

## LETTER OF OFFER

### THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is being sent to you as you are a registered Equity Shareholder of Paushak Limited ("Company") as on the Record Date in accordance with Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended ("Buy-back Regulations"). If you require any clarification about the action to be taken, you should consult your stock broker or your investment consultant or the Manager to the Buy-back i.e. Vivro Financial Services Private Limited or the Registrar to the Buy-back i.e. Link Intime India Private Limited. Please refer to the section on "Definitions of Key Terms" for the definition of the capitalized terms used herein.



### PAUSHAK LIMITED

**Registered Office and Correspondence Address:** Alembic Road, Vadodara – 390 003, Gujarat, India

**Tel:** +91 265 2280550 | **Fax:** +91 265 2282506

**Email:** [paushak.investors@alembic.co.in](mailto:paushak.investors@alembic.co.in) | **Website:** [www.paushak.com](http://www.paushak.com)

**Corporate Identity Number (CIN):** L51909GJ1972PLC044638

**Contact Person:** Mr. Charandeep Singh Saluja, Company Secretary & Compliance Officer

Cash Offer for Buy-back of up to 1,25,000 (One Lac Twenty Five Thousand) fully paid-up Equity Shares of the Company of face value ₹ 10/- (Rupees Ten Only) each ("Equity Share(s)") from all the fully paid-up Equity Shareholders / beneficial owners of the Equity Shares of the Company as on the record date i.e. Friday, 23<sup>rd</sup> March, 2018 ("Record Date"), on a proportionate basis, through the Tender Offer Route using stock exchange mechanism ("Tender Offer"), at a price of ₹ 1,700/- (Rupees One Thousand Seven Hundred Only) per Equity Share ("Buy-back Price") for a total consideration aggregating up to ₹ 21,25,00,000/- (Rupees Twenty One Crore Twenty Five Lac Only) excluding transaction costs viz. fees, brokerage, applicable taxes such as securities transaction tax, goods and services tax, stamp duty, etc. ("Transaction Costs") (hereinafter referred to as "Buy-back Size") as per the audited standalone financial statements of the Company for the nine months period ended 31<sup>st</sup> December, 2017, ("Buy-back Offer" / "Buy-back"). As required under the Buy-back Regulations, Equity Shares to be bought back are divided into two categories: (i) Reserved Category for Small Shareholders; and (ii) General Category for all other shareholders.

1. The Buy-back Offer is in accordance with provisions of Article 8A of the Articles of Association of the Company, Section 68, 69, 70 and other applicable provisions of the Companies Act, 2013 (the "Act") as amended and rules made thereunder to the extent applicable and in compliance with the Buy-back Regulations and is subject to such other approvals, permissions and exemptions as may be required from time to time from any statutory and/ or regulatory authority.
2. The Buy-back Size of up to ₹ 21,25,00,000/- (Rupees Twenty One Crore Twenty Five Lac Only), which represents 23.88% of the total paid-up share capital and free reserves (including securities premium account) as per the audited standalone financial statements of the Company for the nine months period ended 31<sup>st</sup> December, 2017, is within the statutory limits of 25% (twenty five percent) of the total paid-up share capital and free reserves (including securities premium account). The Equity Shares proposed to be bought back represent 3.90% of the total number of paid-up Equity Shares of the Company.
3. The Letter of Offer shall be sent to the Equity Shareholder(s) / beneficial owner(s) of Equity Shares as on the Record Date i.e. Friday, 23<sup>rd</sup> March, 2018.
4. The procedure for tendering Equity Shares and settlement is set out in paragraph 20 on page 32 of this Letter of Offer. The Form of Acceptance-cum-Acknowledgement (the "Tender Form") is enclosed together with this Letter of Offer.
5. For mode of payment of consideration to the Eligible Shareholders, please refer to paragraph 20.26 on page 39 of this Letter of Offer.
6. A copy of the Public Announcement, Draft Letter of Offer and the Letter of Offer (including the Tender Form) shall also be available on the website of Securities and Exchange Board of India at [www.sebi.gov.in](http://www.sebi.gov.in) and on Company's website at [www.paushak.com](http://www.paushak.com).
7. Eligible Shareholders are advised to refer to details of the Statutory Approvals and Note on Taxation in paragraph 17 on page 28 and paragraph 21 on page 40 respectively of this Letter of Offer, before tendering their Equity Shares in the Buy-back Offer.

**BUY-BACK OPENS ON: FRIDAY, 27<sup>TH</sup> APRIL, 2018**

**BUY-BACK CLOSURES ON: MONDAY, 14<sup>TH</sup> MAY, 2018**

**LAST DATE / TIME OF RECEIPT OF COMPLETED APPLICATION FORMS AND OTHER SPECIFIED DOCUMENTS INCLUDING PHYSICAL SHARE CERTIFICATES BY THE REGISTRAR TO BUY-BACK: WEDNESDAY, 16<sup>TH</sup> MAY, 2018, 05:00 P.M. (IST)**

**MANAGER TO THE BUY-BACK**

**REGISTRAR TO THE BUY-BACK**

**Vivro Financial Services Private Limited**

607 / 608, Marathon Icon, Opp. Peninsula Corporate Park,  
Off Ganpatrao Kadam Marg, Veer Santaji Lane, Lower Parel,  
Mumbai - 400 013, Maharashtra, India.

Contact Person(s): Mr. Harish Patel / Mr. Sagar Jatakiya

Tel: +91 22 6666 8040/41/42 | Fax: +91 22 6666 8047

Email: [investors@vivro.net](mailto:investors@vivro.net) | Website: [www.vivro.net](http://www.vivro.net)

SEBI Registration Number: INM000010122 | Validity: Permanent

CIN: U67120GJ1996PTC029182

**Link Intime India Private Limited**

C-101, 1st Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli (West),  
Mumbai - 400 083, Maharashtra, India.

Contact Person: Mr. Sumeet Deshpande

Tel: +91 22 4918 6200 | Fax: +91 22 4918 6195

Email: [paushak.buyback2018@linkintime.co.in](mailto:paushak.buyback2018@linkintime.co.in) | Website: [www.linkintime.co.in](http://www.linkintime.co.in)

SEBI Registration Number: INR000004058 | Validity: Permanent

CIN: U67190MH1999PTC118368

## TABLE OF CONTENTS

1. SCHEDULE OF ACTIVITIES .....	2
2. DEFINITION OF KEY TERMS .....	2
3. DISCLAIMER CLAUSE.....	5
4. TEXT OF THE RESOLUTION PASSED AT THE BOARD MEETING .....	7
5. DETAILS OF THE PUBLIC ANNOUNCEMENT .....	11
6. DETAILS OF THE BUY-BACK.....	11
7. AUTHORITY FOR THE BUY-BACK.....	13
8. NECESSITY OF THE BUY-BACK.....	14
9. MANAGEMENT DISCUSSION AND ANALYSIS AND THE LIKELY IMPACT OF BUY-BACK ON THE COMPANY.....	14
10. BASIS OF CALCULATING THE BUY-BACK PRICE.....	19
11. SOURCES OF FUNDS FOR THE BUY-BACK .....	20
12. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT DEPOSITED THEREIN.....	20
13. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN .....	21
14. BRIEF INFORMATION ABOUT THE COMPANY .....	22
15. FINANCIAL INFORMATION ABOUT THE COMPANY.....	26
16. STOCK MARKET DATA.....	27
17. DETAILS OF THE STATUTORY APPROVALS.....	28
18. DETAILS OF THE REGISTRAR TO THE BUY-BACK AND COLLECTION CENTRE.....	28
19. PROCESS AND METHODOLOGY FOR THE BUY-BACK.....	29
20. PROCEDURE FOR TENDERING EQUITY SHARES AND SETTLEMENT .....	32
21. NOTE ON TAXATION .....	40
22. DECLARATION BY THE BOARD OF DIRECTORS .....	45
23. AUDITORS CERTIFICATE.....	46
24. DOCUMENTS FOR INSPECTION .....	49
25. DETAILS OF THE COMPLIANCE OFFICER.....	49
26. DETAILS OF THE REMEDIES AVAILABLE TO THE ELIGIBLE SHAREHOLDERS .....	49
27. DETAILS OF INVESTOR SERVICE CENTRE .....	50
28. DETAILS OF THE MANAGER TO THE BUY-BACK.....	50
29. LEGAL ADVISOR TO THE COMPANY .....	50
30. DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THE LETTER OF OFFER .....	51
31. OFFER FORM .....	51

## 1. SCHEDULE OF ACTIVITIES

Activity	Date	Day
Date of the Board meeting held to approve the proposal for Buy-back of Equity Shares	24 <sup>th</sup> January, 2018	Wednesday
Date of declaration of the result of the postal ballot through which the Shareholders approval for the Buy-back was sought	12 <sup>th</sup> March, 2018	Monday
Date of publication of Public Announcement for the Buy-back	14 <sup>th</sup> March, 2018	Wednesday
Record Date for determining the Buy-back Entitlement and the Eligible Shareholders	23 <sup>rd</sup> March, 2018	Friday
Buy-back opens on / Buy-back Opening Date	27 <sup>th</sup> April, 2018	Friday
Buy-back closes on / Buy-back Closing Date	14 <sup>th</sup> May, 2018	Monday
Last date of receipt of completed Tender Forms and other specified documents including physical share certificates by the Registrar to Buy-back	16 <sup>th</sup> May, 2018	Wednesday
Last date of verification by Registrar to Buy-back	22 <sup>nd</sup> May, 2018	Tuesday
Last date of intimation to the Stock Exchange regarding acceptance or non-acceptance of tendered Equity Shares by the Registrar and Manager to the Buy-back	22 <sup>nd</sup> May, 2018	Tuesday
Last date of settlement of bids on the Stock Exchange	23 <sup>rd</sup> May, 2018	Wednesday
Last date of dispatch of share certificate(s) by Registrar to Buy-back / return of unaccepted demat shares by Stock Exchange to Shareholder Broker	23 <sup>rd</sup> May, 2018	Wednesday
Last date of extinguishment of Equity Shares bought back	30 <sup>th</sup> May, 2018	Wednesday

*Note: Where last dates are mentioned for certain activities, such activities may happen on or before the respective last dates.*

## 2. DEFINITION OF KEY TERMS

*This Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or specified otherwise, shall have the meaning as provided below. References to any legislation, Act, regulation, rules, guidelines or policies shall be to such legislation, Act, regulation, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.*

*The words and expressions used in this Letter of Offer, but not defined herein shall have the meaning ascribed to such terms under the Buy-back Regulations, the Companies Act, 2013 as amended and the rules and regulations made thereunder and to the extent applicable.*

Term	Description
<b>Acceptance</b>	Acceptance of fully paid-up Equity Shares tendered by Eligible Shareholders in the Buy-back Offer
<b>Act / Companies Act</b>	The Companies Act, 2013 as amended and the rules and regulations made thereunder and to the extent applicable
<b>Acquisition Window</b>	The facility for acquisition of Equity Shares through mechanism provided by the BSE in the form of a separate window in accordance with SEBI circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, as may be amended from time to time
<b>Additional Equity Shares</b>	Equity Shares tendered by Eligible Shareholder over and above the Buy-back Entitlement of such Eligible Shareholder such that total number of Equity Shares tendered do not exceed the Equity Shares held on the Record Date by such Eligible Shareholder
<b>Articles</b>	Articles of Association of the Company, as amended from time to time

<b>Term</b>	<b>Description</b>
<b>AOP</b>	Association of Persons
<b>Board / Board of Directors</b>	Board of Directors of the Company
<b>BSE</b>	BSE Limited
<b>Buy-back / Buy-back Offer / Offer</b>	Buy-back of up to 1,25,000 (One Lac Twenty Five Thousand) fully paid-up equity shares of the Company of face value of ₹ 10/- (Rupees Ten Only) each, at a price of ₹ 1,700/- (Rupees One Thousand Seven Hundred Only) per Equity Share for a total consideration aggregating up to ₹ 21,25,00,000/- (Rupees Twenty One Crore Twenty Five Lac Only) from Eligible Shareholders, through the Tender Offer on a proportionate basis
<b>Buy-back Committee</b>	Buy-back committee comprising of Mr. Vijay Gandhi (Chairman), Mr. Atul Patel (Member) and Mr. Abhijit Joshi (Member) constituted on 24 <sup>th</sup> January, 2018
<b>Buy-back Entitlement / Entitlement</b>	The number of Equity Shares that an Eligible Shareholder is entitled to tender in the Buy-back Offer, based on the number of Equity Shares held by that Eligible Shareholder on the Record Date in the ratio of Buy-back as applicable in the category, to which such Eligible Shareholder belongs
<b>Buy-back Price</b>	Price at which Equity Shares will be bought back from the Eligible Shareholder i.e. ₹ 1,700/- (Rupees One Thousand Seven Hundred Only) per fully paid-up Equity Share, payable in cash
<b>Buy-back Regulations</b>	Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended from time to time
<b>Buy-back Size</b>	Maximum number of Equity Shares proposed to be bought back (i.e. not exceeding 1,25,000 (One Lac Twenty Five Thousand) multiplied by the Buy-back Price (i.e. ₹ 1,700/- (Rupees One Thousand Seven Hundred Only) per Equity Share) aggregating to an amount up to ₹ 21,25,00,000/- (Rupees Twenty One Crore Twenty Five Lac Only)
<b>BOI</b>	Body of Individuals
<b>Clearing Corporation</b>	Indian Clearing Corporation Limited
<b>Company</b>	Paushak Limited
<b>Company's Broker</b>	Pravin Ratilal Share And Stock Brokers Limited
<b>Compliance Officer to Buy-back Offer</b>	Mr. Charandeep Singh Saluja, Company Secretary of the Company
<b>Company's Demat Account</b>	The depository account opened by the Company in relation to the Buy-back Offer
<b>Depositories</b>	Collectively, National Securities Depository Limited and Central Depository Services (India) Limited
<b>DP</b>	Depository Participant
<b>Draft Letter of Offer / DLoF</b>	The Draft Letter of Offer dated 14 <sup>th</sup> March, 2018 filed with SEBI
<b>Designated Stock Exchange</b>	The designated stock exchange for the Buy-back is BSE
<b>Director</b>	Director(s) of the Company
<b>Eligible Shareholder(s)</b>	All persons holding Equity Shares as on the Record Date being Friday, 23 <sup>rd</sup> March, 2018 and who are eligible to participate in the Buy-back in terms of this LoF
<b>Equity Shares</b>	Fully paid-up equity shares of face value ₹ 10/- (Rupees Ten Only) each of the Company
<b>Equity Shareholder(s)</b>	Holders of the fully paid-up Equity Shares and includes beneficial owners thereof
<b>Escrow Account</b>	The Escrow Account titled "PAUSHAK LTD EQ BUYBACK 2018 ESCROW ACC" opened with Escrow Agent
<b>Escrow Agent</b>	HDFC Bank Limited
<b>Escrow Agreement</b>	The escrow agreement dated 20 <sup>th</sup> March, 2018 entered into between the Company, Escrow Agent and Manager to the Buy-back
<b>FEMA</b>	Foreign Exchange Management Act, 1999, as amended from time to time
<b>FII(s)</b>	Foreign Institutional Investor(s)

<b>Term</b>	<b>Description</b>
<b>Financial Year / FY</b>	1 <sup>st</sup> April to 31 <sup>st</sup> March
<b>FPI(s)</b>	Foreign Portfolio Investor(s)
<b>General Category</b>	Category of Eligible Shareholders(s) other than the Small Shareholders
<b>HUF</b>	Hindu Undivided Family
<b>IT Act / Income Tax Act</b>	Income Tax Act, 1961, as amended from time to time
<b>Letter of Offer / LoF</b>	This Letter of Offer dated 16 <sup>th</sup> April, 2018 to be filed with SEBI containing disclosures in relation to the Buy-back as specified in the Buy-back Regulations, including comments received from SEBI on the DLoF
<b>LODR Regulations</b>	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time
<b>Manager to the Buy-back / Manager</b>	Vivro Financial Services Private Limited
<b>Non-Resident Shareholders</b>	Equity Shareholders other than resident Equity Shareholders including Non-Resident Indians (NRI), Foreign Institutional Investors (FII), Foreign Portfolio Investors (FPI), erstwhile Overseas Corporate Bodies (OCB) and Foreign Nationals
<b>NRE Account</b>	Non-resident external account
<b>Offer Period / Tendering Period / Buy-back Offer Period</b>	Period of ten Working Days from the Buy-back Opening Date i.e. Friday, 27 <sup>th</sup> April, 2018 till Buy-back Closing Date i.e. Monday, 14 <sup>th</sup> May, 2018 (both days inclusive)
<b>Promoters and Members of Promoter Group / Promoter Group</b>	Includes such persons as have been disclosed as promoter, promoter group and persons acting in concert under the filings made by the Company under LODR Regulations and Takeover Regulations
<b>Public Announcement / PA</b>	Public announcement dated 13 <sup>th</sup> March, 2018 in relation to the Buy-back which was published on Wednesday, 14 <sup>th</sup> March, 2018 in the Business Standard (English and Hindi - all editions) and Loksatta Jansatta (Gujarati – Vadodara edition)
<b>PAN</b>	Permanent Account Number
<b>Ratio of Buy-back or Entitlement Ratio</b>	The ratio of the Buy-back for the Equity Shares held by Eligible Shareholders as on Record Date: (i) in case of Small Shareholders, 55 Equity Shares for every 648 Equity Shares; and (ii) in case of Eligible Shareholders other than Small Shareholders, 19 Equity Shares for every 534 Equity Shares
<b>RBI</b>	Reserve Bank of India
<b>Recognised Stock Exchange / Stock Exchange</b>	BSE, being the recognised stock exchange where the Equity Shares of the Company are listed
<b>Record Date</b>	The date for the purpose of determining the Buy-back Entitlement and the names of the Eligible Shareholders to whom the Letter of Offer and Tender Form will be sent and who are eligible to participate in the Buy-back in accordance with the Buy-back Regulations and in terms of this Letter of Offer. The Record Date for the Buy-back is Friday, 23 <sup>rd</sup> March, 2018
<b>Registrar to the Buy-back / Registrar</b>	Link Intime India Private Limited
<b>Reserved Category</b>	Category of the Small Shareholders eligible to tender Equity Shares in the Buy-back
<b>SEBI</b>	The Securities and Exchange Board of India
<b>Shareholder Broker</b>	A stock broker (who is a member of the BSE) of an Eligible Shareholder, through whom the Eligible Shareholder may participate in the Buy-back Offer
<b>Small Shareholder</b>	An Eligible Shareholder who holds Equity Shares of market value not more than ₹ 2,00,000/- (Rupees Two Lac only) on the basis of closing price on the Recognised Stock Exchange on the Record Date

<b>Term</b>	<b>Description</b>
<b>Takeover Regulations</b>	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time
<b>Tender Form</b>	Form of Acceptance–cum–Acknowledgement to be filled in and sent to the Registrar by the Eligible Shareholders to participate in the Buy-back
<b>Tender Offer</b>	Method of Buy-back as defined in Regulation 2(1)(o) read with Regulation 9(3A) of the Buy-back Regulations using stock exchange mechanism
<b>Transaction Costs</b>	Such costs and expenses incurred / to be incurred by the Company in relation to the Buy-back Offer including fees, brokerage, applicable taxes such as securities transaction tax, goods and services tax, stamp duty, etc.
<b>TRS</b>	Transaction Registration Slip
<b>U.S.</b>	United States / United States of America
<b>Working Day(s)</b>	Any working day of SEBI

### 3. DISCLAIMER CLAUSE

- 3.1. As required, a copy of this Letter of Offer has been submitted to SEBI. It is to be distinctly understood that submission of this Letter of Offer to SEBI should not, in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet the Buy-back commitments or for the correctness of the statements made or opinions expressed in this Letter of Offer. The Manager to the Buy-back, i.e. Vivro Financial Services Private Limited, has certified that the disclosures made in this Letter of Offer are generally adequate and are in conformity with the provisions of the Act and Buy-back Regulations. This requirement is to facilitate Eligible Shareholders to take an informed decision for tendering their Equity Shares in the Buy-back.
- 3.2. It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in this Letter of Offer, the Manager to the Buy-back is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose, the Manager to the Buy-back, has furnished to SEBI, a Due Diligence Certificate dated 14<sup>th</sup> March, 2018 in accordance with Buy-back Regulations, which reads as follows:

#### Quote

“We have examined various documents and materials relevant to the Buy-back as part of the due diligence carried out by us in connection with the finalization of the Public Announcement dated March 13, 2018 and the Draft Letter of Offer dated March 14, 2018. On the basis of such examination and the discussions with the Company, we hereby state that:

- The Public Announcement and the DLoF are in conformity with the documents, materials and papers relevant to the Buy-back;
- All the legal requirements connected with the said Buy-back including the SEBI (Buy-Back of Securities) Regulations, 1998, as amended, have been duly complied with;
- The disclosures in the Public Announcement and the DLoF are, to the best of our knowledge, true, fair and adequate in all material respects for the shareholders of the Company to make a well-informed decision in respect of the captioned Buy-back; and
- Funds used for Buy-back shall be as per the provisions of the Companies Act, 2013.”

