limited** as the registered broker to the Company (the "**Company's Broker**") who will facilitate the process of tendering Equity Shares through Stock Exchange Mechanism for the Buy-back and through whom the purchases and settlement on account of the Buy-back would be made by the Company