

**DRAFT LETTER OF OFFER****THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

This Draft Letter of Offer is being sent to you as a registered Equity Shareholder of Cosmo First Limited (*Formerly known as Cosmo Films Limited*) as on the Record Date being Wednesday, December 14, 2022 in accordance with Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (“**SEBI Buyback Regulations**”). If you require any clarifications about the action to be taken, you should consult your stock broker or your investment consultant or the Manager to the Buyback i.e., Anand Rath Advisors Limited or the Registrar to the Buyback i.e., Link Intime India Private Limited. Please refer to the section “*Definition of Key Terms*” on page 3 for the definition of the capitalised terms used herein.

**COSMO FIRST LIMITED***(FORMERLY KNOWN AS COSMO FILMS LIMITED)*

CIN: L92114DL1976PLC008355

**Registered and Corporate Office:** 1008, DLF Tower-A, Jasola District Centre, New Delhi – 110 025, India.**Tel. No.:** +91-11-49494949 | **Fax No.:** +91-11-49494950 **E-mail:** investor.relations@cosmofirst.com **Website:** www.cosmofirst.com**Company Secretary and Compliance Officer:** Jyoti Dixit

**OFFER TO BUYBACK UP TO 10,09,345 (TEN LAKH NINE THOUSAND THREE HUNDRED FORTY FIVE) FULLY PAID-UP EQUITY SHARES OF COSMO FIRST LIMITED (FORMERLY KNOWN AS COSMO FILMS LIMITED) (THE “COMPANY”) OF FACE VALUE OF INR 10 EACH (“EQUITY SHARES”), (REPRESENTING 3.70% OF THE TOTAL NUMBER OF OUTSTANDING EQUITY SHARES IN THE EXISTING TOTAL PAID-UP EQUITY CAPITAL OF THE COMPANY AS ON THE DATE OF THE BOARD MEETING), FROM ALL ELIGIBLE SHAREHOLDERS AS ON THE RECORD DATE, I.E., WEDNESDAY, DECEMBER 14, 2022 ON A PROPORTIONATE BASIS, THROUGH THE ‘TENDER OFFER’ ROUTE (THROUGH STOCK EXCHANGE MECHANISM), AT A PRICE OF INR 1,070/- (INDIAN RUPEES ONE THOUSAND SEVENTY ONLY) PER EQUITY SHARE, PAYABLE IN CASH, FOR AN AGGREGATE MAXIMUM AMOUNT NOT EXCEEDING INR 108,00,00,000/- (INDIAN RUPEES ONE HUNDRED AND EIGHT CRORE ONLY) EXCLUDING THE TRANSACTION COSTS (“BUYBACK”).**

- The Buyback is in accordance with Article 62 of the Articles of Association of the Company, Sections 68, 69 and 70, 179 and other applicable provisions of the Companies Act, 2013 (“**Companies Act**”), including any statutory modification(s) or re-enactment thereof and applicable rules thereunder including the Companies (Share Capital and Debentures) Rules, 2014, as amended and the SEBI Buyback Regulations. The Buyback is subject to receipt of such approvals, permissions and sanctions, as may be required under the applicable laws including from the Securities and Exchange Board of India (“**SEBI**”), and/ or the BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”).
- The Buyback Offer Size is INR 108,00,00,000/- (Indian Rupees One Hundred and Eight Crore only) excluding the Transaction Costs, which represents 9.95% and 9.22% of the aggregate of the Company’s paid-up equity capital and free reserves (including securities premium) as at March 31, 2022 (being the latest standalone and consolidated audited financial statements). The Buyback Offer Size is within the statutory limit of 10% of the aggregate of paid-up equity capital and free reserves (including securities premium) of the Company as on March 31, 2022 as per Section 68(2) of the Companies Act and Regulation 5(i)(b) of the SEBI Buyback Regulations.
- The Letter of Offer will be sent to all Eligible Shareholders (Equity Shareholders as on the Record Date, being Wednesday, December 14, 2022) in accordance with SEBI Buyback Regulations and such other circulars or notifications as may be prescribed by SEBI, if applicable.
- For details of the procedure for tender and settlement, please refer to the “*Procedure for Tender Offer and Settlement*” on page 46. The Form of Acceptance-cum-Acknowledgement (the “**Tender Form**”) is enclosed together with this Draft Letter of Offer.
- For details of the methodology adopted for the Buyback, please refer to the “*Process and Methodology for the Buyback*” on page 42. For mode of payment of cash consideration to the Eligible Shareholders, please refer to “*Procedure for Tender Offer and Settlement - Method of Settlement*” on page 46.
- A copy of the Public Announcement published on December 5, 2022 and this Draft Letter of Offer (including the Tender Form) is available on the website of the Company i.e. www.cosmofirst.com and is/expected to be available on the website of Securities and Exchange Board of India i.e., www.sebi.gov.in and the Stock Exchanges at www.bseindia.com and www.nseindia.com.
- Eligible Shareholders are advised to refer to “*Details of Statutory Approvals*” and “*Note on Taxation*” on pages 40 and 54, respectively, before tendering their Equity Shares in the Buyback.