#### Unquote

- 3.3. The filing of LoF with SEBI, does not, however, absolve the Company from any liabilities under the provisions of the Act or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the Buy-back.

- 3.4. The Promoters and Directors declare and confirm that no information or material likely to have a bearing on the decision of Eligible Shareholders has been suppressed, withheld and/ or incorporated in the manner that would amount to mis-statement or misrepresentation and in the event of it transpiring at any point of time that any information or material has been suppressed, withheld and/ or amounts to a mis-statement or misrepresentation, the Promoters and Directors and the Company shall be liable for penalty in terms of the provisions of the Act and the Buy-back Regulations.
- 3.5. The Promoters and Directors also declare and confirm that funds borrowed from banks and financial institutions will not be used for the Buy-back.
- 3.6. **NO OFFER TO SUBSCRIBE / PURCHASE / SELL, OR AN INVITATION TO SUBSCRIBE / PURCHASE / SELL, ANY SECURITIES OF THE COMPANY OR AS A SOLICITATION OR AN INVITATION TO SUBSCRIBE/PURCHASE/SELL ANY SECURITIES OF THE COMPANY INCLUDING THE EQUITY SHARES IS MADE IN A JURISDICTION, OTHER THAN INDIA, WHERE IT IS ILLEGAL, OR ANY ACTION OR APPROVAL IS REQUIRED, TO MAKE THIS BUY-BACK**
- a) The Public Announcement that was published on Wednesday, 14<sup>th</sup> March, 2018 and this Letter of Offer in connection with this Buy-back Offer, has been prepared for the purposes of compliance with the Buy-back Regulations, as amended from time to time. Accordingly, the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. The Company and the Manager to the Buy-back Offer are under no obligation to update the information contained herein at any time after the date of the Letter of Offer. This Letter of Offer does not in any way constitute an offer in any form, or an invitation in any form to subscribe / purchase / sell, any securities of the Company in any jurisdiction (other than India) or as a solicitation or an invitation in any form to subscribe / purchase / sell any securities including the Equity Shares of the Company.
- b) **Disclaimer for U.S. Persons:** The information contained in this Letter of Offer is exclusively intended for persons who are not U.S. Persons, as such term is defined in the applicable regulation of the U.S. Securities Act of 1933, as amended, and who are not physically present in the United States of America. This Letter of Offer does not in any way constitute an offer to sell, or an invitation to sell, any securities in the United States of America or in any other jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Letter of Offer are requested to be informed themselves about and to observe any such restrictions.
- c) **Disclaimer for Persons in other foreign countries:** This Letter of Offer does not in any way constitute an offer to purchase / subscribe / sell, or an invitation to purchase / subscribe / sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Letter of Offer are requested to be informed themselves about and to observe any such restrictions.
- d) No action has been or will be taken by the Company or Manager to the Buy-back to permit the Buy-back in any jurisdiction where action would be required for that purpose. This Letter of Offer shall be dispatched to all Equity Shareholders whose names appear in the register of members of the Company, on the Record Date. However, receipt of this Letter of Offer by any Eligible Shareholder in a jurisdiction in which it would be illegal to make this Buy-back, or where making this Buy-back would require any action to be taken (including, but not restricted to, registration of this Letter of Offer under any local securities laws of any jurisdiction outside of India), shall not be treated by such Eligible Shareholder as an offer or invitation to offer being made to them and shall be construed by them as being sent for information purposes only.
- e) Persons in possession of this Letter of Offer are required to be informed themselves of any relevant restrictions in their respective jurisdictions. Any Eligible Shareholder who tenders his, her or its Equity Shares in the Buy-back shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buy-back.

#### 4. TEXT OF THE RESOLUTION PASSED AT THE BOARD MEETING

4.1. The Buy-back Offer through Tender Offer was considered and approved by the Board of Directors of the Company at their meeting held on Wednesday, 24<sup>th</sup> January, 2018. The extract of the resolutions approved is as follows:

##### 1. TO CONSIDER THE BUY-BACK OF EQUITY SHARES OF THE COMPANY THROUGH TENDER OFFER ROUTE:

**“RESOLVED THAT** in accordance with Article 8A of the Articles of Association of the Company and the provisions of sections 68, 69, 70 and other applicable provisions of the Companies Act, 2013 as amended from time to time (**“the Act”**) and applicable rules made thereunder including the Companies (Share Capital and Debentures) Rules, 2014, if and to the extent applicable, and in compliance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended from time to time (**“Buy-back Regulations”**) and subject to approval of the members of the Company by way of Special Resolution and further 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 of Directors of the Company (herein referred to as the **“Board”** which term shall be deemed to include any committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Board be and is hereby accorded for the buy-back of 1,25,000 (One Lac Twenty Five Thousand) fully paid up equity shares of the Company having face value of ₹ 10/- (Rupees Ten Only) each (**“Equity Share(s)”**) (representing 3.90% of the total paid-up equity share capital of the Company) at a price not exceeding ₹ 1,700/- (Rupees One Thousand Seven Hundred only) (**“Maximum Buy-back Price”**) per Equity Share payable in cash for a total consideration not exceeding ₹ 21,25,00,000/- (Rupees Twenty One Crore Twenty Five Lac Only), excluding transaction costs viz. fees, brokerage, applicable taxes such as securities transaction tax, goods and service tax, stamp duty, etc., (**“Transaction Costs”**) (hereinafter referred to as **“Maximum Buy-back Size”**), which is within 25% of the total paid-up capital and free reserves (including securities premium account) as per the audited standalone financial statements of the Company for the nine months period ended 31<sup>st</sup> December, 2017, through the **“Tender Offer”** route as prescribed under the Buy-back Regulations (hereinafter referred to as **“Buy-back Offer”**), on a proportionate basis, from the equity shareholders / beneficial owners of the Equity Shares of the Company as on the Record date to be decided at a later stage including those who are promoters and members of promoter group.

**RESOLVED FURTHER THAT** at the Maximum Buy-back Price of ₹ 1,700/- (Rupees One Thousand Seven Hundred only) per Equity Share and for the Maximum Buy-back Size upto ₹ 21,25,00,000/- (Rupees Twenty One Crore Twenty Five Lac Only), the indicative number of Equity Shares that can be bought back would be 1,25,000 fully paid-up Equity Shares, representing 3.90% of the total issued and paid up equity share capital of the Company; and in the event the final Buy-back price is lower than ₹ 1,700/- (Rupees One Thousand Seven Hundred only) per Equity Share, the indicative number of shares and percentage thereof may go up accordingly.

**RESOLVED FURTHER THAT** as required under Regulation 6 of the Buy-back Regulations, the Company shall buy-back the equity shares from the equity shareholders on a proportionate basis under the Tender Offer, provided 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 as on Record date, whichever is higher, shall be reserved for small shareholders in accordance with the provisions of the Buy-back Regulations.

**RESOLVED FURTHER THAT** the Company shall earmark adequate sources of funds for the purpose of the Buy-back Offer and the amount required by the Company for the Buy-back Offer is intended to be met out of the Company's free reserves and/or current surplus and / or cash and cash equivalents and / or internal accruals and / or liquid resources and/or such other permissible sources of funds (and not from any borrowed funds) of the Company as the Board or a duly authorized representative thereof may decide from time to time.



**RESOLVED FURTHER THAT** the Company shall implement the Buy-back Offer using the "Mechanism for acquisition of shares through Stock Exchange" as notified by SEBI vide circular No. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, as amended from time to time and the Company shall approach BSE Limited to act as the designated stock exchange for the proposed Buy-back Offer.

**RESOLVED FURTHER THAT** the Buy-back Offer would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, as amended ("**Listing Regulations**").

**RESOLVED FURTHER THAT** the Board of Directors confirms the following with reference to the Buy-back Offer:

1. That all the Equity Shares which the Company proposes to buy-back are fully paid up;
2. That the Company has not completed a buy-back of any of its securities during the period of one year immediately preceding the Record date for this Buy-back Offer;
3. That the Company shall not issue or allot any equity shares including by way of bonus till the date of closure of this Buy-back Offer except in discharge of subsisting obligations such as stock option schemes, sweat equity as may be permitted under the relevant regulations and applicable law;
4. The Company shall not raise further capital for a period of one year from the closure of the Buy-back Offer, except in discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares;
5. That the Company shall not buy-back any locked-in equity shares and non-transferable equity shares till the pendency of the lock-in or till the equity shares become transferable;
6. That the Company shall not buy-back its equity shares from any person through negotiated deal whether on or off the stock exchange or through spot transactions or through any private arrangement;
7. That the Company shall not directly or indirectly purchase its own equity shares through any subsidiary company including its own subsidiary companies or through any investment company or group of investment companies;
8. That the Company shall not make any offer of buy-back within a period of one year reckoned from the date of closure of this Buy-back Offer;
9. That funds borrowed from banks and financial institutions will not be used for the Buy-back Offer;
10. That the ratio of the aggregate of secured and unsecured debts owed by the Company immediately after the Buy-back Offer is not more than twice the paid up capital and free reserves of the Company;
11. That there shall not be pendency of any scheme of amalgamation or compromise or arrangement involving the Company pursuant to the provisions of the Act as on the date of public announcement;
12. The Company will not withdraw the Buy-back Offer after the draft letter of offer is filed with the Securities Exchange Board of India ("**SEBI**"); and
13. That the Company has been in compliance with Sections 92, 123, 127 and 129 of the Act.

**RESOLVED FURTHER THAT** as required by Clause (ix) and (x) of Part A of Schedule II read with Regulation 5(1) of the Buy-back Regulations, the Board hereby confirms:

- i. That there are no defaults subsisting in the repayment of deposits or interest payment thereon, redemption of debentures or interest payment thereon, redemption of preference shares or payment of dividend due to any shareholder, or repayment of term loans or interest payable thereon to any financial institutions or banking company; and
- ii. the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and taking into account all the liabilities including prospective and contingent liabilities payable as if the Company were being wound-up under the provisions of Act, the Board have formed an opinion:
  - (a) that immediately following the date of this board meeting, the date on which the members' resolution will be passed and the date of the Letter of Offer, there will be no grounds on which the Company can be found unable to pay its debts; and

- (b) that as regards the Company's prospects for the year immediately following the date of this board meeting as well as the year immediately following the date on which the members' resolution will be passed approving the Buy-back Offer and the date of the Letter of Offer, 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 will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of this board meeting or as the case may be, within a period of one year from the date on which the members' resolution will be passed and the date of the Letter of Offer.

**RESOLVED FURTHER THAT** in terms of Section 68(6) of the Act read with Regulation 8(7) of the Buy-back Regulations, the draft of the declaration of solvency prepared in the prescribed form and supporting affidavit, the statement of assets and liabilities in the prescribed form SH-9 as at 31<sup>st</sup> December, 2017 as per draft placed before the Board be and is hereby approved and that the Board severally authorises Mr. Chirayu Amin, Chairman, Mr. Udit Amin, Director, Mr. Abhijit Joshi, Whole-time Director & CEO and Mr. Kaushik Shah, Dy. CFO and Mr. Charandeep Singh Saluja, Company Secretary to sign the same for and on behalf of the Board, and to file or cause to file the same with the Registrar of Companies, Gujarat ("**ROC**") and the SEBI.

**RESOLVED FURTHER THAT** the approval of the Board be and is hereby accorded for the appointment of Vivro Financial Services Private Limited as Manager to the Buy-back Offer.

**RESOLVED FURTHER THAT** in terms of Regulation 19(3) of the Buy-back Regulations, Mr. Charandeep Singh Saluja be and is hereby appointed as the Compliance Officer for the Buy-back Offer and Link Intime India Private Limited, Registrar and Transfer Agent of the Company as the Investor Service Centre.

**RESOLVED FURTHER THAT** a committee consisting of Mr. Vijay Gandhi (Chairman), Mr. Atul Patel (Member) and Mr. Abhijit Joshi (Member) ("**Buy-back Committee**") be and is hereby constituted to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient or proper with regard to the implementation of the Buy-back Offer, including fixing the specific buy-back price and number of equity shares within the Maximum Buy-back Size and other related particulars before making the Public Announcement for Buy-back Offer.

**RESOLVED FURTHER THAT** Mr. Chirayu Amin, Chairman, Mr. Udit Amin, Director, Mr. Abhijit Joshi, Whole-time Director and Mr. Kaushik Shah, Dy. CFO and Mr. Charandeep Singh Saluja, Company Secretary be and are hereby severally authorized to sign the public announcement, draft letter of offer, letter of offer, post Buy-back Offer announcement and addendum/corrigenda thereto, all the forms, documents, applications, undertakings and such other documents and to do all such acts, deeds and things as may be necessary, expedient or proper with regard to the implementation of the Buy-back Offer, including:

1. the appointment of legal advisors, broker, registrar, advertising agency, printers, escrow agents, and other advisors, consultants or representatives for the Buy-back Offer as may be required or deemed fit;
2. fix up the remuneration including commission, brokerage, fees, charges etc. and terms & conditions for the appointments referred to in point 1 above;
3. fix cut-off date in accordance with the Buy-back Regulations for determining the eligible shareholders from whom the buy-back of Equity Shares shall be made;
4. to prepare, modify, make alterations, additions, deletions, variations, amendments or correction to and approve / file the final public announcement, draft letter of offer and final letter of offer, filing of declaration of solvency, certificate of extinguishment of equity shares and, extinguishment of equity shares in dematerialized form and also physical destruction of share certificates and all other documents / acts required to be filed / done in connection with the Buy-back Offer with Securities and Exchange Board of India (SEBI), Stock exchange, Registrar of Companies, Gujarat (ROC), National Securities Depository Limited and Central Depository Services (India) Limited together referred as ("**Depositories**") and other appropriate authorities;
5. make all the applications to the appropriate authorities for their requisite approvals;

6. open, operate and close all the necessary accounts such as broking account, escrow account, special account(s) and any other bank account(s) and depository account for the purpose of the Buy-back Offer and authorize persons to operate the said accounts;
7. arrange for bank guarantees as may be necessary for the Buy-back Offer in accordance with applicable laws;
8. decide source of funds for paying the consideration to the equity shareholders who have tendered their equity shares in the Buy-back Offer;
9. settle all such questions, difficulties or doubts that may arise in relation to the implementation of the Buy-back Offer;
10. make any alteration(s), modification(s), to the terms and conditions of the Buy-back Offer in accordance with the statutory requirements and as it may deem necessary; and
11. delegate all or any of the powers, rights or authorities conferred above to any officer(s) / authorized representative(s) of the Company to give effect to the aforesaid resolution or to accept any change(s) or modification(s) as may be felt necessary or as may be suggested by the appropriate authorities or advisors.

**RESOLVED FURTHER THAT** the common seal of the Company, if required, be affixed on such documents in the presence of any one of the Directors and duly countersigned by the Company Secretary or Dy. CFO of the Company.

**RESOLVED FURTHER THAT** nothing contained herein above shall confer any right on the part of any shareholder to offer, or any obligation on the part of the Company or the Board to buy-back any Equity Shares, and/or impair any power of the Company or the Board to terminate any process in relation to such Buy-back Offer as permissible by law.

**RESOLVED FURTHER THAT** the buy-back of equity shares from Non-Resident Shareholders, Overseas Corporate Bodies, shareholders of foreign nationality, etc. shall be subject to such approval, if and to the extent necessary or required from concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and relevant rules and regulations framed thereunder, if any.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buy-back Offer, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buy-back Offer without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**2. TO AUTHORISE THE POSTAL BALLOT PROCESS FOR BUY-BACK OF EQUITY SHARES OF THE COMPANY:**

**“RESOLVED THAT** pursuant to Section 110 of the Companies Act, 2013 (“**the Act**”) read with Rule 22 of Companies (Management and Administration) Rules, 2014, the consent of the Board be and is hereby accorded to conduct a postal ballot for seeking the approval of the members of the Company by way of a Special Resolution in respect of the proposed buy-back of Equity Shares of the Company and that the draft notice together with the explanatory statement annexed thereto, the copy whereof was placed before the Board, be and is hereby approved and Mr. Kaushik Shah, Dy. CFO and Mr. Charandeep Singh Saluja, Company Secretary, be and are hereby severally authorized to sign and circulate the notice to the members, directors, auditors and such other persons as are entitled to receive notice under the provision of the Companies Act, 2013.

**RESOLVED FURTHER THAT** M/s. Samdani Shah & Kabra, Practising Company Secretaries, Vadodara who have given their consent to act as such, be and are hereby appointed as scrutinizer to conduct the Postal Ballot voting process and are hereby authorized to do such acts and deeds as may be necessary in this regard.

**RESOLVED FURTHER THAT** approval of the Board be and is hereby accorded to appoint Central Depository Services Limited for providing the facility to exercise vote by electronic means to the members of the Company for the resolution proposed to be passed by way of Postal Ballot.

**RESOLVED THAT** the Board hereby decides 26<sup>th</sup> January, 2018 as the cut-off date for reckoning the names of members who are entitled to receive notice of Postal Ballot and Postal Ballot forms and vote in the Postal Ballot process and that Mr. Chirayu Amin, Chairman, Mr. Udit Amin, Director, Mr. Abhijit Joshi, Whole-time Director and Mr. Kaushik Shah, Dy. CFO and Mr. Charandeep Singh Saluja, Company Secretary, be and are hereby severally authorized to do such other acts, deeds and matters as may be required in the matter.