**Manager to the Buyback****ANANDRATHI****Anand Rath Advisors Limited**10<sup>th</sup> Floor, Trade D Tower, Kamla City,

Senapati Bapat Marg, Lower Parel, Mumbai - 400 013

**Tel:** +91-22-6626 6745; **Website:** www.rathi.com;**Email:** cosmo.buyback2022@rathi.com;**Investor grievance e-mail:** grievance.ecm@rathi.com**Contact Person:** Pari Vaya/ Shashank Pisat**SEBI Registration No.:** INM000010478**Registrar to the Buyback****LINKIntime****Link Intime India Private Limited**

C-101, 1st Floor, 247 Park, L.B.S. Marg,

Vikhroli (West), Mumbai - 400 083

**Tel No.:** +91 810 811 4949; **Fax No.:** +91 22 4918 6195;**Website:** www.linkintime.co.in**Email:** cosmofirst.buyback2022@linkintime.co.in;**Investor grievance e-mail:** cosmofirst.buyback2022@linkintime.co.in;**Contact Person:** Sumeet Deshpande**SEBI Registration No.:** INR000004058**BUYBACK PROGRAMME****BUYBACK OPENS ON**

[●] (●)

**BUYBACK CLOSES ON**

[●] (●)

**LAST DATE OF RECEIPT OF COMPLETED TENDER FORMS AND OTHER SPECIFIED DOCUMENTS BY THE REGISTRAR TO THE BUYBACK**

[●] (by 5.00 pm)

## TABLE OF CONTENTS

1.	SCHEDULE OF ACTIVITIES FOR THE BUYBACK .....	3
2.	DEFINITIONS OF KEY TERMS .....	3
3.	DISCLAIMER CLAUSE.....	7
4.	TEXT OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS.....	9
5.	DETAILS OF THE PUBLIC ANNOUNCEMENT .....	16
6.	DETAILS OF THE BUYBACK .....	16
7.	AUTHORITY FOR THE BUYBACK .....	28
8.	NECESSITY OF THE BUYBACK .....	28
9.	MANAGEMENT DISCUSSION AND ANALYSIS AND THE LIKELY IMPACT OF BUYBACK ON THE COMPANY .....	29
10.	BASIS OF CALCULATING THE BUYBACK OFFER PRICE .....	30
11.	SOURCES OF FUNDS FOR THE BUYBACK .....	31
12.	DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT DEPOSITED THEREIN .....	31
13.	FIRM FINANCING ARRANGEMENTS .....	31
14.	CAPITAL STRUCTURE AND SHAREHOLDING PATTERN .....	32
15.	BRIEF INFORMATION ABOUT THE COMPANY .....	33
16.	FINANCIAL INFORMATION ABOUT THE COMPANY .....	37
17.	STOCK MARKET DATA.....	38
18.	DETAILS OF THE STATUTORY APPROVALS .....	40
19.	DETAILS OF REGISTRAR TO THE BUYBACK AND COLLECTION CENTRE .....	41
20.	PROCESS AND METHODOLOGY FOR THE BUYBACK .....	42
21.	PROCEDURE FOR TENDER OFFER AND SETTLEMENT .....	46
22.	NOTE ON TAXATION .....	54
23.	DECLARATION BY THE BOARD OF DIRECTORS .....	57
24.	REPORT BY THE COMPANY'S STATUTORY AUDITOR .....	57
25.	DOCUMENTS FOR INSPECTION.....	61
26.	DETAILS OF COMPLIANCE OFFICER .....	61
27.	DETAILS OF THE REMEDIES AVAILABLE TO THE ELIGIBLE SHAREHOLDERS .....	62
28.	INVESTOR SERVICE CENTRE AND REGISTRAR TO BUYBACK .....	62
29.	MANAGER TO THE BUYBACK.....	62
30.	DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THE DRAFT LETTER OF OFFER.....	63
31.	TENDER FORM.....	64

## 1. SCHEDULE OF ACTIVITIES FOR THE BUYBACK

Sl. No.	Activity	Schedule of Activities	
		Day	Date
1.	Date of meeting of the Board of Directors approving the proposal for the Buyback	Thursday	December 1, 2022
2.	Date of Public Announcement for the Buyback	Friday	December 2, 2022
3.	Date of publication of the Public Announcement for the Buyback in newspaper	Monday	December 5, 2022
4.	Record Date for determining the Eligible Shareholders and the Buyback Entitlement	Wednesday	December 14, 2022
5.	Buyback Opening Date	[●]	[●]
6.	Buyback Closing Date	[●]	[●]
7.	Last date of receipt of completed Tender Forms and other specified documents including Physical Share certificates (if and as applicable) by the Registrar	[●]	[●]
8.	Last date of verification of Tender Forms by Registrar to the Buyback	[●]	[●]
9.	Last date of intimation to the Stock Exchange regarding Acceptance/ non-acceptance of the tendered Equity Shares by the Registrar to the Buyback	[●]	[●]
10.	Last date of completion of settlement by the Clearing Corporation of the Stock Exchanges	[●]	[●]
11.	Last date of dispatch of share certificate(s) by the Registrar/ payment to Eligible Shareholder/ return of unaccepted shares to Eligible Shareholders/ Shareholder Broker	[●]	[●]
12.	Last date for payment of consideration to Eligible Shareholders who participated in the Buyback	[●]	[●]
13.	Last date of extinguishment of the Equity Shares bought Back	[●]	[●]

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

## 2. DEFINITIONS OF KEY TERMS

*This Draft 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, rule, guideline, policy, circular, notification or clarification shall be to such legislation, act, regulation, rule, guideline, policy, circular, notification or clarification 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 Draft Letter of Offer, but not defined herein shall have the meaning ascribed to such terms under the SEBI Buyback Regulations, the Companies Act, the SEBI Depositories Act, 1996 and the rules and regulations made thereunder.*

Term	Description
Acceptance, Accept, or Accepted	Acceptance of Equity Shares, tendered by Eligible Shareholders in the Buyback Offer
Acquisition Window	The facility for acquisition of Equity Shares through mechanism provided by Designated Stock Exchange i.e BSE Limited in the form of a separate window in accordance with the SEBI Circulars
Additional Equity Shares	Additional Equity Shares tendered by an Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder up to the extent of Equity Shares held by such Eligible Shareholder on the Record Date.
Articles of Association /Articles /AOA	Articles of Association of the Company, as amended from time to time