**RESOLVED FURTHER THAT** Mr. Kaushik Shah, Dy. CFO and Mr. Charandeep Singh Saluja, Company Secretary, be and are hereby made responsible for the entire Postal Ballot process and that they are hereby severally authorized to sign the necessary applications, documents, agreements, deeds, writings, forms and to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

## 5. DETAILS OF THE PUBLIC ANNOUNCEMENT

In accordance with the provisions of Regulation 8(1) of the Buy-back Regulations, the Company has made a Public Announcement dated 13<sup>th</sup> March, 2018 in relation to the Buy-back which was published on Wednesday, 14<sup>th</sup> March, 2018 in the following newspapers, which was within two Working Days from the date of shareholders’ approving the Buy-back by special resolution through postal ballot including e-voting, the result of which was declared on Monday, 12<sup>th</sup> March, 2018:

Name of the Newspaper	Language	Editions
Business Standard	English	All Editions
Business Standard	Hindi	All Editions
Loksatta Jansatta	Gujarati	Vadodara Edition

(A copy of the Public Announcement is available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in) as well as on Company’s website at [www.paushak.com](http://www.paushak.com))

## 6. DETAILS OF THE BUY-BACK

6.1 In accordance with Article 8A of the Articles of Association of the Company and provisions of Section 68, 69, 70 and other applicable provisions of the Act, and applicable rules made thereunder including the Companies (Share Capital and Debentures) Rules, 2014, if and to the extent applicable and in compliance with the Buy-back Regulations, the Board of Directors of the Company at their meeting held on Wednesday, 24<sup>th</sup> January, 2018, had approved:

- a. the buy-back of 1,25,000 (One Lac Twenty Five Thousand) (representing 3.90% of the total paid-up Equity Shares of the Company) at a price not exceeding ₹ 1,700/- (Rupees One Thousand Seven Hundred Only) per Equity Share, payable in cash for a total consideration not exceeding ₹ 21,25,00,000/- (Rupees Twenty One Crore Twenty Five Lac Only) excluding Transaction Costs [hereinafter referred to as (“**Maximum Buy-back Size**”)] from the Eligible Shareholders of the Company on a proportionate basis through the “Tender Offer” route as prescribed under the Buy-back Regulations, representing 23.88% of the total paid-up equity capital and free reserves (including securities premium account) of the Company as per audited standalone financial statements for the nine months period ended 31<sup>st</sup> December, 2017, subject to approval of members of the Company by way of special resolution through postal ballot and subject to receipt of such approvals, permissions and sanctions of statutory, regulatory or governmental authorities, as may be required, under applicable laws including the SEBI and the Stock Exchange and subject to such conditions and modifications, if any, as may be prescribed or imposed by such authorities while granting such approvals, permissions and sanctions, which may be agreed by the Board of the Company; and

- b. the constitution of Buy-back Committee to do all such acts and things as may be deemed proper for implementation of Buy-back Offer, including fixing the specific buy-back price and number of equity shares within the Maximum Buy-back Size.
- 6.2 The members of the Company approved the Buy-back Offer by way of a special resolution through the postal ballot, the results of which was declared on Monday, 12<sup>th</sup> March, 2018. Further, the members of the Company have authorized the Board, *inter alia*, to finalize the final terms of buy-back offer, fix Record Date, determine entitlement ratio and such other matters as may be necessary in connection with the buy-back of Equity Shares with a power to delegate all or any of these powers to any committee of the Board or to any other director(s) or executive(s) or officer(s) of the Company.
- 6.3 The Buy-back Committee at its meeting held on Monday, 12<sup>th</sup> March, 2018 had unanimously approved and finalised the proposal for buy-back of up to 1,25,000 (One Lac Twenty Five Thousand) Equity Shares of the Company at a price of ₹ 1,700/- (Rupees One Thousand Seven Hundred Only) per Equity Share payable in cash for a total consideration not exceeding ₹ 21,25,00,000/- (Rupees Twenty One Crore Twenty Five Lac Only) excluding Transaction Costs and have fixed Friday, 23<sup>rd</sup> March, 2018 as record date for the purpose of determining the equity shareholder(s) of the Company eligible to tender Equity Share(s) in Buy-back Offer.
- 6.4 The Buy-back Price being ₹ 1,700/- (Rupees One Thousand Seven Hundred Only) per Equity Share and the total amount for Buy-back shall not be exceeding ₹ 21,25,00,000/- (Rupees Twenty One Crore Twenty Five Lac Only) excluding the Transaction Costs, which represents 23.88% of the total paid-up equity capital and free reserves (including securities premium account) as per the audited standalone financial statements for the nine months period ended 31<sup>st</sup> December, 2017.
- 6.5 The aggregate paid-up share capital and free reserves (including securities premium account) of the Company as on 31<sup>st</sup> December, 2017 is ₹ 8,898.20 Lac. In accordance with Section 68(2)(c) of the Act, the funds to be deployed for the Buy-back Offer should not exceed 25% of the aggregate paid-up share capital and free reserves (including securities premium account) of the Company under members approval route. Accordingly, the Company has proposed to utilise an aggregate amount not exceeding ₹ 21,25,00,000/- (Rupees Twenty One Crore Twenty Five Lac Only), excluding the Transaction Costs which is within the limit of maximum amount permissible for Buy-back Offer as aforesaid and represents 23.88% of the aggregate paid-up equity capital and free reserves (including securities premium account) of the Company as per audited standalone financial statements for the nine months period ended 31<sup>st</sup> December, 2017.
- 6.6 Further, under the Act, the number of Equity Shares that can be bought back during a financial year shall not exceed 25% of the total Equity Shares of the Company. Accordingly, the maximum number of Equity Shares that can be bought back during a financial year cannot exceed 8,01,778 (Eight Lac One Thousand Seven Hundred Seventy Eight) Equity Shares, i.e., 25% of 32,07,114 (Thirty Two Lac Seven Thousand One Hundred Fourteen) Equity Shares. Since the Company is proposing to buy-back up to 1,25,000 (One Lac Twenty Five Thousand) Equity Shares, the same is within the aforementioned limit.
- 6.7 The Buy-back shall be undertaken on a proportionate basis from the Eligible Shareholders as on the Record Date through the Tender Offer route prescribed under Regulation 4(1)(a) of the Buy-back Regulations. Additionally, the Buy-back shall be, subject to applicable laws, facilitated by tendering of Equity Shares by such Eligible Shareholders and settlement of the same, through the Stock Exchange Mechanism as specified by SEBI circular number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular number CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, as may be amended from time to time.
- 6.8 As on the date of Public Announcement i.e. 13<sup>th</sup> March, 2018 the Promoters and Members of Promoter Group of the Company were holding 21,38,479 Equity Shares of the Company representing 66.68% of the existing paid up equity share capital of the Company which is as follows:

Sr. No.	Category/ Name of Shareholder	No. of Equity Shares Held	% of Existing Equity Share Capital
1	Chirayu Ramanbhai Amin	77,259	2.41%
2	Chirayu Ramanbhai Amin HUF*	16,423	0.51%

3	Udit Chirayu Amin	26,997	0.84%
4	Nirayu Private Limited	10,64,610	33.20%
5	Alembic Limited	6,10,615	19.04%
6	Shreno Limited	2,37,369	7.40%
7	Malika Chirayu Amin	39,273	1.22%
8	Pranav Chirayu Amin	29,599	0.92%
9	Shaunak Chirayu Amin	26,999	0.84%
10	Ujjwal Vidyalaya	5,447	0.17%
11	Arogyavardhini Society	3,365	0.10%
12	Vidyanidhi Trust	123	0.00%
13	Laburnum Family Trust	200	0.01%
14	Virsad Family Trust	200	0.01%
	<b>Total</b>	<b>21,38,479</b>	<b>66.68%</b>

\* Equity Shares held in the name of Chirayu Ramanbhai Amin in representative capacity of Karta of Chirayu Ramanbhai Amin HUF.

- 6.9 In terms of Buy-back Regulations, under the Tender Offer route, Promoters and Members of Promoter Group have an option to participate in the Buy-back Offer. In this regard, the details of the Promoters and Members of Promoter Group who have expressed their intention to participate, and details of their intended participation, in the Buy-back Offer have been given in paragraph 9.2 below. The Promoters and Members of Promoter Group of the Company are already having control over the affairs of the Company and therefore any further increase in voting rights of the Promoters and Members of Promoter Group, 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 Takeover Regulations.
- 6.10 The pre Buy-back shareholding of Promoters and Members of Promoter Group of the Company is 66.68% of the total paid-up equity share capital of the Company and assuming that the response to the Buy-back is 100% (full acceptance) from all the Eligible Shareholders in proportion of their respective Buy-back Entitlement, post Buy-back shareholding of Promoters and Members of Promoter Group of the Company will be 66.92% of the total paid-up equity share capital of the Company. For details with respect to aggregate shareholding of Promoters and Members of Promoter Group post Buy-back please refer paragraph 13.8 below (*Capital Structure and Shareholding Pattern*) in this regard.
- 6.11 Further, post Buy-back, assuming the full acceptance of Equity Shares tendered in the Buy-back Offer, 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 Contract (Regulation) Rules, 1957 ("**SCRR**") and under LODR 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 LODR Regulations.

## **7. AUTHORITY FOR THE BUY-BACK**

- 7.1. The Buy-back is being undertaken by the Company in accordance with the provisions of Article 8A of the Articles of Association of the Company, the provisions of Section 68, 69 and 70 of the Act and all other applicable provisions, if any, of the Act and rules thereunder, to the extent applicable, and in compliance with the Buy-back Regulations.
- 7.2. The Board at its meeting held on Wednesday, 24<sup>th</sup> January, 2018 passed resolution(s) approving the Buy-back of Equity Shares of the Company and sought approval of its members, by a special resolution, through postal ballot notice dated 24<sup>th</sup> January, 2018. The members have approved the proposal of Buy-back of Equity Shares of the Company through postal ballot including e-voting, the result of which was declared on Monday, 12<sup>th</sup> March, 2018. Further, the Buy-back Committee at its meeting held on Monday, 12<sup>th</sup> March, 2018 had unanimously approved and finalised the Buy-back Price, Buy-back Size and have fixed the Record Date.

- 7.3. The Buy-back Offer is subject to such further approvals, permissions and sanctions as may be necessary and applicable, from time to time from statutory, regulatory or governmental authorities as required under applicable laws, including but not limited to SEBI and the Stock Exchange.

## 8. NECESSITY OF THE BUY-BACK

The Buy-back Offer through Tender Offer route is being implemented for keeping the Company's desire to enhance long term shareholder value and improve the Company's return on equity by means of optimum capital allocation. Therefore, the Board considered the accumulated free reserves as well as the cash and cash equivalent / liquidity reflected in the audited standalone financial statements for the nine months period ended 31<sup>st</sup> December, 2017 and decided to allocate a sum not exceeding ₹ 21,25,00,000/- (Rupees Twenty One Crore Twenty Five Lac Only) for distributing to the members holding Equity Shares of the Company on the Record Date, through the Buy-back Offer. The buy-back would lead to reduction in outstanding number of Equity Shares and may consequently increase earnings per share over a period of time.

## 9. MANAGEMENT DISCUSSION AND ANALYSIS AND THE LIKELY IMPACT OF BUY-BACK ON THE COMPANY

- 9.1. The Company believes that the Buy-back is not likely to cause any material impact on the profitability / earnings of the Company except to the extent of reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. Assuming that the response to the Buy-back is 100% (full acceptance) from all the Eligible Shareholders in proportion of their respective Buy-back Entitlement, the funds deployed by the Company towards the Buy-back would be up to ₹ 21,25,00,000/- (Rupees Twenty One Crore Twenty Five Lac Only) excluding Transaction Costs.
- 9.2. In terms of the Buy-back Regulations, under the Tender Offer, the Promoters and Members of Promoter Group have the option to participate in the Buy-back Offer. In this regard, the Promoters and Members of Promoter Group as listed herein below have expressed their intention to tender up to following number of Equity Shares in the Buy-back Offer:

Sr. No.	Particulars	Equity Shares held	Maximum No. of Equity Shares which may be tendered
1	Chirayu Ramanbhai Amin	77,259	77,259
2	Chirayu Ramanbhai Amin HUF*	16,423	16,423
3	Udit Chirayu Amin	26,997	26,997
4	Nirayu Private Limited	10,64,610	10,64,610
5	Alembic Limited	6,10,615	6,10,615
6	Shreno Limited	2,37,369	2,37,369
7	Malika Chirayu Amin	39,273	39,273
8	Pranav Chirayu Amin	29,599	29,599
9	Shaunak Chirayu Amin	26,999	26,999
10	Ujjwal Vidyalaya	5,447	5,447
11	Arogyavardhini Society	3,365	3,365
12	Vidyanidhi Trust	123	123
	<b>Total</b>	<b>21,38,079</b>	<b>21,38,079</b>

\* Equity Shares held in the name of Chirayu Ramanbhai Amin in representative capacity of Karta of Chirayu Ramanbhai Amin HUF.

- 9.3. Details of the date and price of acquisition of the Equity Shares that the Promoters and Members of Promoter Group intend to tender are set-out below:

### a) Chirayu Ramanbhai Amin

Sr. No.	Date of Acquisition	No. of equity shares	Face Value (₹)	Issue/ Acquisition price per Share (₹)	Nature of Transaction
1	1 <sup>st</sup> April, 1999	76,160	10/-	20.01 <sup>1</sup>	Opening Balance <sup>1</sup>
2	5 <sup>th</sup> November, 2005	1,099	10/-	N.A.	Refer Note <sup>2</sup>
<b>TOTAL</b>		<b>77,259</b>			

<sup>1</sup> Represents average cost of acquisition of equity shares held on 1<sup>st</sup> April, 1999. Since specific details of acquisition of equity shares prior to 1<sup>st</sup> April, 1999 is not available, aggregate holding as on 1<sup>st</sup> April, 1999 is provided.

<sup>2</sup> Shares allotted pursuant to the Scheme of Arrangement (Merger) between Darshak Limited and Paushak Limited having an average cost of acquisition of ₹ 153.47.

**b) Chirayu Ramanbhai Amin HUF**

Sr. No.	Date of Acquisition	No. of equity shares	Face Value (₹)	Issue/ Acquisition price per Share (₹)	Nature of Transaction
1	1 <sup>st</sup> April, 1999	2,800	10/-	5.04 <sup>1</sup>	Opening Balance <sup>1</sup>
2	5 <sup>th</sup> November, 2005	665	10/-	N.A.	Refer Note <sup>2</sup>
3	30 <sup>th</sup> September, 2010	12,958	10/-	N.A.	Refer Note <sup>3</sup>
<b>TOTAL</b>		<b>16,423</b>			

<sup>1</sup> Represents average cost of acquisition of equity shares held on 1<sup>st</sup> April, 1999. Since specific details of acquisition of equity shares prior to 1<sup>st</sup> April, 1999 is not available, aggregate holding as on 1<sup>st</sup> April, 1999 is provided.

<sup>2</sup> Shares allotted pursuant to the Scheme of Arrangement (Merger) between Darshak Limited and Paushak Limited having an average cost of acquisition of ₹ 157.12.

<sup>3</sup> Received upon dissolution of R. B. Amin HUF.

**c) Udit Chirayu Amin**

Sr. No.	Date of Acquisition	No. of equity shares	Face Value (₹)	Issue/ Acquisition price per Share (₹)	Nature of Transaction
1	1 <sup>st</sup> April, 1999	26,400	10/-	20.03 <sup>1</sup>	Opening Balance <sup>1</sup>
2	5 <sup>th</sup> November, 2005	597	10/-	N.A.	Refer Note <sup>2</sup>
<b>TOTAL</b>		<b>26,997</b>			

<sup>1</sup> Represents average cost of acquisition of equity shares held on 1<sup>st</sup> April, 1999. Since specific details of acquisition of equity shares prior to 1<sup>st</sup> April, 1999 is not available, aggregate holding as on 1<sup>st</sup> April, 1999 is provided.

<sup>2</sup> Shares allotted pursuant to the Scheme of Arrangement (Merger) between Darshak Limited and Paushak Limited having an average cost of acquisition of ₹ 241.30.

**d) Nirayu Private Limited**

Sr. No.	Date of Acquisition	No. of equity shares	Face Value (₹)	Issue/ Acquisition price per Share (₹)	Nature of Transaction
1	1 <sup>st</sup> April, 1999	1,66,420	10/-	12.28 <sup>1</sup>	Opening Balance <sup>1</sup>
2	5 <sup>th</sup> November, 2005	1,875	10/-	N.A.	Refer Note <sup>2</sup>
3	11 <sup>th</sup> February, 2013	1,000	10/-	75.30	Purchase
4	12 <sup>th</sup> February,	2,240	10/-	75.30	Purchase



Sr. No.	Date of Acquisition	No. of equity shares	Face Value (₹)	Issue/ Acquisition price per Share (₹)	Nature of Transaction
	2013				
5	12 <sup>th</sup> December, 2017	8,93,075	10/-	N.A.	Refer Note <sup>3</sup>
<b>TOTAL</b>		<b>10,64,610</b>			

<sup>1</sup> Represents average cost of acquisition of equity shares held on 1<sup>st</sup> April, 1999. Since specific details of acquisition of equity shares prior to 1<sup>st</sup> April, 1999 is not available, aggregate holding as on 1<sup>st</sup> April, 1999 is provided.

<sup>2</sup> Shares allotted pursuant to the Scheme of Arrangement (Merger) between Darshak Limited and Paushak Limited having an average cost of acquisition of ₹ 159.43.

<sup>3</sup> Shares transferred to Nirayu Private Limited pursuant to the amalgamation of Sierra Investments Private Limited and Whitefield Chemtech Private Limited with Nirayu Private Limited, having an average cost of acquisition of ₹ 587.00.

e) **Alembic Limited**

Sr. No.	Date of Acquisition	No. of equity shares	Face Value (₹)	Issue/ Acquisition price per Share (₹)	Nature of Transaction
1	1 <sup>st</sup> April, 1999	5,15,051	10/-	32.90 <sup>1</sup>	Opening Balance <sup>1</sup>
2	5 <sup>th</sup> November, 2005	60,035	10/-	N.A.	Refer Note <sup>2</sup>
3	18 <sup>th</sup> March, 2009	3,555	10/-	36.53	Purchase
4	19 <sup>th</sup> March, 2009	10,855	10/-	38.42	Purchase
5	23 <sup>rd</sup> March, 2009	3,500	10/-	39.50	Purchase
6	25 <sup>th</sup> March, 2009	1,500	10/-	39.86	Purchase
7	26 <sup>th</sup> March, 2009	1,871	10/-	38.61	Purchase
8	27 <sup>th</sup> March, 2009	390	10/-	39.05	Purchase
9	28 <sup>th</sup> March, 2009	2,341	10/-	40.07	Purchase
10	2 <sup>nd</sup> April, 2009	802	10/-	38.96	Purchase
11	6 <sup>th</sup> April, 2009	1,099	10/-	38.88	Purchase
12	10 <sup>th</sup> April, 2009	834	10/-	37.86	Purchase
13	22 <sup>nd</sup> April, 2009	285	10/-	35.33	Purchase
14	23 <sup>rd</sup> April, 2009	640	10/-	37.69	Purchase
15	30 <sup>th</sup> April, 2009	536	10/-	40.30	Purchase
16	6 <sup>th</sup> May, 2009	6,096	10/-	40.24	Purchase
17	8 <sup>th</sup> May, 2009	1,225	10/-	40.11	Purchase
<b>TOTAL</b>		<b>6,10,615</b>			

<sup>1</sup> Represents average cost of acquisition of equity shares held on 1<sup>st</sup> April, 1999. Since specific details of acquisition of equity shares prior to 1<sup>st</sup> April, 1999 is not available, aggregate holding as on 1<sup>st</sup> April, 1999 is provided.