Term	Description
Board Meeting	Meeting of the Board of Directors held on December 1, 2022, approving the proposal for the Buyback Offer
Board/ Board of Directors/ Director(s)	Board of directors of the Company (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized committee thereof).
BSE	BSE Limited
Buyback/Buyback Offer/Offer	Offer by the Company to buyback up to 10,09,345 Equity Shares at a price of INR 1,070/- per Equity Share from the Eligible Shareholders, through the Tender Offer route on a proportionate basis in terms of the SEBI Buyback Regulations read with SEBI Circulars
Buyback Committee	A committee authorized by the Board (comprising of Mr. Ashok Jaipuria, Chairman and Managing Director, Mr. Anil Kumar Jain. Whole-time Director, Mr. Pratip Chaudhuri, Non-Executive Director, Mr. Neeraj Jain, Chief Financial Officer and Ms. Jyoti Dixit, Company Secretary & Compliance Officer as Members) pursuant to a resolution passed by the Board on December 1, 2022 to exercise its certain powers in relation to the Buyback.
Buyback Closing Date	[●]
Buyback Entitlement	The number of Equity Shares that an Eligible Shareholder is entitled to tender in the Buyback, which is computed based on the number of Equity Shares held by such Eligible Shareholder as on the Record Date and the ratio of Buyback applicable in the category, to which such Eligible Shareholder belongs.
Buyback Opening Date	[●]
Buyback Offer Price	Price at which Equity Shares will be bought back from the Eligible Shareholders i.e., INR 1,070/- (Indian Rupees One Thousand Seventy only) per Equity Share payable in cash.
Buyback Offer Size	Number of Equity Shares proposed to be bought back i.e., 10,09,345 (Ten Lakh Nine Thousand Three Hundred Forty Five) Equity Shares multiplied by the Buyback Offer Price i.e., INR 1,070/- (Indian Rupees One Thousand Seventy only) per Equity Share aggregating to INR 108,00,00,000/- (Indian Rupees One Hundred and Eight Crore only), excluding Transaction Costs
Buyback Period	The period between the date of the Board Meeting i.e., December 1, 2022 and the date on which the payment of consideration to the Eligible Shareholders who have accepted the Buyback is made
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited.
CIN	Corporate Identity Number.
Clearing Corporation	Indian Clearing Corporation Limited
Companies Act	The Companies Act, 2013, as amended and rules framed thereunder
Company/ Cosmo First/ “we”	Cosmo First Limited ( <i>Formerly known as Cosmo Films Limited</i> )
Company Demat Account	A demat account held by the Company, wherein Demat Shares bought back in the Buyback would be transferred.
Company’s Broker	Anand Rathi Share & Stock Brokers Limited.
Company Secretary and Compliance Officer	Jyoti Dixit
Demat Share(s)	Equity Share(s) of the Company in dematerialised form
Depositories Act	The Depositories Act, 1996.
Depositories	Together, NSDL and CDSL.
Designated Stock Exchange	BSE Limited
DIN	Director Identification Number
Director(s)	Director(s) of the Company
DP	Depository Participant
Draft Letter of Offer/ Offer Document	This draft letter of offer dated Friday, December 9, 2022, filed with SEBI through the Manager to the Buyback, containing disclosures in relation to the Buyback as specified in Schedule III of the SEBI