<sup>2</sup> Shares allotted pursuant to the Scheme of Arrangement (Merger) between Darshak Limited and Paushak Limited having an average cost of acquisition of ₹ 161.88.

f) **Shreno Limited**

Sr. No.	Date of Acquisition	No. of equity shares	Face Value (₹)	Issue/ Acquisition price per Share (₹)	Nature of Transaction
1	31 <sup>st</sup> August, 2006	2,37,369	10/-	N.A.	Refer Note <sup>1</sup>
<b>TOTAL</b>		<b>2,37,369</b>			

<sup>1</sup> Shares transferred to Shreno Limited pursuant to the scheme of amalgamation of erstwhile Shreno Limited with Alembic Glass Industries Limited whose name was changed to Shreno Limited pursuant to the said scheme, having an average cost of acquisition of ₹ 39.66.

g) Malika Chirayu Amin

Sr. No.	Date of Acquisition	No. of equity shares	Face Value (₹)	Issue/ Acquisition price per Share (₹)	Nature of Transaction
1	1 <sup>st</sup> April, 1999	38,000	10/-	20.01 <sup>1</sup>	Opening Balance <sup>1</sup>
2	5 <sup>th</sup> November, 2005	1,273	10/-	N.A.	Refer Note <sup>2</sup>
<b>TOTAL</b>		<b>39,273</b>			

<sup>1</sup> Represents average cost of acquisition of equity shares held on 1<sup>st</sup> April, 1999. Since specific details of acquisition of equity shares prior to 1<sup>st</sup> April, 1999 is not available, aggregate holding as on 1<sup>st</sup> April, 1999 is provided.

<sup>2</sup> Shares allotted pursuant to the Scheme of Arrangement (Merger) between Darshak Limited and Paushak Limited having an average cost of acquisition of ₹ 156.76.

h) Pranav Chirayu Amin

Sr. No.	Date of Acquisition	No. of equity shares	Face Value (₹)	Issue/ Acquisition price per Share (₹)	Nature of Transaction
1	1 <sup>st</sup> April, 1999	29,000	10/-	20.03 <sup>1</sup>	Opening Balance <sup>1</sup>
2	5 <sup>th</sup> November, 2005	599	10/-	N.A.	Refer Note <sup>2</sup>
<b>TOTAL</b>		<b>29,599</b>			

<sup>1</sup> Represents average cost of acquisition of equity shares held on 1<sup>st</sup> April, 1999. Since specific details of acquisition of equity shares prior to 1<sup>st</sup> April, 1999 is not available, aggregate holding as on 1<sup>st</sup> April, 1999 is provided.

<sup>2</sup> Shares allotted pursuant to the Scheme of Arrangement (Merger) between Darshak Limited and Paushak Limited having an average cost of acquisition of ₹ 190.65.

i) Shaunak Chirayu Amin

Sr. No.	Date of Acquisition	No. of equity shares	Face Value (₹)	Issue/ Acquisition price per Share (₹)	Nature of Transaction
1	1 <sup>st</sup> April, 1999	26,400	10/-	20.03 <sup>1</sup>	Opening Balance <sup>1</sup>
2	5 <sup>th</sup> November, 2005	599	10/-	N.A.	Refer Note <sup>2</sup>
<b>TOTAL</b>		<b>26,999</b>			

<sup>1</sup> Represents average cost of acquisition of equity shares held on 1<sup>st</sup> April, 1999. Since specific details of acquisition of equity shares prior to 1<sup>st</sup> April, 1999 is not available, aggregate holding as on 1<sup>st</sup> April, 1999 is provided.

<sup>2</sup> Shares allotted pursuant to the Scheme of Arrangement (Merger) between Darshak Limited and Paushak Limited having an average cost of acquisition of ₹ 156.79.

j) Ujjwal Vidyalaya

Sr. No.	Date of Acquisition	No. of equity shares	Face Value (₹)	Issue/ Acquisition price per Share (₹)	Nature of Transaction
1	5 <sup>th</sup> November, 2005	8,780	10/-	N.A. <sup>1</sup>	Refer Note <sup>1</sup>
2	9 <sup>th</sup> June, 2010	(3,333)	10/-	N.A. <sup>2</sup>	Inter-se Transfer
<b>TOTAL</b>		<b>5,447</b>			

<sup>1</sup> Since specific details of acquisition of equity shares prior to 1<sup>st</sup> April, 1999 is not available, aggregate holding as on 1<sup>st</sup> April, 1999 is provided. These shares were transferred to Ujjwal Vidyalaya pursuant to the Scheme of Arrangement (Merger) between Darshak Limited and Paushak Limited against shares originally held prior to 1999.

<sup>2</sup> No sale price is mentioned, since the same is not required to be provided.

k) **Arogyavardhini Society**

Sr. No.	Date of Acquisition	No. of equity shares	Face Value (₹)	Issue/ Acquisition price per Share (₹)	Nature of Transaction
1	1 <sup>st</sup> April, 1999	500	10/-	N.A. <sup>1</sup>	Opening Balance <sup>1</sup>
2	5 <sup>th</sup> November, 2005	2,865	10/-	N.A.	Refer Note <sup>2</sup>
<b>TOTAL</b>		<b>3,365</b>			

<sup>1</sup> Since specific details of acquisition of equity shares prior to 1<sup>st</sup> April, 1999 is not available, aggregate holding as on 1<sup>st</sup> April, 1999 is provided. These shares were received as donation in the year 1981.

<sup>2</sup> Shares allotted pursuant to the Scheme of Arrangement (Merger) between Darshak Limited and Paushak Limited against shares originally received as donation in the year 1981.

l) **Vidyanidhi Trust**

Sr. No.	Date of Acquisition	No. of equity shares	Face Value (₹)	Issue/ Acquisition price per Share (₹)	Nature of Transaction
1	5 <sup>th</sup> November, 2005	123	10/-	N.A.	Refer Note <sup>1</sup>
<b>TOTAL</b>		<b>123</b>			

<sup>1</sup> Shares transferred to Vidyanidhi Trust pursuant to the Scheme of Arrangement (Merger) between Darshak Limited and Paushak Limited against shares originally received as donation.

- 9.4. Assuming the response to the Buy-back is 100% (full acceptance) from all the Eligible Shareholders in proportion to their respective Buy-back Entitlement, the percentage of voting rights held by Promoters and Members of Promoter Group and public shareholders may change, however, total voting rights held by Promoters and Members of Promoter Group post Buy-back of Equity Shares will not exceed the maximum permissible non-public shareholding. The exact percentage of voting rights of Promoters and Members of Promoter Group post Buy-back will be dependent upon the overall response to the Buy-back Offer. Further, the Promoters and Members of Promoter Group of the Company are already having control over the affairs of the Company and therefore any further increase in voting rights of the Promoters and Members of Promoter Group, 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 Takeover Regulations.
- 9.5. The Buy-back of Equity Shares shall not affect the existing management structure of the Company.
- 9.6. Consequent to the Buy-back and depending on the number of Equity Shares bought back from the foreign investors, financial institutions, banks and mutual funds and other public shareholders, the shareholding of each such category of persons shall undergo a change and the details of such change is given in paragraph 13.8 below.
- 9.7. The debt-equity ratio immediately on completion of Buy-back Offer shall be in compliance with the permissible limit of 2:1 prescribed under the Act even if the response to the Buy-back Offer is 100% (full acceptance) from all the Eligible Shareholders in proportion to their respective Buy-back Entitlement.
- 9.8. The Company believes that the Buy-back is not expected to impact growth opportunities for the Company.
- 9.9. The Promoters and Members of Promoter Group of the Company shall not deal in the Equity Shares of the Company on Stock Exchange or off market, including by way of inter-se transfer(s) of Equity Shares among the Promoters and Members of Promoter Group, during the period from the date of passing of the board resolution approving the Buy-back Offer till the closing of the Buy-back Offer.
- 9.10. The Company shall not issue any new Equity Shares or other specified securities including by way of bonus till the date of closure of the Buy-back Offer.

- 9.11. The Company shall not raise further capital for a period of one year from the closure of the Buy-back Offer except in discharge of its subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares.
- 9.12. Salient financial parameters consequent to the Buy-back based on the audited standalone financial statements for the nine months period ended 31<sup>st</sup> December, 2017 are as under:

Parameters	Pre Buy-back	Post Buy-back
Net Worth (₹ in Lac)	9,203.61	7,078.61
Return on Net Worth (%)	14.87%	19.34%
Earnings Per Share (EPS) (in ₹)	42.69	44.42
Book Value per share (in ₹)	286.97	229.67
Price / Earnings (PE) Multiple	20.52	19.71
Total Debt / Equity Ratio	-	-

*Notes: The net worth, earnings per share and book value per Equity Share have been calculated using the net worth and profit after tax derived from the audited standalone financial statements for the nine months period ended 31<sup>st</sup> December, 2017 and the number of Equity Shares has been taken as on the date of the Public Announcement adjusted for the maximum number of Equity Shares to be bought back under Buy-back.*

- (1) For the above purpose, "Net Worth" means total of shareholders' funds reduced by revaluation reserves, FVOCI – Equity Investments Reserve, FVOCI – Debt Investments Reserve and miscellaneous expenditure to the extent not written off. The post Buy-back numbers are calculated by reducing the net worth by the amount of the Buy-back Size (assuming full acceptance) without factoring in any corresponding impact on the profit after tax post Buy-back.
- (2) Return on Net Worth = Profit After Tax / Net Worth.
- (3) Earnings per Share = Profit After Tax / weighted average number of Equity Shares outstanding during the period. Earnings per Share for the nine months period ended 31<sup>st</sup> December, 2017 is not annualised.
- (4) EPS post Buy-back is computed after reducing 1,25,000 Equity Shares to be bought back under the Buy-back from weighted average number of Equity Shares outstanding during the period.
- (5) Book value per Equity Share = Net Worth / Number of Equity Shares outstanding at the end of the period.
- (6) PE Multiple = Closing Market price on BSE as on 29<sup>th</sup> December, 2017 (being last trading day for the period ended 31<sup>st</sup> December, 2017) / Earnings per Share for the trailing twelve months (TTM) i.e. for the period from 1<sup>st</sup> January, 2017 to 31<sup>st</sup> December, 2017, which is ₹ 57.43/-.
- (7) Total Debt / Equity Ratio = Total Debt / Net Worth.

## 10. BASIS OF CALCULATING THE BUY-BACK PRICE

- 10.1. The Equity Shares are proposed to be bought back at a price of ₹ 1,700/- (Rupees One Thousand Seven Hundred 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 price of the Equity Shares of the Company on BSE where the Equity Shares of the Company are listed during 3 (three) months and 2 (two) weeks preceding the date of intimation to consider the proposal of the Buy-back Offer in the board meeting and closing market price of the Equity Shares on BSE as on the date of intimation to consider the proposal of Buy-back Offer in the board meeting and the impact on the net worth of the Company.
- 10.2. The Buy-back Price of ₹ 1,700/- (Rupees One Thousand Seven Hundred Only) per Equity Share of the Company represents (i) premium of 78.96% over the volume weighted average price of the Equity Shares on BSE for 3 months preceding the date of intimation to consider the proposal of the Buy-back Offer in the board meeting; (ii) premium of 35.24% over the volume weighted average price of the Equity Shares on BSE for 2 weeks preceding the date of intimation to consider the proposal of the Buy-back Offer in the board meeting; and (iii) premium of 28.77% over the closing market price of the Equity Shares on BSE as on the date of intimation to consider the proposal of Buy-back Offer in the Board Meeting.
- 10.3. The Buy-back Price is about 5.92 times of the book value per Equity Share of the Company, which is ₹ 286.97/- as at 31<sup>st</sup> December, 2017.

- 10.4. The EPS of the Company pre Buy-back for the nine months period ended on 31<sup>st</sup> December, 2017 is ₹ 42.69/- which will increase to ₹ 44.42/- post Buy-back assuming full acceptance of the Buy-back as stated in paragraph 9.12 above.
- 10.5. The Return on Net worth of the Company pre Buy-back for the nine months period ended on 31<sup>st</sup> December, 2017 is 14.87% which will increase to 19.34% post Buy-back assuming full acceptance of the Buy-back as stated in paragraph 9.12 above.

## 11. SOURCES OF FUNDS FOR THE BUY-BACK

- 11.1. Assuming full acceptance, the funds that would be utilized by the Company for the purpose of the Buy-back would be ₹ 21,25,00,000/- (Rupees Twenty One Crore Twenty Five Lac Only) excluding Transaction Costs.
- 11.2. The Buy-back will be financed out of the Company's free reserves and/or current surplus and / or cash and cash equivalents and / or internal accruals and / or liquid resources and/or other permissible sources of funds but not from any borrowed funds.

## 12. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT DEPOSITED THEREIN

- 12.1. In accordance with Regulation 10 of the Buy-back Regulations, the Company has appointed HDFC Bank Limited, as the Escrow Agent for the Buy-back Offer. The Company, the Manager and the Escrow Agent has entered into an Escrow Agreement dated 20<sup>th</sup> March, 2018 pursuant to which the Escrow Account in the name and style "PAUASHAK LTD EQ BUYBACK 2018 ESCROW ACC" bearing account number 57500000166995 has been opened with the Escrow Agent at its branch office located at Raopura, Vadodra. The Manager has been empowered to operate the Escrow Account in accordance with the Buy-back Regulations.
- 12.2. In accordance with Regulation 10 of the Buy-back Regulations, the Company has offered acceptable securities with appropriate margin for the purpose of creation of lien in favour of the Manager for a value of ₹ 5,88,41,089.13/- (Rupees Five Crore Eighty Eight Lac Forty One Thousand Eighty Nine and Thirteen Paise Only) as per the table given below, being in excess of 25% of the total consideration payable by the Company under the Buy-back, in accordance with the Buy-back Regulations. The lien on such securities has been created in favour of the Manager with powers delegated to it to realize the value of the securities in accordance with the Buy-back Regulations. The lien on securities has been confirmed vide lien confirmation letter dated 4<sup>th</sup> April, 2018 issued by Karvy Computershare Private Limited (Registrar and Transfer Agent to Reliance Nippon Life Asset Management Limited) and 3<sup>rd</sup> April, 2018 issued by UTI Mutual Fund. Additionally, the Company proposes to deposit cash equivalent to 1% (one percent) of the Buy-back Size i.e. ₹ 21,25,000/- (Rupees Twenty One Lac Twenty Five Thousand Only) in the above Escrow Account by way of security for the fulfillment of its obligations under the Buy-back Offer, before the opening of the Buy-back Offer. Details of securities pledged in favour of the Manager are as follows:

Name of Security / Mutual Fund	Number of Securities / MF Units (with margin)	Face Value (₹ Per Unit)	Net Asset Value Per Unit (₹) <sup>#</sup>	Amount (₹)
Reliance Banking & PSU Debt Fund – Direct Growth Plan	9,39,000.00	10/-	12.6266/-	1,18,56,377.40/-
UTI - Income Opportunities Fund – Direct Plan - Growth	27,77,218.91	10/-	16.9179/-	4,69,84,711.73/-
	<b>Total</b>			<b>5,88,41,089.13/-</b>

<sup>#</sup> Net Asset Value as at 3<sup>rd</sup> April, 2018 (Source: Account Statement issued by Reliance Mutual Fund and UTI Mutual Fund)

As required under Regulation 10 of the Buy-back Regulations, escrow amount at 25% of the Buy-back Size comes to ₹ 5,31,25,000/- (Rupees Five Crore Thirty One Lac Twenty Five Thousand Only). The market value of the securities viz. mutual fund units as on 3<sup>rd</sup> April, 2018 was ₹ 5,88,41,089.13/- (Rupees Five Crore Eighty Eight Lac

Forty One Thousand Eighty Nine and Thirteen Paise Only) thus around 10.76% margin has been kept. If there is any deficit on realization of the value of the securities, the Manager to the Buy-back shall be liable to make good any such deficit.

- 12.3. The Company has adequate and firm financial resources to fulfill its obligations under the Buy-back Offer and the same has been certified vide a certificate dated 25<sup>th</sup> January, 2018 issued by CA Yash Bhatt (Membership No.: 117745), Partner of Maloo Bhatt & Co., Chartered Accountants (ICAI FRN 129572W), statutory auditors of the Company, having their head office at 204-207, Parshwa Complex, Near Cash N Carry, Ellorapark, Vadodara – 390 023, Gujarat, India and Tel No. +91 265 2392631.
- 12.4. Based on the aforementioned certificate, the Manager to the Buy-back confirms that it is satisfied that firm arrangements for fulfilling the obligations under the Buy-back Offer are in place and that the Company has the ability to implement the Buy-back Offer in accordance with the Buy-back Regulations.

### 13. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- 13.1. The capital structure of the Company pre Buy-back and post Buy-back is as follows:

Sr. No.	Particulars	Amount (₹)
<b>A</b>	<b>AUTHORISED SHARE CAPITAL</b>	
	90,00,000 Equity Shares of ₹ 10/- each	9,00,00,000
	11,00,000 Redeemable Cumulative Preference Shares of ₹ 100/- each	11,00,00,000
	<b>Total</b>	<b>20,00,00,000</b>
<b>B</b>	<b>ISSUED, SUBSCRIBED AND PAID-UP CAPITAL - PRE BUY-BACK</b>	
	32,07,114 Equity Shares of ₹ 10/- each	3,20,71,140
<b>C</b>	<b>ISSUED, SUBSCRIBED AND PAID-UP CAPITAL - POST BUY-BACK*</b>	
	30,82,114 Equity Shares of ₹ 10/- each	3,08,21,140

\* Assuming full acceptance of Equity Shares in the Buy-back Offer.

- 13.2. The Company has not bought back equity shares or other specified securities in the previous three years.
- 13.3. As on date of this Letter of Offer, there are no partly paid-up Equity Shares outstanding.
- 13.4. As on date of this Letter of Offer, there are no outstanding securities convertible into Equity Shares.
- 13.5. As on date of this Letter of Offer, there is no amount under calls in arrears.
- 13.6. As on date of this Letter of Offer, no scheme of amalgamation or compromise or arrangement involving the Company is pending pursuant to any provisions of the Act.
- 13.7. The Company shall not issue any Equity Shares including by way of bonus from the date of Public Announcement till the date of closure of this Buy-back Offer.
- 13.8. The shareholding pattern of the Company pre Buy-back i.e. as on Record Date and post Buy-back is as follows:

Category of Shareholder	Pre Buy-back		Post Buy-back*	
	Number of Shares	% to existing Equity Share capital	Number of Shares	% to post Buy-back Equity Share capital
Promoters and Members of Promoter Group	21,38,479	66.68	20,62,405	66.92
Foreign Investors (including Non-Resident Indians, FIIs and Foreign Mutual Funds)	10,677	0.33	10,19,709	33.08

Category of Shareholder	Pre Buy-back		Post Buy-back*	
	Number of Shares	% to existing Equity Share capital	Number of Shares	% to post Buy-back Equity Share capital
Financial Institutions / Banks & Mutual Funds promoted by Banks / Institutions	90,631	2.83		
Others (Public, Public Bodies Corporate, etc.)	9,67,327	30.16		
<b>Total</b>	<b>32,07,114</b>	<b>100.00</b>	<b>30,82,114</b>	<b>100.00</b>

\*Assuming response to the Buy-back is 100% (full acceptance) from all the Eligible Shareholders in proportion to their respective Buy-back Entitlement.

- 13.9. Assuming response to the Buy-back is 100% (full acceptance) from all the Eligible Shareholders in proportion to their respective Buy-back Entitlement, the aggregate shareholding of the Promoters and Members of Promoter Group post the Buy-back may increase to 66.92% from 66.68% prior to the Buy-back.
- 13.10. The Promoters and Members of Promoter Group have not purchased or sold any equity shares of the Company during a period of 12 (twelve) months preceding the date of the Public Announcement i.e. 13<sup>th</sup> March, 2018.
- 13.11. The aggregate shareholding of the Promoters and Members of Promoter Group, the directors of the promoter companies holding Equity Shares in the Company and persons acting in concert as on the Record Date i.e. as on Friday, 23<sup>rd</sup> March, 2018 is as follows:

Category of Member	No. of Equity Shares Held	% of Existing Equity Share Capital
Promoters and Members of Promoter Group	21,38,479	66.68
Directors of the companies, who are promoters or part of the promoter group*	3,455	0.11
Persons acting in concert	Nil	Nil
<b>Total of Promoters and Members of Promoter Group, directors of the companies, who are promoters or part of the promoter group and persons acting in concert</b>	<b>21,41,934</b>	<b>66.79</b>

\*excludes holdings of directors in their individual capacity, who are included under the disclosure of "Promoters and Members of Promoter Group" viz. 1. Mr. Chirayu Ramanbhai Amin holding 77,259 Equity Shares, 2. Mrs. Malika Chirayu Amin holding 39,273 Equity Shares and 3. Mr. Shaunak Chirayu Amin holding 26,999 Equity Shares.