Term	Description
	Buyback Regulations.
DTAA	Double Taxation Avoidance Agreement
Eligible Shareholders	Equity Shareholders eligible to participate in the Buyback and would mean all shareholders/ beneficial owners of the Equity Shares on the Record Date being Wednesday, December 14, 2022, and do not include such shareholders/ beneficial owners of the Equity Shares who are not permitted under the applicable law to tender shares in the Buyback.
EPS	Earnings per Equity Share
Equity Shares/ Shares	Fully paid-up equity shares of face value of INR 10 (Indian Rupees Ten only) each of the Company
Equity Shareholders	Shareholder/ beneficial owner of the Equity Shares.
Escrow Account	The Escrow Account opened with IndusInd Bank Limited in the name and style of “Cosmo First Limited – Buyback 2022 – Escrow A/c”
Escrow Agent	IndusInd Bank Limited
Escrow Agreement	The agreement dated December 2, 2022 entered into between the Company, IndusInd Bank Limited (as Escrow Agent) and Anand Rathi Advisors Limited (as Manager to the Buyback), pursuant to which certain arrangements for Escrow Account is made in relation to the Buyback.
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, as amended
FII(s)	Foreign Institutional Investor(s)
FPI(s)	Foreign Portfolio Investor(s) as defined under Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended
General Category	Eligible Shareholders other than the Small Shareholders
HUF	Hindu Undivided Family
IT Act/ Income Tax Act	The Income-tax Act, 1961, as amended
INR	Indian Rupees
Letter of Offer/LOF	The letter of offer dated [●] to be filed with SEBI, through the Manager to the Buyback, containing disclosures in relation to the Buyback as specified in Schedule III of the SEBI Buyback Regulations, incorporating any comments that may be received from SEBI on this Draft Letter of Offer.
LTCG	Long-term Capital Gains
Merchant Banker to the Buyback or Merchant Banker or Manager to the Buyback	Anand Rathi Advisors Limited
MCA	Ministry of Corporate Affairs
NA	Not Applicable
Non-Resident Shareholders	Includes Non-resident Indians (NRI) and FIIs / FPIs.
NRI	Non Resident Indian
NSE	National Stock Exchange of India Limited
NSDL	National Securities Depository Limited
PAN	Permanent Account Number
Physical Share(s)	Equity Share(s) of the Company in physical form
Promoters	Ashok Jaipuria
Promoter and Promoter Group	Promoter and promoter group as have been disclosed under the filings made by the Company under the SEBI Listing Regulations and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
Public Announcement/PA	Public announcement dated Friday, December 2, 2022 in connection with the Buyback which was published on Monday, December 5, 2022 in the English national daily newspapers of Business Standard

Term	Description
	and Hindi national daily newspapers of Business Standard (Hindi also being the regional language where the registered office of the Company is situated).
Physical Form	Tender form for Eligible Shareholders holding Physical Shares.
Physical Shares	Equity Share(s) of the Company in physical form.
RBI	Reserve Bank of India
Record Date	The date for the purpose of determining the Buyback Entitlement and the names of the Eligible Shareholders to whom the Letter of Offer (including the Tender Form) will be sent, and who are eligible to participate in the Buyback in accordance with the SEBI Buyback Regulations. The Record Date for the Buyback is Wednesday, December 14, 2022.
Registrar to the Buyback or Registrar	Link Intime India Private Limited
Reserved Category	Small Shareholders eligible to tender Equity Shares in the Buyback.
SEBI	Securities and Exchange Board of India
SEBI Buyback Regulations	Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended.
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
Shareholder's Broker	The stock brokers (who is a member of the BSE and/or NSE) of an Eligible Shareholder through whom the order for selling the Equity Shares will be placed in the Acquisition Window
Small Shareholder	As defined under Regulation 2(i)(n) of the SEBI Buyback Regulations and in relation to the Buyback means an Eligible Shareholder who holds Equity Shares of market value of not more than INR 2,00,000 (Indian Rupees two lakhs only), on the basis of closing price on BSE/ or NSE, whichever registers the highest trading volume in respect of the Equity Shares on the Record Date, i.e., Wednesday, December 14, 2022.
SEBI Circulars	The mechanism for acquisition of shares through stock exchange specified by SEBI vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, and SEBI circular no. SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and such other circulars as may be applicable, including any further amendments thereof
STCG	Short-term Capital Gains
Stock Exchanges	Together, BSE and NSE, being the stock exchanges where the Equity Shares of the Company are listed.
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
Tender Form	Form of Acceptance-cum-Acknowledgement.
Tender Offer	Method of buyback as defined in Regulation 2(i)(q) of the SEBI Buyback Regulations.
Tendering Period	Period of 10 Working Days from the Buyback Opening Date ([●]) till the Buyback Closing Date ([●]) (both days inclusive).
Transaction Costs	Any expenses incurred or to be incurred for the Buyback viz. tax on buyback, brokerage, costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), stamp duty, advisors' fees, printing and dispatch expenses and other incidental and related expenses and charges.
TRS	Transaction Registration Slip
United States / U.S.	The United States of America
Working Day(s)	Working day as defined in the SEBI Buyback Regulations

## **Certain conventions, currency of presentation, use of financial information and stock market data**

### **Page Numbers and Paragraph Numbers**

Unless otherwise stated, all references to page numbers and paragraph numbers in this Draft Letter of Offer are to page numbers of this Draft Letter of Offer.

### **Currency and Units of Presentation**

All references to “Rupee(s)”, “Rs.” or “₹” or “INR” are to Indian Rupees, the official currency of the Republic of India.

### **Financial and Other Data**

Unless stated or the context requires otherwise, our financial information in this Draft Letter of Offer is derived from the audited results for the fiscal year 2020, 2021, 2022 and unaudited results for the six months period ended September 30, 2022.

Our Company’s fiscal year commences on April 1 of each year and ends on March 31 of the next year (referred to herein as “Fiscal”, “Fiscal Year” or “FY”).

Certain figures contained in this Draft Letter of Offer, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

All data related to financials are given in INR crores, unless otherwise stated.

### **Stock Market Data**

Unless stated or the context requires otherwise, stock market data included in this Draft Letter of Offer is derived from the websites of the Stock Exchanges.

## **3. DISCLAIMER CLAUSE**

As required, a copy of this Draft Letter of Offer has been submitted to SEBI. It is to be distinctly understood that submission of this Draft 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 Buyback commitments or for the correctness of the statements made or opinions expressed in this Draft Letter of Offer. The Manager to the Buyback, Anand Rathi Advisors Limited, has certified that the disclosures made in this Draft Letter of Offer are generally adequate and are in conformity with the provisions of the Companies Act, 2013, as amended and Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended. This requirement is to facilitate Eligible Shareholders to take an informed decision for tendering their Equity Shares in the Buyback.

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 Draft Letter of Offer, the Manager to the Buyback 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 Buyback, Anand Rathi Advisors Limited, has furnished to SEBI a due diligence certificate dated Friday, December 9, 2022, in accordance with the SEBI (Buy-Back of Securities) Regulations, 2018, which reads as follows:

*“We have examined various documents and materials relevant to Buyback, as part of the due diligence carried out by us in connection with the finalisation of the public announcement dated Friday, December 2, 2022 for the Buyback (“Public Announcement”) which was published on Monday, December 5, 2022 and the Draft Letter of Offer dated Friday, December 9, 2022 (“Draft Letter of Offer”). On the basis of such examination and the discussions with the Company, we hereby state that:*

- *the Public Announcement and the Draft Letter of Offer are in conformity with the documents,*

- materials and papers relevant to the Buyback;*
- all the legal requirements connected with the said Buyback including Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended, have been duly complied with;*
- the disclosures in the Public Announcement and the Draft Letter of Offer are, to the best of our knowledge, true, fair and adequate in all material respects for the shareholders/ beneficial owners of the Company to make a well informed decision in respect of the captioned Buyback; and*
- funds used for the Buyback shall be as per the provisions of the Companies Act, 2013, as amended.”*

The filing of this Draft Letter of Offer with SEBI does not, however, absolve the Company from any liabilities under the provisions of the Companies Act, as amended or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed Buyback.

The promoters and members of the promoter group and directors of the Company declare and confirm that no information/ 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/ misrepresentation and in the event of it transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to a mis-statement/ misrepresentation, the promoters of the Company/ directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act and the SEBI Buyback Regulations.

The promoters / directors of the Company also declare and confirm that funds borrowed from banks and financial institutions will not be used for the Buyback.

### **3.1 Disclaimer for U.S. Persons:**

The information contained in this Draft Letter of Offer is exclusively intended for persons who are not U.S. Persons as such term is defined in Regulations of the U.S. Securities Act of 1933, as amended, and who are not physically present in the United States of America. This Draft 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 authorised or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Draft Letter of Offer are requested to inform themselves about and to observe any such restrictions. This is not an offer for sale, or a solicitation of an offer to buy in the United States of America and cannot be accepted by any means or instrumentality from within the United States of America.