#### 14. BRIEF INFORMATION ABOUT THE COMPANY

##### 14.1. Corporate and Business:

The Company was incorporated on 6<sup>th</sup> May, 1972 in the name and style of "Darshak Limited" under the Companies Act, 1956 as a public limited company. The Company changed its name to Paushak Limited pursuant to and as part of the scheme of amalgamation of erstwhile Paushak Limited with the Company approved by Hon'ble High Court of Gujarat vide its order dated 7<sup>th</sup> July, 2005 and obtained fresh certificate of incorporation dated 19<sup>th</sup> September, 2005 with CIN L51909GJ1972PLC044638. The registered office of the Company is situated at Alembic Road, Vadodara – 390003, Gujarat, India.

The Company is engaged in the business of manufacturing and trading of phosgene and non-phosgene based specialty chemicals and intermediates. These chemicals are used in diverse fields such as agrochemicals, pharmaceuticals, dyes, etc. The Company's manufacturing facility is located at Panelav, Tal. Halol, Dist. Panchmahal in the State of Gujarat, India.

The Equity Shares of the Company are listed on BSE with scrip code: 532742 and scrip ID: PAUSHAKLTD.

#### 14.2. Financial Growth:

As per audited standalone financial statements for the financial years ended 31<sup>st</sup> March, 2017, 2016 and 2015, the Company recorded total income of ₹ 7,741.78 Lac, ₹ 8,060.38 Lac and ₹ 7,166.57 Lac respectively and profit after tax of ₹ 1,094.23 Lac, ₹ 1,241.81 Lac and ₹ 1,299.43 Lac respectively. Further, as per audited standalone financial statements for the nine months period ended 31<sup>st</sup> December, 2017, the Company recorded total income of ₹ 6,980.87 Lac and profit after tax of ₹ 1,369.01 Lac.

#### 14.3. Capital Built up:

The details of changes in the equity share capital of the Company since its incorporation are as follows:

Sr. No.	Date of allotment	No. of equity shares	Face Value ₹	Issue Price ₹	Nature of consideration	Cumulative number of equity shares	Details
1	15 <sup>th</sup> May, 1972	7	100/-	100.00	Cash	7	Subscription to Memorandum of Association - Incorporation
2	2 <sup>nd</sup> August, 1972	3,300	100/-	100.00	Cash	3,307	Allotment
3	22 <sup>nd</sup> August, 1972	6,693	100/-	100.00	Cash	10,000	Allotment
4	17 <sup>th</sup> November, 1972	1,620	100/-	100.00	Cash	11,620	Allotment
5	25 <sup>th</sup> December, 1972	380	100/-	100.00	Cash	12,000	Allotment
6	6 <sup>th</sup> December, 1983	5,000	100/-	100.00	Cash	17,000	Allotment
7	8 <sup>th</sup> December, 1986	7,000	100/-	100.00	Cash	24,000	Allotment
8	20 <sup>th</sup> January, 1993	2,40,000	10/-	10.00	N.A.	2,40,000	Split of shares from ₹ 100/- each into ₹ 10/- each
9	20 <sup>th</sup> January, 1993	2,40,000	10/-	10.00	N.A.	4,80,000	Bonus Issue
10	20 <sup>th</sup> February, 1996	2,70,000	10/-	10.00	Cash	7,50,000	Allotment
11	7 <sup>th</sup> May, 1996	8,10,000	10/-	40.00	Cash	15,60,000	Public Issue
12	7 <sup>th</sup> May, 1996	14,40,000	10/-	40.00	Cash	30,00,000	Rights Issue
13	28 <sup>th</sup> July, 1998	(70,830)	10/-	10.00	N.A.	29,29,170	Forfeiture of shares for non-receipt of calls of rights
14	5 <sup>th</sup> November, 2005	(800)	10/-	10.00	N.A.	29,28,370	Cancellation of cross-holdings upon amalgamation
15	5 <sup>th</sup> November,	2,78,744	10/-	10.00	N.A.	32,07,114	Allotment of shares to



Sr. No.	Date of allotment	No. of equity shares	Face Value ₹	Issue Price ₹	Nature of consideration	Cumulative number of equity shares	Details
	2005						shareholders of transferor company pursuant to amalgamation of erstwhile Paushak Limited with the Company
					<b>Total</b>	<b>32,07,114</b>	

\* Details have been taken from the Information Memorandum dated 8<sup>th</sup> February, 2006 filed by the Company with the Stock Exchange in connection with listing of its entire equity share capital on BSE after allotment of shares as mentioned at sr. no. 15.

#### 14.4. Board of Directors:

The Details of the Board of Directors of the Company as on the date of Public Announcement i.e. Tuesday, 13<sup>th</sup> March, 2018 are as follows:

Name, Age, DIN & Occupation of the Director	Designation	Qualifications	Date of Appointment / Re-appointment	Other Directorships in Indian Companies on the date of Public Announcement
Mr. Chirayu Amin Age: 71 years DIN: 00242549 Occupation: Business	Chairman and Non-Executive Director	Master of Business Administration	18 <sup>th</sup> August, 2005	1. Alembic Pharmaceuticals Limited 2. Alembic Limited 3. Shreno Limited 4. Elecon Engineering Company Limited 5. Nirayu Private Limited
Mr. Udit Amin Age: 37 years DIN: 00244235 Occupation: Business	Non-Executive Director	Graduate in Economics	18 <sup>th</sup> August, 2006	1. Alembic Limited
Mr. Atul Patel Age: 67 years DIN: 00009587 Occupation: Business	Independent Director	B.E. (Textile)	24 <sup>th</sup> September, 2013	1. Enviro Infrastructure Company Limited 2. Indo Nippon Chemical Company Limited 3. Infinity Consultants Limited 4. Protel Chemicals Private Limited 5. Tarak Chemicals Limited 6. 20 Microns Limited

Name, Age, DIN & Occupation of the Director	Designation	Qualifications	Date of Appointment / Re-appointment	Other Directorships in Indian Companies on the date of Public Announcement
				7. Shrieve Chemical India Private Limited
Mr. Amit Goradia Age: 67 years DIN: 00074478 Occupation: Business	Independent Director	B.E. (Mechanical)	18 <sup>th</sup> August, 2005	1. Jewel Consumer Care Private Limited 2. Kunkel Wagner (India) Private Limited 3. Pioneer Austeng Private Limited 4. Pioneer Process Automation Private Limited
Mr. Vijay Gandhi Age: 61 years DIN: 05114401 Occupation: Professional	Independent Director	C.A.	18 <sup>th</sup> October, 2011	Nil
Dr. Shamita Amin Age: 70 years DIN: 00331702 Occupation: Professional	Independent Director	M.B.B.S, M.D.	10 <sup>th</sup> March, 2015	1. Mahi-Valley Hotels And Resorts Limited 2. Janardan Colds Storage Co. Private Limited
Mr. Abhijit Joshi Age: 61 years DIN: 06568584 Occupation: Service	Whole-time Director	Masters in Organic Chemistry and Production Management	1 <sup>st</sup> May, 2013	1. Alembic Limited

#### 14.5. Change in Board of Directors:

The are no changes in the Board of Directors of the Company during the last 3 years preceding the date of Public Announcement i.e. Tuesday, 13<sup>th</sup> March, 2018.

14.6. The Buy-back will not result in any benefit to any Directors of the Company except to the extent of the Equity Shares held by them in the Company which they may tender in the Buy-back or to the Promoters and Members of Promoter Group of the Company except to the extent of their intention to participate in the Buy-back Offer and actual participation in the Buy-back Offer, and the change in their shareholding as per the response received in the Buy-back, as a result of the extinguishment of Equity Shares which will lead to a reduction in the Equity Share Capital of the Company, post Buy-back.

## 15. FINANCIAL INFORMATION ABOUT THE COMPANY

15.1. The salient financial information of the Company as extracted from the latest audited standalone financial statements for the nine months period ended 31<sup>st</sup> December, 2017 and audited standalone financial statements for the preceding three financial years ended 31<sup>st</sup> March, 2017, 31<sup>st</sup> March, 2016 and 31<sup>st</sup> March, 2015 are as under:

(₹ in Lac)

Particulars	Nine months period ended	Year ended		
	31 <sup>st</sup> December, 2017 <sup>#</sup>	31 <sup>st</sup> March, 2017 <sup>#</sup>	31 <sup>st</sup> March, 2016 <sup>##</sup>	31 <sup>st</sup> March, 2015 <sup>##</sup>
Total Income	6,980.87	7,741.78	8,060.38	7,166.57
Total Expenses (Excluding Finance Costs and Depreciation)	4,833.71	6,002.87	6,113.18	5,150.33
Finance Cost	5.20	5.91	6.03	3.91
Depreciation	252.01	321.24	280.20	213.61
Profit / (Loss) before tax	1,889.95	1,411.76	1,660.97	1,798.72
Provision for tax (including Deferred Tax)	520.94	317.53	419.15	499.29
Profit / (Loss) after tax	1,369.01	1,094.23	1,241.82	1,299.43
Other Comprehensive Income	(2.64)	(107.49)	-	-
Total Comprehensive Income	1,366.37	986.74	-	-
Equity Share Capital	320.71	320.71	320.71	320.71
Reserves & Surplus*	8,882.90	7,632.05	6,544.77	5,418.76
Net worth*	9,203.61	7,952.76	6,865.48	5,739.47
Total debt (excluding working capital loans)	-	-	-	-

<sup>#</sup> Financial Statements were prepared / re-casted in accordance with Indian Accounting Standards (Ind AS).

<sup>##</sup> Financial Statements were prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP).

\* Excluding revaluation reserves, FVOCI – Equity Investments Reserve, FVOCI – Debt Investments Reserve and miscellaneous expenditure to the extent not written off.

## 15.2. Key Financial Ratios

Particulars	Nine months period ended	Year ended		
	31 <sup>st</sup> December, 2017 <sup>#</sup>	31 <sup>st</sup> March, 2017 <sup>#</sup>	31 <sup>st</sup> March, 2016 <sup>##</sup>	31 <sup>st</sup> March, 2015 <sup>##</sup>
Earnings per Share - Basic (₹)	42.69 <sup>**</sup>	34.12	38.72	40.52
Earnings per Share – Diluted (₹)	42.69 <sup>**</sup>	34.12	38.72	40.52
Book Value Per Share (₹)	286.97	247.97	214.07	178.96
Return on Net worth (%)	14.87%	13.76%	18.09%	22.64%
Debt-Equity Ratio	0.00	0.00	0.00	0.00
Total Debt / Net worth	0.00	0.00	0.00	0.00

<sup>\*\*</sup> Earnings per Share (Basic & Diluted) for the nine months period ended 31<sup>st</sup> December, 2017 is not annualised.

<sup>#</sup> Financial Statements were prepared / re-casted in accordance with Indian Accounting Standards (Ind AS).

<sup>##</sup> Financial Statements were prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP).

**Notes: The formulae used for computation of the above ratios are as follows:**

- (1) Earnings per Share = Profit After Tax / weightage average number of Equity Shares outstanding during the year / period
- (2) Book value per Share = Net Worth / Number of Equity Shares outstanding at the end of the year / period
- (3) "Net worth" means total of shareholders' funds reduced by revaluation reserve, FVOCI – Equity Investments Reserve, FVOCI – Debt Investments Reserve and miscellaneous expenditure, to the extent not written off.
- (4) Return on Net Worth = Profit After Tax / Net Worth

(5) Debt-Equity Ratio = Total Debt excluding Working Capital / Net Worth

15.3. The Company shall comply with the Takeover Regulations, wherever and if applicable. The Company hereby declares that it has complied with / will comply with Sections 68, 69 and 70 of the Act and rules thereunder to the extent applicable.

## 16. STOCK MARKET DATA

16.1. The Equity Shares are currently listed on BSE.

16.2. The high, low, average market prices and total volume of Equity Shares traded in the last three Financial years (April to March) and the monthly high, low, average market prices and total volume of Equity Shares traded for the six completed calendar months preceding the date of publication of Public Announcement and the corresponding volumes on BSE (Scrip Code: 532742 and Scrip ID: PAUSHAKLTD) are as follows:

Period	HIGH			LOW			Average Price (₹)	Total Volume Traded in the period (No. of shares)
	High Price (₹)	Date of High Price	No. of shares traded on that date	Low Price (₹)	Date of Low Price	No. of shares traded on that date		
<b>PRECEDING 3 FINANCIAL YEARS</b>								
FY 2016-17	784.75	13 <sup>th</sup> April, 2016	7,178	505.00	19 <sup>th</sup> August, 2016	1,367	613.02	2,62,045
FY 2015-16	1,150.00	10 <sup>th</sup> August, 2015	5,946	357.00	1 <sup>st</sup> April, 2015	1,773	762.14	4,58,743
FY 2014-15	510.00	19 <sup>th</sup> February, 2015	7,237	125.00	21 <sup>st</sup> May, 2014	7,881	263.93	7,40,681
<b>PRECEDING 6 MONTHS</b>								
February-18	1,550.00	16 <sup>th</sup> February, 2018	1,329	1,272.05	6 <sup>th</sup> February, 2018	3,735	1,427.79	36,018
January-18	1,542.00	25 <sup>th</sup> January, 2018	4,542	1,192.00	1 <sup>st</sup> January, 2018	1,292	1,304.71	46,346
December-17	1,294.00	26 <sup>th</sup> December, 2017	1,128	1,005.00	6 <sup>th</sup> December, 2017	588	1,105.80	35,612
November-17	1,068.00	30 <sup>th</sup> November, 2017	1,462	760.00	1 <sup>st</sup> November, 2017	44,798	914.16	1,07,809
October-17	776.60	30 <sup>th</sup> October, 2017	5,185	651.50	6 <sup>th</sup> October, 2017	1,483	695.97	54,333
September-17	788.00	1 <sup>st</sup> September, 2017	5,592	661.10	28 <sup>th</sup> September, 2017	887	721.32	28,567

Source: [www.bseindia.com](http://www.bseindia.com)

Note: High and Low price for the period are based on intraday prices and Average Price is based on average of closing price.

16.3. The closing market price of the Equity Shares on BSE on Tuesday, 23<sup>rd</sup> January, 2018, being the Working Day previous to the day on which the Board approved the proposal for Buy-back, was ₹ 1,409.30.

16.4. The closing market price of the Equity Shares on BSE on Thursday, 25<sup>th</sup> January, 2018, being the Working Day following the day on which the Board approved the proposal for Buy-back, was ₹ 1,489.40.

16.5. The closing market price of the Equity Shares on BSE as on Friday, 19<sup>th</sup> January, 2018, being the date of intimation for considering the proposal of Buy-back in the Board Meeting, was ₹ 1,320.20.

## 17. DETAILS OF THE STATUTORY APPROVALS

- 17.1. The Buy-back is subject to such further approvals as required under the provisions of the Buy-back Regulations including from the SEBI and applicable rules and regulations as specified by RBI under FEMA and/ or such other applicable rules and regulations for the time being in force.
- 17.2. The Buy-back of Equity Shares from Non-Resident Shareholders will be subject to approvals, if any, of the appropriate authorities as applicable. Non-Resident Shareholders including Non-Resident Indians (“NRI”) and erstwhile Overseas Corporate Bodies (“OCB”) must obtain all approvals required to tender the Equity Shares held by them in this Buy-back (including without limitation the approval from the RBI). It is the obligation of such Non-Resident Shareholders including NRI and OCB shareholders, to obtain such approvals and submit such approvals along with the Tender Form, so as to enable them to validly tender Equity Shares in the Buy-back and for the Company to purchase such Equity Shares tendered. The Company will have the right to make payment to the Eligible Shareholders in respect of whom no prior RBI approval is required and will have the right to reject the Equity Shares tendered by the Eligible Shareholders who are Non-Resident Shareholders in respect of whom prior RBI approval is required in the event copies of such approvals are not submitted.
- 17.3. As on date, to the best of the knowledge of the Company, there are no other statutory or regulatory approvals required to implement the Buy-back, other than that indicated above. If any statutory or regulatory approvals become applicable subsequently, the Buy-back will be subject to such statutory or regulatory approvals. In the event that the receipt of any statutory/ regulatory approvals are delayed, changes to the proposed timetable of the Buy-back, if any, shall be intimated to the Stock Exchange.

## 18. DETAILS OF THE REGISTRAR TO THE BUY-BACK AND COLLECTION CENTRE

### 18.1. REGISTRAR TO THE BUY-BACK



**Link Intime India Private Limited**

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli West,  
Mumbai - 400 083, Maharashtra, India.

**Tel:** +91 22 4918 6200 | **Fax:** +91 22 4918 6195

**Email:** [paushak.buyback2018@linkintime.co.in](mailto:paushak.buyback2018@linkintime.co.in)

**Website:** [www.linkintime.co.in](http://www.linkintime.co.in)

**Contact Person:** Mr. Sumeet Deshpande

**SEBI Registration Number:** INR000004058 | **Validity:** Permanent

**CIN:** U67190MH1999PTC118368

### 18.2. COLLECTION CENTRE

Eligible Shareholders are requested to submit their Tender Form(s) and requisite documents either by registered post / courier / hand deliver to the Registrar to the Buy-back, super scribing the envelope as “**Paushak Limited Buyback 2018**”, at their office address as mentioned above, so that the same are received not later than 2 (two) Working Days from the Buy-back Closing Date i.e. Wednesday, 16<sup>th</sup> May, 2018 (by 05:00 P.M. IST).

**THE TENDER FORM AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUY-BACK.**

## 19. PROCESS AND METHODOLOGY FOR THE BUY-BACK

- 19.1. The Company proposes to Buy-back up to 1,25,000 (One Lac Twenty Five Thousand) fully paid-up Equity Shares (representing up to 3.90% of the total paid-up Shares of the Company) from the Eligible Shareholders, on a proportionate basis, through the Tender Offer route at a price of ₹ 1,700/- (Rupees One Thousand Seven Hundred Only) per Equity Share, payable in cash for an aggregate maximum amount up to ₹ 21,25,00,000/- (Rupees Twenty One Crore Twenty Five Lac Only), excluding Transaction Costs. The Buy-back Offer is in accordance with the provisions of Section 68, 69, 70 and other applicable provisions, if any, of the Act and in accordance with Article 8A of the Articles of Association of the Company and subject to Regulation 4(1)(a) and other applicable provisions contained in the Buy-back Regulations and such other approvals, permissions and exemptions as may be required, from time to time from statutory authorities and/ or regulatory authorities, including but not limited to approvals from SEBI, Stock Exchange and the RBI, if any. The Buy-back Size represents less than 25% of the paid-up Equity Share capital and free reserves (including securities premium account) as per the audited standalone financial statements of the Company for the period nine months ended 31<sup>st</sup> December, 2017.
- 19.2. The aggregate shareholding of the Promoters and Members of Promoter Group as on the date of board meeting held to consider the Buy-back Offer and as on the date of this Letter of Offer is 21,38,479 Equity Shares which represents 66.68% of the existing Equity Share capital of the Company. In terms of the Buy-back Regulations, under the Tender Offer route, the Promoters and Members of Promoter Group of the Company have the option to participate in the Buy-back Offer. In this regard, the Promoters and Members of Promoter Group, as stated in paragraph 9.2 above, have conveyed their intention to participate in the Buy-back up to 21,38,079 Equity shares or such lower number of Equity Shares in accordance with the provisions of the Buy-back Regulations.
- 19.3. Assuming response to the Buy-back Offer is 100% (full acceptance) from all the Eligible Shareholders in proportion to their respective Buy-back Entitlement, the aggregate shareholding of the Promoters and Members of Promoter Group post the Buy-back will increase by 0.24% resulting in holding of 66.92%. However, such change will not take shareholding of Promoters and Members of Promoter Group in the Company in excess of maximum permissible non-public shareholding. The exact change in shareholding of Promoters and Members of Promoter Group will depend upon the response to the Buy-back Offer and acceptances.
- 19.4. **Record Date and Ratio of Buy-back as per the Buy-back Entitlement in each Category:**
- (i) The Buy-back Committee of the Board has fixed Friday, 23<sup>rd</sup> March, 2018 as the Record Date for the purpose of determining the Buy-back Entitlement and the names of the Equity Shareholders who are eligible to participate in the Buy-back.
  - (ii) The Equity Shares to be bought back as a part of this Buy-back are divided into two categories:
    - a) Reserved category for Small Shareholders ("**Reserved Category**"); and
    - b) General category for other Eligible Shareholders ("**General Category**").
  - (iii) As defined in the Buy-back Regulations, a "small shareholder" is a shareholder, who holds Equity Shares of the Company, as on the Record Date, whose market value, on the basis of closing price on the BSE as on the Record Date, is not more than ₹ 2,00,000/- (Rupees Two Lac Only). As on the Record Date, the closing price on BSE was ₹ 1,370.30/- (Rupee One Thousand Three Hundred Seventy and Thirty Paise Only). Accordingly, all Equity Shareholders holding not more than 145 (One Hundred Forty Five) Equity Shares as on the Record Date are classified as "small shareholders" for the purpose of the Buy-back.
  - (iv) Based on the above definition, there are 8,248 Small Shareholders in the Company with aggregate shareholding of 2,20,910 Equity Shares as on the Record Date, which constitutes 6.89% of the outstanding number of Equity Shares of the Company and 176.73% of the maximum number of Equity Shares which the Company proposes to buy-back as a part of this Buy-back Offer.
  - (v) In compliance with regulation 6 of the Buy-back Regulations, the reservation for the Small Shareholders, will be higher of:

- a) 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buy-back i.e. 15% of 1,25,000 (One Lac Twenty Five Thousand) Equity Shares which works out to be 18,750 (Eighteen Thousand Seven Hundred Fifty) Equity Shares; or
- b) The number of Equity Shares entitled as per their shareholding as on Record Date i.e.  $[(2,20,910/32,07,114)*1,25,000]$  which works out to be 8,610 Equity Shares.
  - (1) All the outstanding fully paid-up Equity Shares have been used for computing the Buy-back Entitlement of Small Shareholders.
  - (2) Based on the above and in accordance with regulation 6 of the Buy-back Regulations, 18,750 fully paid-up Equity Shares have been reserved for Small Shareholders.

Accordingly, General Category for all other Eligible Shareholders shall consist of 1,06,250 Equity Shares.

(vi) Based on the above Buy-back Entitlement, the Ratio of Buy-back for both categories is decided as below:

Category of Shareholders	Ratio of Buy-back
Reserved Category for Small Shareholders	55 Equity Shares out of every 648 fully paid-up Equity Shares held on the Record Date.
General Category for all other Eligible Shareholders	19 Equity Shares out of every 534 fully paid-up Equity Shares held on the Record Date.

(vii) In order to ensure that the same shareholder with multiple demat accounts/ folios do not receive a higher entitlement under the Reserved Category, the Company will club together the Equity Shares held by such shareholders with a common PAN for determining the category (Reserved or General) and entitlement under the Buy-back Offer. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of Eligible Shareholders holding Equity Shares in physical form, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Company will check the sequence of the names of the joint shareholders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, pension funds / trusts, insurance companies, etc. with a common PAN will not be clubbed together for determining the category and will be considered separately where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar as per the shareholder records received from the Depositories.

#### 19.5. Fractional Entitlements:

If the Buy-back Entitlement under the Buy-back, after applying the above mentioned ratios to the Equity Shares held on Record Date, is not a round number (i.e. not in the multiple of 1 Equity Share), then the fractional entitlement shall be ignored for computation of Buy-back Entitlement to tender Equity Shares in the Buy-back for both categories of Eligible Shareholders.

On account of ignoring the fractional entitlement, those Small Shareholders who hold 11 or less Equity Shares as on Record Date will be dispatched a Tender Form with zero entitlement. Such Small Shareholders are entitled to tender Additional Equity Shares as part of the Buy-back and will be given preference in the acceptance of one Equity Share, if such Small Shareholders have tendered for Additional Equity Shares.

#### 19.6. Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders:

Subject to the provisions contained in this Letter of Offer, the Company will accept the Equity Shares tendered in the Buy-back by the Small Shareholders in the Reserved Category in the following order of priority:

- (i) Acceptance of 100% Equity Shares from Small Shareholders in the Reserved Category, who have validly tendered their Equity Shares to the extent of their Buy-back Entitlement or the number of Equity Shares tendered by them, whichever is less.
- (ii) Post the Acceptance as described in paragraph 19.6 (i) above, in case there are any Equity Shares left to be bought back from Small Shareholders in the Reserved Category, the Small Shareholders who were entitled to tender zero Equity Shares (on account of ignoring the fractional entitlement), and have tendered Additional Equity Shares as part of the Buy-back, shall be given preference and 1 (one) Equity Share each from the Additional Equity Shares applied by these Small Shareholders shall be bought back in the Reserved Category.
- (iii) Post the Acceptance as described in paragraph 19.6 (i) and 19.6 (ii) above, in case there are any Equity Shares left to be bought back in the Reserved Category, the Additional Equity Shares tendered by the Small Shareholders over and above their Buy-back Entitlement, shall be accepted in proportion of the Additional Equity Shares tendered by them and the Acceptances per Small Shareholders shall be made in accordance with the Buy-back Regulations, i.e. valid acceptances per Small Shareholder shall be equal to the Additional Equity Shares validly tendered by the Small Shareholder divided by the total Additional Equity Shares validly tendered and multiplied by the total pending number of Equity Shares to be accepted in Reserved Category. For the purpose of this calculation, the Additional Equity Shares taken into account for such Small Shareholders, from whom 1 (one) Equity Share has been accepted in accordance with paragraph 19.6 (ii) above, shall be reduced by 1 (one).
- (iv) Adjustment for fractional results in case of proportionate Acceptance, as described in paragraph 19.6 (iii) above:
  - (a) For any Small Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
  - (b) For any Small Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

**19.7. Basis of Acceptance of Shares validly tendered in the General Category:**

Subject to the provisions contained in the Letter of Offer, the Company will accept the Equity Shares tendered in the Buy-back by all Eligible Shareholders in the General Category in the following order of priority:

- (i) Acceptance of 100% Equity Shares from Eligible Shareholders in the General Category who have validly tendered their Equity Shares, to the extent of their Buy-back Entitlement, or the number of Equity Shares tendered by them, whichever is less.
- (ii) Post the Acceptance as described in paragraph 19.7 (i) above, in case there are any Equity Shares left to be bought back in the General Category, the Additional Equity Shares tendered by the Eligible Shareholders over and above their Buy-back Entitlement shall be accepted in proportion of the Additional Equity Shares tendered by them and the acceptances per Shareholder shall be made in accordance with the Buy-back Regulations, i.e. valid acceptances per Shareholder shall be equal to the Additional Equity Shares validly tendered by the Eligible Shareholder divided by the total Additional Equity Shares validly tendered in the General Category and multiplied by the total pending number of Equity Shares to be accepted in General Category.
- (iii) Adjustment for fractional results in case of proportionate acceptance as described in paragraph 19.7 (i) and (ii) above:
  - (a) For any Eligible Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.



- (b) For any Eligible Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

**19.8. Basis of Acceptance of Equity Shares between Categories**

- (i) In case there are any Equity Shares left to be bought back in one category (“**Partially filled Category**”) after acceptance in accordance with the above described methodology for both the categories, and there are additional unaccepted validly tendered Equity Shares in the second category, then the Additional Equity Shares in the second category shall be accepted proportionately, i.e. valid acceptances per Eligible Shareholder shall be equal to the Additional outstanding Equity Shares validly tendered by an Eligible Shareholder in the second category divided by the total additional outstanding Equity Shares validly tendered in the second category and multiplied by the total pending number of Equity Shares to be bought back in the Partially filled Category.
- (ii) If the Partially filled Category is the General Category, and the second category is the Reserved Category for Small Shareholders, then for the purpose of this calculation, the Additional Equity Shares tendered by such Small Shareholders, from whom 1 (one) Equity Share has been accepted in accordance with paragraph 19.6 (ii) shall be reduced by 1 (one).
- (iii) Adjustment for fraction results in case of proportionate Acceptance, as defined in paragraph 19.8 (i) and (ii) above:
  - (a) For any Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
  - (b) For any Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is less than 0.50, then the fraction shall be ignored.

**19.9. For avoidance of doubt, it is clarified that:**

- (i) The Equity Shares accepted under the Buy-back from each Eligible Shareholder, in accordance with paragraphs above, shall not exceed the number of Equity Shares tendered by the respective Eligible Shareholder;
- (ii) The Equity Shares accepted under the Buy-back from each Eligible Shareholder, in accordance with paragraphs above, shall not exceed the number of Equity Shares held by respective Eligible Shareholder as on the Record Date;
- (iii) The Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance in accordance with the paragraphs above; and
- (iv) The Basis of Acceptance finalized by the Registrar in consultation with the Company and the Manager in accordance with Buy-back Regulation shall be final and binding.

**20. PROCEDURE FOR TENDERING EQUITY SHARES AND SETTLEMENT**

- 20.1. The Buy-back is open to all Eligible Shareholders holding Equity Shares of the Company as on the Record date, i.e. Friday, 23<sup>rd</sup> March, 2018.

- 20.2. The Company proposes to Buy-back Equity shares through the Tender Offer method, on a proportionate basis. The Letter of Offer and Tender Form, outlining the terms of the Buy-back as well as the detailed disclosures as specified in the Buy-back Regulations, will be dispatched to the Eligible Shareholders.
- 20.3. The Company will not accept any Equity Shares offered for Buy-back which are under any restraint order of a court for transfer/ sale of such Equity Shares.
- 20.4. The Company shall comply with Regulation 19(5) of the Buy-back Regulations which state that the Company shall not buy-back the locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable.
- 20.5. Eligible Shareholders' participation in Buy-back will be voluntary. Shareholders can choose to participate, in part or in full, and get cash in lieu of the Equity Shares accepted under the Buy-back or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buy-back, without additional investment. Shareholders may also tender a part of their Buy-back Entitlement. Shareholders also have the option of tendering Additional Shares (over and above their Buy-back Entitlement) and participate in the shortfall created due to non-participation of some other Shareholders, if any. Acceptance of any Equity Shares tendered in excess of the Buy-back Entitlement by the Shareholder, shall be in terms of procedure outlined in paragraph 19 (Process and Methodology for the Buy-back) of this Letter of Offer.
- 20.6. The Company shall accept all the Equity Shares validly tendered for the Buy-back by Eligible Shareholders, on the basis of their Buy-back Entitlement as on the Record Date and also Additional Equity Shares if any tendered by Eligible Shareholders will be accepted as per paragraphs 19.6, 19.7, 19.8 and 19.9.
- 20.7. As elaborated under paragraph 19.4 above, the Equity Shares proposed to be bought as a part of the Buy-back are divided into two categories; (a) Reserved Category for Small Shareholders and (b) the General Category for other Eligible Shareholders, and the Buy-back Entitlement of Eligible Shareholders in each category shall be calculated accordingly.
- 20.8. After accepting the Equity Shares tendered on the basis of Buy-back Entitlement, Equity Shares left to be bought as a part of the Buy-back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buy-back Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buy-back Entitlement, in other category.
- 20.9. The Buy-back shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, as may be amended from time to time and following the procedure prescribed in the Act and the Buy-back Regulations and as may be determined by the Board and on such terms and conditions as may be permitted by law from time to time. In this regard, the Company will request BSE to provide the Acquisition Window. For the purpose of this Buy-back, BSE will be the Designated Stock Exchange.
- 20.10. The maximum tender under the Buy-back by any Eligible Shareholder cannot exceed the number of shares held by the Eligible Shareholder on the Record Date.
- 20.11. 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 settlements on account of the Buy-back would be made by the Company. The contact details of the Company's Broker are as follows:

**Name:** Pravin Ratilal Share And Stock Brokers Limited

**Address:** Sakar - 1, 5<sup>th</sup> Floor, East Wing, Opp. Gandhigram Railway Station, Navrangpura, Ahmedabad – 380009, Gujarat, India.

**Contact Person:** Mr. Phaneesh Kumar

**Tel:** +91 79 6630 2792 | +91 79 2655 3792

Email: [info@prssb.com](mailto:info@prssb.com) | Website: [www.prssb.com](http://www.prssb.com)

SEBI Registration Number: BSE - INB010758937 | NSE - INB230758933

Corporate Identity Number: U67120GJ1994PLC022117

- 20.12. The Acquisition Window will be provided by the BSE to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buy-back. The details of the platform will be specified by BSE from time to time.
- 20.13. In the event Shareholder Broker(s) of Eligible Shareholders are not registered with BSE, then that Eligible Shareholders can approach any BSE registered stock broker and can make a bid by using quick unique client code (UCC) facility through that BSE registered stock broker after submitting the details as may be required by the stock broker to be in compliance with the applicable SEBI regulations. In case Eligible Shareholder is not able to bid using quick UCC facility through any other BSE registered stock broker, then the Eligible Shareholders may approach Company's Broker to bid by using quick UCC facility. The Eligible Shareholders approaching BSE registered stock broker (with whom Eligible Shareholders does not have an account) may have to submit following details:

**1. In case of Eligible Shareholder being an individual or HUF:**

A. If Eligible Shareholder is registered with KYC Registration Agency (“KRA”):

a) Forms required:

- 1) Central Know Your Client (CKYC) form
- 2) Know Your Client (KYC) form

b) Documents required (all documents self-attested):

- 1) Bank details (cancelled cheque)
- 2) Demat details only if Equity Shares are in demat mode (Demat Master /Latest Demat statement)

B. If Eligible Shareholder is not registered with KRA:

a) Forms required:

- 1) CKYC form
- 2) KRA form
- 3) KYC form

b) Documents required (all documents self-attested):

- 1) PAN card copy
- 2) Address proof
- 3) Bank details (cancelled cheque)
- 4) Demat details only if Equity Shares are in demat mode (Demat master /Latest Demat statement)

In addition to above documents, shareholder would also require to submit the FATCA form along with KYC/ KRA requirements.

It may be noted that other than submission of above forms and documents in person verification may be required.

**2. In case of Eligible Shareholder other than Individual and HUF:**

A. If Eligible Shareholder is KRA registered:

a) Form required:

- 1) KYC Form

- b) Documents required (all documents self-attested)
  - 1) Bank details (cancelled cheque)
  - 2) Demat details only if Equity Shares are in demat mode (Demat master /Latest Demat statement)
  - 3) Latest list of directors/authorised signatories
  - 4) Latest shareholding pattern
  - 5) Board resolution
  - 6) Details of ultimate beneficial owner along with PAN card and address proof
  - 7) Last 2 years financial statements

B. If Eligible Shareholder is not KRA registered:

- a) Forms required:
  - 1) KRA form
  - 2) KYC form
- b) Documents required (all documents self-attested):
  - 1) PAN card copy
  - 2) Address proof
  - 3) Bank details (cancelled cheque)
  - 4) Demat details only if Equity Shares are in demat mode (Demat Master /Latest Demat statement)
  - 5) Latest list of directors/authorised signatories /partners
  - 6) PAN card copies & address proof of directors/authorised signatories/partners
  - 7) Latest shareholding pattern
  - 8) Board resolution/partnership declaration
  - 9) Details of ultimate beneficial owner along with PAN card and address proof
  - 10) Last 2 years financial statements
  - 11) MOA/Partnership deed

In addition to above documents, shareholder would also require to submit the FATCA form along with KYC/ KRA requirements.

It may be noted that above mentioned list of documents is an indicative list. The requirement of documents and procedures may vary from broker to broker.

- 20.14. All Eligible Shareholders may place orders in the Acquisition Window, through their respective stock brokers.
- 20.15. During the Tendering Period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective Shareholder Broker during normal trading hours of the secondary market.
- 20.16. Shareholder Brokers can enter orders for Equity Shares in Demat form as well as in physical form.
- 20.17. Modification/ cancellation of orders and multiple bids from a single Eligible Shareholders will be allowed during the Tendering Period of the Buy-back. Multiple bids made by single Eligible Shareholder for selling the Equity Shares shall be clubbed and considered as “one” bid for the purposes of Acceptance.
- 20.18. The cumulative quantity tendered shall be made available on BSE’s website, [www.bseindia.com](http://www.bseindia.com), throughout the trading session and will be updated at specific intervals during the Tendering Period.
- 20.19. All documents sent by the Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
- 20.20. **Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialised form**

- (i) Eligible Shareholders who desire to tender their Equity Shares in the dematerialised form under Buy-back would have to do so through their respective Shareholder Broker by giving details of Equity Shares they intend to tender under the Buy-back offer.
- (ii) The Shareholder Broker / Eligible Shareholder would be required to transfer the tendered Equity Shares to a special account of the Clearing Corporation specifically created for the purpose of Buy-back ("**Special Account**"), by using settlement number through the early pay in mechanism of Depositories and the same shall be validated at the time of order entry.
- (iii) The details of the settlement number and Special Account for the Buy-back shall be informed in issue opening circular that will be issued by BSE / Clearing Corporation prior to placing bid by Shareholder Broker.
- (iv) For Custodian Participant orders for Equity Shares in demat form, early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than closing of trading hours on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed Custodian Participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to custodian again for confirmation.
- (v) Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip ("**TRS**") generated by the exchange bidding system to the Eligible Shareholders. TRS will contain the details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered, etc.
- (vi) Eligible Shareholders who have tendered their Equity Shares in the Buy-back can 'hand deliver' Tender Form duly signed (by all Eligible Shareholders in case Equity Shares are in joint names) in same order in which they hold the Equity Shares, along with the TRS generated by the exchange bidding system at the office (mentioned in paragraph 18 above of this Letter of Offer) of Registrar to the Buy-back. TRS will be generated by the respective Shareholder Broker. Eligible Shareholders who cannot hand deliver the Tender Form and other documents at the office of Registrar to the Buy-back, may send the same by registered post/ speed post, at their own risk, super scribing the envelope as "**Paushak Limited Buyback 2018**", to the Registrar to the Buy-back at their office mentioned on the cover page of this LoF, so that the same are received not later than 2 (two) Working Days from the Buy-back Closing Date i.e. Wednesday, 16<sup>th</sup> May, 2018 (by 05:00 P.M. IST).
- (vii) All Eligible Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):
  - (a) Duly attested power of attorney, if any person other than the Eligible Shareholders has signed the Tender Form;
  - (b) Duly attested death certificate and succession certificate/ legal heirship certificate, in case any Eligible Shareholders has expired; and
  - (c) In case of companies, the necessary certified corporate authorizations (including board and/ or general meeting resolutions).
- (viii) In case of non-receipt of the completed Tender Form and other documents, but receipt of Equity Shares in the Special Account of the Clearing Corporation and a valid bid in the exchange bidding system, the Buy-back shall be deemed to have been accepted, for demat Equity Shareholders.
- (ix) The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buy-back decided by the Company.