### **3.2 Disclaimer for persons in foreign countries other than the United States of America:**

This Draft Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. This Draft Letter of Offer does not in any way constitute an offer to sell, or an invitation to 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 which would subject the Company or the Manager to the Buyback to any new or additional requirements or registrations. Potential users of the information contained in this Draft Letter of Offer are requested to inform themselves about and to observe any applicable legal requirement or restrictions.

### **3.3 Important notice to all Equity Shareholders:**

This Draft Letter of Offer has been prepared for the purposes of compliance with the SEBI Buyback Regulations. Accordingly, the information disclosed herein 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 Buyback are under no obligation to update the information contained herein at any time after the date of this Draft Letter of Offer.

This Draft Letter of Offer and the Letter of Offer does not and will not in any way constitute an offer to sell, or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. The Letter of Offer shall be dispatched to all Eligible Shareholders (Equity Shareholders as on the Record Date) as per the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable. However, receipt of the Letter of



Offer by any Equity Shareholder in a jurisdiction in which it would be illegal to make this Offer, or where making this Offer would require any action to be taken (including, but not restricted to, registration of the Letter of Offer under any local securities laws), shall not be treated by such Equity Shareholders as an offer being made to them. Potential users of the information contained in this Draft Letter of Offer are requested to inform themselves about and to observe any such restrictions. Any Equity Shareholder who tenders his, her or its Equity Shares in the Buyback shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorised under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buyback.

### 3.4 Forward Looking Statement

This Draft Letter of Offer contains certain forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as ‘believe’, ‘expect’, ‘estimate’, ‘intend’, ‘objective’, ‘plan’, ‘project’, ‘will’, or other words or phrases of similar import. Similarly, statements that describe our objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about the Company that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Actual results may differ materially from those in such forward-looking statements. The Company and the Manager to the Buyback undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to, inter alia, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which we operate.

Certain figures contained in this Draft Letter of Offer, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not confirm exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

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

The Buyback has been authorized and approved by the Board of Directors at their meeting held on December 1, 2022. The relevant extracts of the Board resolutions are as follows:

*Quote*

### **RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013 (the **“Companies Act”**) read with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014, to the extent applicable and other relevant rules made thereunder, each as amended from time to time and the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (**“SEBI Buyback Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) (including re-enactment of the Companies Act or the rules made thereunder or the SEBI Buyback Regulations, or the SEBI Listing Regulations or any amendment(s) thereto) and Article 62 of the Articles of Association of the Company and subject to such other approvals, permissions, consents, sanctions and exemptions of Securities and Exchange Board of India (**“SEBI”**), Reserve Bank of India (**“RBI”**) and/ or other authorities, institutions or bodies (together with SEBI and RBI along with other authorities if any, the **“Appropriate Authorities”**), as may be necessary, and subject to such conditions, alterations, amendments and/or modifications as may be prescribed or imposed by the Appropriate Authorities while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed, the Board of Directors of the

Company (“**Board**”, which term shall be deemed to include the Buyback Committee of the Board and/ or officials, which the Board may authorize to exercise its powers, including the powers conferred by this resolution) hereby consents and approves the buyback by the Company of its fully paid-up equity shares having a face value of INR 10/- (Indian Rupee Ten only) each (“**Equity Shares**”), not exceeding 10,09,345 (Ten Lakh Nine Thousand Three Hundred and Forty Five) Equity Shares (representing 3.70% of the total Equity Shares in the paid-up equity capital of the Company as at March 31, 2022 adjusted for Bonus Issue in June 2022) at a price of INR 1070/- (Indian Rupees One Thousand Seventy only) per Equity Share (“**Buyback Offer Price**”) payable in cash for an aggregate maximum amount not exceeding INR 108,00,00,000/- (Indian Rupees One Hundred and Eight Crore only), excluding any expenses incurred or to be incurred for the Buyback viz. brokerage, costs, fees, turnover charges, taxes such as buyback tax, securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, filing fees, printing and dispatch expenses and other incidental and related expenses and charges (“**Transaction Costs**”) (such maximum amount hereinafter referred to as the “**Buyback Offer Size**”) which represents 9.95% and 9.22% of the aggregate of the Company’s paid-up capital and free reserves as per latest audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2022 respectively and is within the 10% statutory limit of the aggregate of the fully paid-up share capital and free reserves (including securities premium account) of the Company as per the latest audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2022 respectively from all the shareholders/ beneficial owners of the Equity Shares of the Company, including promoters and members of the promoter group, as on a record date December 14, 2022 (“**Record Date**”), through the “tender offer” route, on a proportionate basis as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the “**Buyback**”). The term “Promoter” will be such person as defined in the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.