**20.21. Procedure to be followed by Registered Eligible Shareholders holding Equity Shares in physical form**

- (i) Eligible Shareholders who are holding Equity Shares in physical form and intend to participate in the Buy-back are required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out including the following:
- (a) The Tender Form duly signed (by all Eligible Shareholders in case Equity Shares are in joint names) in the same order in which they hold the Equity Shares;
  - (b) Original share certificates;
  - (c) Valid share transfer form(s) duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order as registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company.
  - (d) Affidavit made on appropriate non-judicial stamp paper duly verified before a notary confirming their signature, an original unsigned cancelled cheque and banker's attestation of the Eligible Shareholders signature and address;
  - (e) Self-attested copy of the Eligible Shareholder's PAN Card;
  - (f) Any other relevant documents such as (but not limited to):
    - Duly attested Power of Attorney, if any person other than the Eligible Shareholder has signed the relevant Tender Form;
    - Copy of death certificate/ succession certificate/legal heirship certificate or probated will certified true by a notary, if the original Eligible Shareholder has deceased; and
    - Necessary corporate authorisations, such as Board Resolutions etc., in case of companies.
  - (g) In addition to the above, if the address of the Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Eligible Shareholders would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.
  - (h) In the event, any of these details are not provided, then the Company may decide the validity of such bid / Tender Form in consultation with the Registrar and the Manager.
- (ii) Shareholder Broker should place bids on the Acquisition Window with relevant details as mentioned on the physical share certificate(s). Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of the order submitted like Folio No., Certificate No., Distinctive No., No. of Equity Shares tendered, etc.
- (iii) After placement of bid, as mentioned in paragraph 20.22(ii) above, the Shareholder Broker/Eligible Shareholder must ensure delivery of Tender Form, TRS, original share certificate(s), valid share transfer form(s) and other documents (as mentioned in paragraph 20.22(i) above) either by registered post or courier or hand delivery to the Registrar to the Buy-back (at the address mentioned on the cover page and mentioned in paragraph 18 above) not later than 2 (two) Working Days from the Buy-back Closing Date i.e. Wednesday, 16<sup>th</sup> May, 2018 (by 05:00 P.M. IST). The envelope should be super scribed as "**Paushak Limited Buyback 2018**". One copy of the TRS will be retained by the Registrar and they will provide acknowledgement of the same to the Shareholder Broker/Eligible Shareholder.
- (iv) Eligible Shareholders holding Equity Shares in physical form should note that such Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for Buy-back by the Company shall be subject to verification as per the Buy-back Regulations and any further directions issued in this regard. Registrar will verify such bids based on the documents submitted on a daily basis and till such time the BSE shall display such bids as "unconfirmed physical bids". Once, Registrar confirms the bids it will be treated as "Confirmed Bids".

- (v) All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Company and Registrar shall have the right to reject such Equity Shares tendered. The Equity Shares shall be liable for rejection on the following grounds amongst others: (a) If there is any other company's equity share certificate enclosed with the Tender Form instead of the Equity Share certificate of the Company; (b) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; (c) If the Eligible Shareholders tender Equity Shares but the Registrar does not receive the Equity Share certificate; (d) In case the signature on the Tender Form and Form No. SH-4 doesn't match as per the specimen signature recorded with Company/Registrar.
- (vi) In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buy-back before Buy-back Closing Date.

**20.22. For Equity Shares held by Eligible Shareholders, being Non-Resident Shareholders of Equity Shares:**

- (i) Eligible Shareholders, being Non-Resident Shareholders of Equity Shares (excluding FIIs) shall also enclose a copy of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them.
- (ii) FII/FPI Shareholder should enclose a copy of their SEBI registration certificate.
- (iii) In case the Equity Shares are held on repatriation basis, the Eligible Shareholders who are Non-Resident Shareholders shall obtain and enclose a letter from its authorized dealer / bank confirming that at the time of acquiring the Equity Shares, payment for the same was made by such non-resident Eligible Shareholder from the appropriate account (e.g. NRE a/c.) as specified by RBI in its approval. In case the Eligible Shareholders who are Non-Resident Shareholders is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis and in that case the Non-Resident Eligible Shareholder shall submit a consent letter addressed to the Company allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buy-back. In the event, such consent letter is not submitted by such non-resident Eligible Shareholder, the Company shall have the right to reject the Equity Shares tendered in the Buy-back and acceptance of such Equity Shares shall be at the sole discretion of the Company subject to such conditions as the Company may deem fit including making payment for the same on a non-repatriation basis.

**20.23. In case of non-receipt of the Letter of Offer:**

- (i) **In case the Equity Shares are in dematerialised form:** An Eligible Shareholders may participate in the Buy-back by downloading the Tender Form from the website of the Company i.e. or by providing their application in writing on plain paper, signed by Eligible Shareholder or all Eligible Shareholders (in case Equity Shares are in joint name), stating name and address of Eligible Shareholders, number of Equity Shares held as on the Record Date, Client ID number, DP Name/ ID, beneficiary account number and number of Equity Shares tendered for the Buy-back.
- (ii) **In case the Equity Shares are in physical form:** An Eligible Shareholder may participate in the Buy-back by providing their application in writing on plain paper signed by Eligible Shareholder or all Eligible Shareholders (in case Equity Shares are in joint name) stating name, address, folio number, number of Equity Shares held, share certificate number, number of Equity Shares tendered for the Buy-back and the distinctive numbers thereof, enclosing the original share certificate(s), copy of Eligible Shareholders PAN card(s), bank account details for transfer of fund on Shares bought back by Company and executed share transfer form in favour of the Company. The transfer form no. SH-4 can be downloaded from the Company's website [www.paushak.com](http://www.paushak.com). Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents (as mentioned in paragraph 20.22(i) above), reach the collection center not later than 2 (two) Working Days from the Buy-back Closing Date i.e. Wednesday, 16<sup>th</sup> May, 2018 (by 05:00 P.M. IST). If the signature(s) of the Eligible Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar / Company or are not in the same order (although attested), the Company / Registrar shall have a right to reject such applications.

Please note that Eligible Shareholders who intend to participate in the Buy-back will be required to approach their respective Shareholder Broker (along with the complete set of documents for verification procedures) and have to ensure that their bid is entered by their respective Shareholder Broker in the electronic platform to be made available by BSE before the Buy-back Closing Date.

The Company shall accept Equity Shares validly tendered by the Equity Shareholder(s) in the Buy-back on the basis of their shareholding as on the Record Date and the Buy-back Entitlement. Eligible Shareholder(s) who intend to participate in the Buy-back using the “plain paper” option as mentioned in this paragraph is advised to confirm their Buy-back Entitlement from the Registrar to the Buy-back, before participating in the Buy-back.

20.24. Non-receipt of the Letter of Offer by, or accidental omission to dispatch the Letter of Offer to, any Eligible Shareholder, shall not invalidate the Buy-back in any way.

20.25. The acceptance of the Buy-back offer by the Company is entirely at the discretion of the Eligible Shareholders of the Company. The Company does not accept any responsibility for the decision of any Eligible Shareholder to either participate or not to participate in the Buy-back. The Company will not be responsible in any manner for any loss of share certificate(s) and other documents during transit and the Eligible Shareholders are advised to adequately safeguard their interest in this regard.

#### 20.26. Method of Settlement

- a) Upon finalization of the basis of Acceptance as per the Buy-back Regulations, the settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time.
- b) The Company will transfer the consideration pertaining to the Buy-back to the Clearing Corporation’s bank account through the Company’s Brokers as per the secondary market mechanism and the prescribed schedule. For demat Equity Shares accepted under the Buy-back, the Clearing Corporation will make direct funds pay-out to the respective Eligible Shareholders. If bank account details of any Eligible Shareholder holding Equity Shares in dematerialized form are not available or if the fund transfer instruction is rejected by the Reserve Bank of India or relevant Bank, due to any reasons, then the amount payable to the Eligible Shareholders will be transferred to the concerned Shareholder Brokers for onward transfer to such Eligible Shareholder holding Equity Shares in dematerialized form.
- c) In case of certain client types viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Shareholder Broker’s settlement accounts for releasing the same to the respective Eligible Shareholder’s account. For this purpose, the client type details would be collected from the Depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Designated Stock Exchange and the Clearing Corporation from time to time.
- d) For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Shareholder Broker’s settlement accounts for releasing the same to the respective Eligible Shareholder’s account.
- e) The Equity Shares bought back in the dematerialized form would be transferred directly to the escrow demat account of the Company (“**Company Demat Escrow Account**”) provided it is indicated by the Company’s Brokers or it will be transferred by the Company’s Brokers to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Designated Stock Exchange.
- f) Excess Equity Shares or unaccepted Equity Shares, in dematerialised form, if any, tendered by the Eligible Shareholders would be transferred by the Clearing Corporation directly to the respective Eligible Shareholder’s DP account. If the securities transfer instruction is rejected in the Depository system, due to



any issue then such securities will be transferred to the Shareholder Broker's depository pool account for onward transfer to the respective Eligible Shareholder.

- g) Any excess Equity Shares, in physical form, pursuant to proportionate acceptance / rejection will be returned back to the Eligible Shareholders directly by the Registrar. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buy-back by Eligible Shareholders holding Equity Shares in the physical form.
- h) The Shareholder Broker would issue contract note for the Equity Shares accepted under the Buy-back. The Company's Brokers would also issue a contract note to the Company for the Equity Shares accepted under the Buy-back.
- i) Equity Shareholders who intend to participate in the Buy-back should consult their respective Shareholder Broker for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the selling Eligible Shareholder for tendering Equity Shares in the Buy-back (secondary market transaction). The Managers to the Buy-back and the Company accept no responsibility to bear or pay any additional cost, applicable taxes, charges and expenses (including brokerage) levied by the Shareholder Broker, and such costs will be incurred solely by the Eligible Shareholders
- j) The Equity Shares lying to the credit of the Company Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buy-back Regulations and the Act.

20.27. **Rejection Criteria:** The Equity Shares tendered by Eligible Shareholders would be liable to be rejected on the following grounds.

***For Eligible Shareholders holding shares in the dematerialized form if:***

- a) The shareholder is not an Eligible Shareholder of the Company as on the Record Date;

***For Eligible Shareholders holding Equity Shares in the physical form if:***

- a) The documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours on Wednesday, 16<sup>th</sup> May, 2018 (by 05:00 P.M. IST);
- b) If there is any other company share certificate enclosed with the Tender Form instead of the share certificate of the Company;
- c) If the transmission of Equity Shares is not completed and the Equity Shares are not in the name of the Eligible Shareholders;
- d) If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate; or
- e) In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar.

## 21. NOTE ON TAXATION

**THE SUMMARY OF THE TAX CONSIDERATIONS IN THIS SECTION ARE BASED ON THE CURRENT PROVISIONS OF THE TAX LAWS OF INDIA AND THE REGULATIONS THEREUNDER, THE JUDICIAL AND THE ADMINISTRATIVE**

**INTERPRETATIONS THEREOF, WHICH ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT TAX IMPLICATIONS.**

**IN VIEW OF THE PARTICULARISED NATURE OF TAX CONSEQUENCES, SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX 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.**

**THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF SUCH ADVICE. THEREFORE, SHAREHOLDERS CANNOT RELY ON THIS ADVICE AND THE SUMMARY TAX IMPLICATIONS RELATING TO THE TREATMENT OF INCOME TAX IN THE CASE OF BUY-BACK OF LISTED EQUITY SHARES ON THE STOCK EXCHANGE SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.**

## **I. GENERAL**

The Indian tax year runs from 1<sup>st</sup> April to 31<sup>st</sup> March. The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year. A person who is a tax resident of India is liable to taxation in India on his worldwide income, subject to certain prescribed tax exemptions provided under the Income Tax Act, 1961 ('Income Tax Act' or 'ITA').

A person who is treated as a non-resident for Indian tax purposes is generally liable to tax in India only on his/her Indian sourced income or income received by such person in India. In case of shares of a company, the source of income from shares would depend on the 'situs' of the shares. As per judicial precedents, generally the "situs" of the shares is where company is "incorporated" and where its shares can be transferred. Accordingly, since the Company is incorporated in India, the shares of the Company would be "situated" in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the ITA subject to any specific exemption in this regard. Further, the non-resident can avail the beneficial tax treatment prescribed under the relevant Double Taxation Avoidance Agreement ("DTAA") subject to satisfaction of the relevant conditions and documentary compliance requirements prescribed under the ITA.

The ITA also provides for different tax regimes / rates applicable to the gains arising on buy-back of shares, based on the period of holding, residential status and category of the shareholder, nature of the income earned, etc. The summary tax implications on buy-back of equity shares listed on the stock exchanges in India is set out below. All references to equity shares in this note refer to equity shares listed on the stock exchanges in India unless stated otherwise.

## **II. CLASSIFICATION OF SHAREHOLDERS**

Shareholders can be classified under the following categories:

### **A) Resident Shareholders being:**

- Individuals, Hindu Undivided Family (HUF), Association of Persons (AOP) and Body of Individuals (BOI)
- Others:
  - Company
  - Other than Company

### **B) Non-Resident Shareholders being:**

- Non-Resident Indians (NRIs)
- Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)
- Others:
  - Company
  - Other than Company

## **III. CLASSIFICATION OF INCOME**

Shares can be classified under the following two categories:

- A) Shares held as investment (Income from transfer taxable under the head “Capital Gains”)
- B) Shares held as stock-in-trade (Income from transfer taxable under the head “Profits and Gains of Business or Profession”, hereinafter referred to as “business income”)

Gains arising from the transfer of shares may be treated either as “capital gains” or as “business income” for tax purposes, depending upon whether such shares were held as a capital asset or trading asset (i.e. stock-in-trade).

Further, investments by FII / FPI in any securities in accordance with the regulations made under the Securities and Exchange Board of India Act, 1992 would be treated as capital asset and the transfer of such shares would be treated as “capital gains” under the provisions of the Income Tax Act.

#### **A) SHARES HELD AS INVESTMENT**

- i. As per the provisions of the Income Tax Act, where the shares are held as investments, income arising from the transfer of such shares is taxable under the head “Capital Gains”. Capital Gains on Buy-back of shares are governed by the provisions of Section 46A of the Income Tax Act and would attract capital gains in the hands of shareholders as per computation provisions contained in Section 48 of the Income Tax Act. The provisions of buy-back tax on the Company under Section 115QA in Chapter XII-DA of the Income Tax Act do not apply for shares listed on the stock exchange.

#### **ii. Period of holding**

Depending on the period for which the shares are held, the gains would be taxable as ‘short term capital gain’ or ‘long term capital gain’ as stated below:

- In respect of equity shares held for a period of less than or equal to 12 months prior to the date of transfer, the same shall be treated as a ‘short-term capital asset’, and the gains arising therefrom shall be taxable as ‘short term capital gains (“STCG”).
- Similarly, where equity shares are held for a period of more than 12 months prior to the date of transfer, the same shall be treated as a ‘long-term capital asset’, and the gains arising therefrom shall be taxable as ‘long-term capital gains’ (“LTCG”).

#### **iii. Buy-back of shares through a recognized stock exchange**

Where transaction for transfer of such equity shares (i.e. buy-back) is executed through a recognized stock exchange, they are liable to Securities Transaction Tax (‘STT’). STT is a tax payable in India on the value of securities on every purchase or sale of securities that are listed on the recognized stock exchanges in India. Currently, the STT rate applicable on the purchase or sale of shares on the stock exchange is 0.1% of the value of security:

- LTCG arising from such transaction was exempt under Section 10(38) of the Income Tax Act upto 31<sup>st</sup> March, 2017 subject to fulfilment of certain conditions which mainly included that such sale transaction is chargeable to securities transaction tax. In case of Buy-back herein, securities transaction tax is chargeable and accordingly the LTCG arising on tendering of shares under Buy-back was exempt till 31<sup>st</sup> March, 2017. With effect from 1<sup>st</sup> April, 2017, a third proviso has been inserted in Section 10(38) of ITA vide Finance Act, 2017 which additionally requires that the exemption u/s. 10(38) of ITA on sale of equity shares would be available if acquisition of such equity shares was chargeable to securities transaction tax in cases of acquisition of equity shares on or after 1<sup>st</sup> October, 2004, other than such acquisition which may be notified by the Central Government. Pursuant to such powers conferred by third proviso to Section 10(38), the Central Government has exempted all transactions of acquisition of equity shares on or after 1<sup>st</sup> October,

2004 except few transactions vide Notification No. S.O. 1789(E) dated June 5, 2017. Therefore, tax treatment of LTCG may be different for each Shareholder depending on whether the transaction of acquisition of equity shares which are tendered in the Buy-back falls under the exemption u/s. 10(38) or otherwise. In case, LTCG arising from tendering of equity shares under the Buy-back doesn't fall under tax exemption u/s. 10(38), such LTCG shall be subject to tax u/s. 112 of the Income Tax Act @ 20% with indexation benefit or @ 10% without indexation benefit.

However, under the Finance Bill, 2018, it is proposed to withdraw the exemption to such LTCG provided u/s. 10(38) of ITA and levy tax on LTCG exceeding ₹ 1 Lac in a financial year arising on transfer of listed equity shares @ 10% without allowing the benefit of indexation. However, gains accrued on such equity shares till 31<sup>st</sup> January, 2018 have been exempted by providing that the cost of acquisition in respect of such equity shares which would be transferred on or after 1<sup>st</sup> April, 2018 shall be higher of i) the actual cost of acquisition of such equity shares acquired before 1<sup>st</sup> February, 2018 or ii) the lower of a) the highest price of such equity shares quoted on the recognised stock exchange on the 31<sup>st</sup> January, 2018; or b) the actual sale value of such equity shares. The aforementioned proposal would be effective from 1<sup>st</sup> April, 2018 subject to approval of the Finance Bill, 2018 and enactment of Finance Act, 2018 on receipt of requisite approvals.

- STCG arising from such transaction would be subject to tax @ 15% under Section 111A of the Income Tax Act.
- iv. Further, in case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is considered while computing the tax on such STCG taxable under Section 111A of the Income Tax Act. In such cases, where the total income as reduced by such STCG is below the maximum amount not chargeable to tax, then such STCG shall be reduced by the amount by which the total income as so reduced falls short of the maximum amount which is not chargeable to income tax and on the balance of STCG, if any, income tax @ 15% is charged. In addition to the above STCG tax, surcharge, education cess and secondary and higher education cess are leviable (Please refer to paragraph 21. V. below for rate of surcharge and cess).
- v. Further in case of Eligible Shareholders being companies as defined under the Income Tax Act, the tax provisions of minimum alternate tax on book profits as provided u/s. 115JB of the Income Tax Act need to be considered depending on their income and losses, etc. for the year.
- vi. Non-resident shareholders can avail beneficial provisions of the applicable DTAA, if any, entered into by India with relevant country in which the shareholder is resident but subject to fulfilling relevant conditions and submitting/ maintaining necessary documents prescribed under the Income Tax Act.

## **B) SHARES HELD AS STOCK-IN-TRADE**

If the shares are held as stock-in-trade by any of the shareholders of the Company, then the gains would be characterized as business income and taxable under the head "Profits and Gains of Business or Profession". In such a case, the provisions of Section 46A and Section 48 of the Income Tax Act will not apply.

### **i. Resident Shareholders**

- a) For individuals, HUF, AOP, BOI, profits would be taxable at slab rates.
- b) Domestic company having turnover or gross receipts not exceeding ₹ 50 Crore in the previous year i.e. 2015-16 would be taxable @ 25%. However, under the Finance Bill, 2018, it is proposed that a domestic company having turnover or gross receipts not exceeding ₹ 250 Crore in the previous year i.e. FY 2016-17 would be taxable @ 25%, which is proposed to be effective from 1<sup>st</sup> April, 2018 subject to approval of the Finance Bill, 2018 and enactment of Finance Act, 2018 on receipt of requisite approvals.

- c) For persons other than stated in (a) and (b) above, profits would be taxable @ 30% or other applicable tax rate.

No benefit of indexation by virtue of period of holding would be available in any case.

## ii. Non-Resident Shareholders

- a) Non-resident shareholders can avail beneficial provisions of the applicable DTAA, if any, entered into by India with relevant shareholder country but subject to fulfilling relevant conditions and submitting/ maintaining necessary documents prescribed under the Income Tax Act.
- b) Where DTAA provisions are not applicable:
- For non-resident individuals, HUF, AOP, BOI, profits would be taxable at slab rates.
  - For foreign companies, profits would be taxed in India @ 40%.
  - For other non-resident shareholders, such as foreign firms, profits would be taxed in India @ 30%.

In addition to the above, surcharge, education cess and secondary and higher education cess are leviable (Please refer to paragraph 21. V. below for rate of surcharge and cess).

## IV. TAX DEDUCTION AT SOURCE

### A) In case of Resident Shareholders

In absence of any specific provision under the Income Tax Act, the Company is not required to deduct tax at source on the consideration payable to resident shareholders pursuant to the Buy-back.

### B) In case of Non-resident Shareholders

Since the Buy-back is undertaken through the stock exchange, the responsibility of discharge of the tax due on the gains (if any) is primarily on the Non-Resident Shareholder. It is therefore important for the Non-Resident Shareholders to appropriately compute such gains (if any) on this transaction and immediately pay taxes in India (either through deduction at source or otherwise) in consultation with their custodians/ authorized dealers/ tax advisors appropriately.

The non-resident shareholders undertake to indemnify the Company, if any tax demand is raised on the Company on account of gains arising to the non-resident shareholders on buy-back of Equity Shares by the Company. The non-resident shareholders also undertake to provide the Company, on demand, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buy-back of Equity Shares by the Company, copy of tax return filed in India, evidence of the tax paid etc.

## V. RATE OF SURCHARGE AND CESS

In addition to the basic tax rate, surcharge, education cess and secondary and higher education cess are leviable as under:

### A) Surcharge

- In case of domestic companies: Surcharge @ 12% is leviable where the taxable income exceeds ₹10 crores and @ 7% where the taxable income exceeds ₹1 crore but does not exceed ₹10 crores.
- In case of companies other than domestic companies: Surcharge @ 5% is leviable where the taxable income exceeds ₹10 crores and @ 2% where the taxable income exceeds ₹1 crore but does not exceed ₹10 crores.
- In case of individual, HUF, AOP, BOI: Surcharge @15% is leviable where the taxable income exceeds ₹1 crore and @ 10% where the taxable income exceeds ₹ 50 lakh but does not exceed ₹1 crore

- In case of Firm, Local Authority: Surcharge @12% is leviable where the taxable income exceeds ₹ 1 crore.

#### **B) Cess**

Education cess @ 2% and secondary and higher education cess @ 1% is leviable in all cases. However, under the Finance Bill, 2018, it is proposed to levy a "Health and Education Cess" @ 4% in place of the above cesses, which is proposed to be effective from 1<sup>st</sup> April, 2018 subject to approval of the Finance Bill, 2018 and enactment of Finance Act, 2018 on receipt of requisite approvals.

**The above note on taxation sets out the provisions of law in a summary manner only and is not a complete/exhaustive analysis or listing of all potential tax consequences on the disposal of equity shares under the Buy-back. This note is neither binding on any regulators nor can there be any assurance that they will not take a position contrary to the comments mentioned herein. Hence, Eligible Shareholders should consult with their own tax advisors for the tax provisions applicable to their particular circumstances.**

## **22. DECLARATION BY THE BOARD OF DIRECTORS**

Declaration as required under clause (ix) and clause (x) of Part A of Schedule II read with Regulation 5(1) of the Buy-back Regulations:

The Board of Directors made declaration as on the date of passing the board resolution approving the Buy-back i.e. Wednesday, 24<sup>th</sup> January, 2018 and Mr. Chirayu Ramanbhai Amin, Chairman and Mr. Abhijit Joshi, Whole-time Director of the Company, acting upon the authority of the Board, have confirmed that:

1. There are no defaults made or subsisting in the repayment of deposits or interest thereon, redemption of debentures or interest payment thereon, redemption of 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.
2. It has made a full enquiry into the affairs and prospects of the Company and taking into account all the liabilities including prospective and contingent liabilities payable as if the Company were being wound-up under the provisions of Act, the Board have formed an opinion:
  - a) that immediately following the date of the Board Meeting held on Wednesday, 24<sup>th</sup> January, 2018 and the date on which the members' resolution will be passed and the date of the Letter of Offer, there will be no grounds on which the Company can be found unable to pay its debts; and
  - b) that as regards the Company's prospects for the year immediately following the date of the Board Meeting held on Wednesday, 24<sup>th</sup> January, 2018 as well as the year immediately following the date on which the members' resolution will be passed approving the Buy-back Offer and the date of the Letter of Offer, 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 will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting held on Wednesday, 24<sup>th</sup> January, 2018 as well as the year immediately following the date on which the members' resolution will be passed approving the Buy-back Offer and the date of the Letter of Offer.

**For and on behalf of the Board of Directors of Paushak Limited**

Sd/-  
Chirayu Amin  
Chairman  
DIN: 00242549

Sd/-  
Abhijit Joshi  
Whole-time Director  
DIN: 06568584

## 23. AUDITORS CERTIFICATE

The text of the report dated 24<sup>th</sup> January, 2018 received from Maloo Bhatt & Co., Chartered Accountants, the statutory auditors 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 Clause (xi) of Part A Schedule II to the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended**

**24<sup>th</sup> January, 2018**

To,  
Board of Directors  
Paushak Limited  
Alembic Road,  
Vadodara – 390 003

1. This Report is issued in accordance with the terms of our service scope letter dated 19<sup>th</sup> January, 2018.
2. In connection with the proposal of Paushak Limited ("**Company**") to buy-back its equity shares in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 ("**Act**") and Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended ("**Buy-back Regulations**"), and in terms of the resolution passed by the Board of Directors of the Company in their meeting held on 24<sup>th</sup> January, 2018 ("**Board Meeting**"), which is subject to the approval of the members of the Company, we have been engaged by the Company to perform a reasonable or limited assurance as applicable on the reporting criteria, specified in paragraph 5 of this report.

### Board of Directors Responsibility

3. The preparation of the statement of determination of the permissible capital payment (including premium) towards buy-back of Equity Shares ("**Statement**"), as set out in Annexure A hereto, initialed by us for identification purpose only, is the responsibility of the Board of Directors of the Company, including 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 Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion that the Company will not be rendered insolvent within a period of one year from the date of the Board Meeting, the date on which the members' resolution will be passed and the date of the Letter of Offer.

### Auditor's Responsibility

5. Pursuant to the requirements of the Buy-back Regulations, it is our responsibility to provide reasonable assurance on the following point (i) and to provide limited assurance on the following point (ii) ("**Reporting Criteria**"):
  - (i) Whether the amount of capital payment for the buy-back is within the permissible limit computed in accordance with the provisions of Section 68 of the Act; and
  - (ii) Whether the Board of Directors has formed the opinion, as specified in Clause (x) of Part A of Schedule II to the Buy-back Regulations, on reasonable grounds 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 the Board Meeting, the date on which the members' resolution will be passed and the date of the Letter of Offer.

6. The Statement has been prepared based on the audited standalone financial statements for the nine months period ended 31<sup>st</sup> December, 2017 of the Company.
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.
9. A reasonable or limited assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting Criteria mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the Reporting Criteria. We have performed, inter alia, the following procedures in relation to the Statement:
  - i) We have inquired into the state of affairs of the Company in relation to its audited standalone financial statements for the nine months period ended 31<sup>st</sup> December, 2017;
  - ii) Examined authorization for buy-back from the Articles of Association of the Company;
  - iii) Examined that the amount of capital payment for the buy-back as detailed in Annexure A is within permissible limit computed in accordance with section 68 of the Act;
  - iv) Examined that the ratio of aggregate of secured and unsecured debts owed by the Company is not more than twice the paid-up capital and its free reserve after such buy-back;
  - v) Examined that all subscribed equity shares proposed for buy-back are fully paid-up;
  - vi) Examined resolution passed in the meeting of the Board of Directors approving the buy-back; and
  - vii) Examined Directors' declarations for the purpose of buy-back and solvency of the Company.

### **Opinion**

10. Based on our examination as above and the information and explanations given to us, in our opinion:
  - a) that the proposed amount of capital payment of ₹ 21,25,00,000/- (Rupees Twenty One Crore Twenty Five Lac Only) for the buy-back of 1,25,000 equity shares in question does not exceed the permissible capital payment which is ₹ 22,24,54,990/- (Rupees Twenty Two Crore Twenty Four Lac Fifty Four Thousand Nine Hundred Ninety Only), as determined in the statement of determination of the permissible capital payment towards buy-back of equity shares, as stated in Annexure A, is properly determined in accordance with Section 68 of the Act; and
  - b) that the Board of Directors in their meeting held on 24<sup>th</sup> January, 2018 have formed the opinion, as specified in clause (x) of Part A of Schedule II of the Buy-back Regulations, on reasonable grounds, 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 the Board Meeting, the date on which the members' resolution will be passed and the date of the Letter of Offer.

### **Restriction on Use**

This report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Buy-back Regulations solely to enable them to include it (a) in the explanatory statement to be included in the notice to be circulated to the members seeking their assent for buy-back, (b) in the Public Announcement to be made to the members of the Company, (c) in the Draft Letter of Offer and Letter of Offer to be filed with the Securities and Exchange Board of India, the Stock Exchange, the Registrar of Companies as required by the Buy-



back Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For Maloo Bhatt & Co.,  
Chartered Accountants  
F R No. 129572W

Sd/-  
CA. Yash Bhatt  
Partner  
M No. 117745

Place: Vadodara  
Date: 24<sup>th</sup> January, 2018

#### Annexure A

**Statement of determination of the permissible capital payment (including premium) towards buy-back of equity shares ("Statement") in accordance with Section 68(2) of the Companies Act, 2013**

	Particulars	Amount in ₹ Lac	Amount in ₹ Lac
<b>A</b>	<b>Total paid-up share capital and free reserves as at 31<sup>st</sup> December, 2017, based on the audited standalone financial statements of the Company as at and for the nine months period ended 31<sup>st</sup> December, 2017</b>		
a.	<b>Total paid-up share capital</b>		<b>320.71</b>
	Free reserves, comprising of		
	- Securities premium account	782.64	
	- General reserve	3,876.44	
	- Surplus in the statement of profit and loss	3,918.41	
b.	<b>Total free reserves</b>		<b>8,577.49</b>
	<b>Total paid-up share capital and free reserves (a+b)</b>		<b>8,898.20</b>
<b>B</b>	<b>The amount of maximum permissible capital payment (including premium) towards the buy-back being lower of;</b>		
	(a) 25% of total paid-up share capital and free reserves as at 31 <sup>st</sup> December, 2017		<b>2,224.55</b>
	(b) Maximum amount approved by the Board of Directors at their meeting held on 24 <sup>th</sup> January, 2018		<b>2,125.00</b>

**For and on behalf of the Board of Directors of  
Paushak Limited**

Sd/-  
**Charandeep Singh Saluja**  
Company Secretary

Place: Vadodara  
Date: 24<sup>th</sup> January, 2018

**Unquote**

## 24. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the Registered Office of the Company at Alembic Road, Vadodara – 390 003, Gujarat, India, between 10:00 a.m. and 05:00 p.m. (IST) on all working days except Saturday, Sunday and public holidays, during the Buy-back Offer Period:

- (i) Certificate of Incorporation of the Company.
- (ii) Memorandum and Articles of Association of the Company.
- (iii) Annual reports of the Company for the preceding three financial years viz. 31<sup>st</sup> March, 2017, 2016, and 2015.
- (iv) Audited financial statements of the Company for the nine months period ended on 31<sup>st</sup> December, 2017.
- (v) Copy of resolution passed by the Board of Directors at their meeting held on Wednesday, 24<sup>th</sup> January, 2018 approving the proposal of the Buy-back.
- (vi) Copy of the resolution of shareholders passed by way of Postal Ballot, results of which were declared on Monday, 12<sup>th</sup> March, 2018 along with Scrutinizer's Report.
- (vii) Copy of resolution passed by the Buy-back Committee of the Board at their meeting held on Monday, 12<sup>th</sup> March, 2018 finalising the terms of the Buy-back Offer and fixing the Record Date.
- (viii) Copy of Declaration of Solvency and an affidavit verifying the same as per Form SH-9 prescribed under the Companies (Share Capital and Debentures) Rules, 2014.
- (ix) Auditor's report dated 24<sup>th</sup> January, 2018 issued by CA Yash Bhatt (Membership No.: 117745), Partner of Maloo Bhatt & Co., Chartered Accountants (ICAI FRN 129572W), the statutory auditors of the Company, in terms of clause (xi) of Part A to Schedule II of the Buy-back Regulations.
- (x) Certificate dated 25<sup>th</sup> January, 2018 issued by CA Yash Bhatt (Membership No.: 117745), Partner of Maloo Bhatt & Co., Chartered Accountants (ICAI FRN 129572W), the statutory auditors of the Company, certifying that the Company has made firm financial arrangements for fulfilling its obligations under the Buy-back, in accordance with the Buy-back Regulations.
- (xi) Copy of Public Announcement dated Tuesday, 13<sup>th</sup> March, 2018 published in the newspapers on Wednesday, 14<sup>th</sup> March, 2018 in relation to Buy-back.
- (xii) Copy of the Escrow Agreement dated 20<sup>th</sup> March, 2018 executed amongst the Company, Escrow Agent and the Manager to the Buy-back.
- (xiii) Confirmation letter by the Escrow Agent dated 24<sup>th</sup> March, 2018 that the Escrow Account has been opened.
- (xiv) SEBI comments received on DLoF vide letter no. SEBI/HO/CFD/DCR1/OW/P/2018/1453/1 dated 13<sup>th</sup> April, 2018 issued in terms of the Buy-back Regulations.

## 25. DETAILS OF THE COMPLIANCE OFFICER

The Equity Shareholders may contact the Compliance Officer to the Buy-back Offer for any clarifications or to address their grievances, if any, during office hours i.e. 10:00 a.m. to 05:00 p.m. (IST) on all working days except Saturday, Sunday and public holidays, at the following address:

Mr. Charandeep Singh Saluja  
Company Secretary & Compliance Officer  
**Paushak Limited**  
Alembic Road, Vadodara – 390 003, Gujarat, India.  
**Email:** [paushak.investors@alembic.co.in](mailto:paushak.investors@alembic.co.in)  
**Tel:** +91 265 2280550

## 26. DETAILS OF THE REMEDIES AVAILABLE TO THE ELIGIBLE SHAREHOLDERS

- (i) In case of any grievances relating to the Buy-back (e.g. non-receipt of the Buy-back consideration, share certificate, demat credit, etc.), the Eligible Shareholders can approach the Manager to the Buy-back and/ or Registrar to the Buy-back and/ or Compliance Officer(s) of the Company for redressal.

(ii) If the Company makes any default in complying with the provisions of Section 68 of the Companies Act, 2013 or any rules made there-under, to the extent applicable, for the purposes of clause (f) of sub-section (2) of Section 68 of the Companies Act, 2013, the Company or any officer of the Company who is in default shall be punishable with imprisonment for a term and its limit, or with a fine and its limit or with both in terms of the Companies Act, 2013, as the case may be.

(iii) The address of the concerned office of the Registrar of Companies is as follows:

**Registrar of Companies, Gujarat**

ROC Bhavan, Opp. Rupal Park Society,  
Behind Ankur Bus Stop,  
Naranpura, Ahmedabad - 380 013, Gujarat, India.  
Tel: +91 79 27437597 | Fax: +91 79 27438371

## 27. DETAILS OF INVESTOR SERVICE CENTRE

In case of any queries, Equity Shareholders may also contact the Registrar to the Buy-back, during office hours i.e. 10:00 a.m. to 05:00 p.m. (IST) on all working days except Saturday, Sunday and public holidays, at the following address:

**Registrar to the Buy-back:**



**Link Intime India Private Limited**

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West),  
Mumbai - 400 083, Maharashtra, India.

**Tel:** +91 22 4918 6200 | **Fax:** +91 22 4918 6195

**Email:** [paushak.buyback2018@linkintime.co.in](mailto:paushak.buyback2018@linkintime.co.in)

**Website:** [www.linkintime.co.in](http://www.linkintime.co.in)

**Contact Person:** Mr. Sumeet Deshpande

**SEBI Registration Number:** INR000004058 | **Validity:** Permanent

**CIN:** U67190MH1999PTC118368

## 28. DETAILS OF THE MANAGER TO THE BUY-BACK



**Vivro Financial Services Private Limited**

607, 608 Marathon Icon, Opp. Peninsula Corporate Park,  
Off Ganpatrao Kadam Marg, Veer Santaji Lane, Lower Parel,  
Mumbai – 400 013, Maharashtra, India.

**Contact Person(s):** Mr. Harish Patel / Mr. Sagar Jatakiya

**Email:** [investors@vivro.net](mailto:investors@vivro.net) | **Website:** [www.vivro.net](http://www.vivro.net)

**Tel:** +91 22 6666 8040/41/42 | **Fax:** +91 22 6666 8047

**SEBI Registration Number:** INM000010122 | **Validity:** Permanent

**CIN:** U67120GJ1996PTC029182

## 29. LEGAL ADVISOR TO THE COMPANY

**Bathiya Legal**

909, Hubtown Solaris, N. S. Phadke Road,  
Near East - West Flyover, Andheri (East),  
Mumbai – 400 069, Maharashtra, India.

**Tel:** +91 22 6133 8050

**30. DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THE LETTER OF OFFER**

As per Regulation 19(1)(a) of the Buy-back Regulations, the Board of Directors of the Company accept full responsibility for the information contained in this Letter of Offer. This Letter of Offer is issued under the authority of the Board and in terms of the resolution passed by the Board on Wednesday, 24<sup>th</sup> January, 2018.

**For and on behalf of the Board of Directors of Paushak Limited**

<b>Sd/-</b>	<b>Sd/-</b>	<b>Sd/-</b>
<b>Chirayu Ramanbhai Amin</b> <b>Chairman</b> <b>DIN: 00242549</b>	<b>Abhijit Achyut Joshi</b> <b>Whole-time Director</b> <b>DIN: 06568584</b>	<b>Charandeep Singh Saluja</b> <b>Compliance Officer</b> <b>ICSI Membership No. ACS 28061</b>
<b>Date: 16<sup>th</sup> April, 2018</b> <b>Place: Vadodara</b>	<b>Date: 16<sup>th</sup> April, 2018</b> <b>Place: Vadodara</b>	<b>Date: 16<sup>th</sup> April, 2018</b> <b>Place: Vadodara</b>

**31. OFFER FORM**

- 31.1 Tender Form (for Eligible Shareholders holding Equity Shares in dematerialised form)
- 31.2 Tender Form (for Eligible Shareholders holding Equity Shares in physical form)
- 31.3 Form No. SH-4 – Securities Transfer Form