**RESOLVED FURTHER THAT** as required under Regulation 6 of the SEBI Buyback Regulations, the Company may buyback Equity Shares from the existing shareholders (including Promoter(s)) as on Record Date, on a proportionate basis, provided that either fifteen percent of the number of Equity Shares which the Company proposes to buyback or the number of Equity Shares which small shareholders are entitled to as per their shareholding, whichever is higher, shall be reserved for the small shareholders as defined in the SEBI Buyback Regulations.

**RESOLVED FURTHER THAT** the Company shall implement the Buyback 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 the SEBI’s circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and SEBI circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, including any amendments or statutory modifications for the time being in force.

**RESOLVED FURTHER THAT** the proposed Buyback be implemented from the existing shareholders as on Record Date in a manner the Board may consider appropriate, from out of its free reserves and/or securities premium account and/or such other sources or by such mechanisms as may be permitted by applicable laws, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit.

**RESOLVED FURTHER THAT** the Buyback from Eligible shareholders who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indians, etc., shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999, as amended from time to time and the rules, regulations framed thereunder, if any, provided that such approvals shall be required to be taken by such non-resident shareholders.

**RESOLVED FURTHER THAT** the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations and under the Securities Contracts (Regulation) Rules, 1957, as amended.

**RESOLVED FURTHER THAT** the proposed Buyback be implemented from the existing eligible shareholders including the promoter(s) and promoter group of the Company (as have been disclosed under the shareholding pattern filings made by the Company from time to time under the Listing Regulations and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations 2011 (“**SEBI Takeover Regulations**”) as on the Record date, from its free reserves and/or securities premium account of the Company or such other sources or by such mechanisms as may be permitted by law, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit.

**RESOLVED FURTHER THAT** nothing contained hereinabove 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 buyback any shares and/or impair any power of the Company or the Board to terminate any process in relation to such Buyback if so permissible by law.

**RESOLVED FURTHER THAT** as required under the provisions of Section 68(6) of the Companies Act read with Regulation 8 of the SEBI Buyback Regulations, the draft of the Declaration of Solvency prepared in the prescribed form along with supporting affidavits and other documents, placed before the meeting be and is hereby approved and that Mr. Ashok Jaipuria, Chairman and Managing Director and Mr. Anil Kumar Jain, Whole-time Director of the Company be and are hereby authorized jointly, to sign the same, for and on behalf of the Board and file the same with the Registrar of Companies, SEBI, and/or any other concerned authorities, as may be necessary in accordance with the applicable laws.

**RESOLVED FURTHER THAT** as required by clause (x) of Schedule I of the SEBI Buyback Regulations, the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and the Board has formed an opinion:

- that immediately following the date of this resolution, there will be no grounds on which the Company can be found unable to pay its debts.
- that as regards the Company's prospects for the year immediately following the date of this resolution, and having regard to the Board's intention 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 resolution.
- in forming their opinion for the above purposes, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code 2016, as amended.

**RESOLVED FURTHER THAT** confirmation is hereby made by the Board that:

1. all Equity Shares of the Company are fully paid up;
2. the Company shall not issue any equity shares or other specified securities from the date of the Board Meeting, including by way of bonus issue till the expiry of the Buyback period i.e. date on which the payment of consideration to shareholders who have accepted the Buyback offer is made in accordance with the provisions of 24(i)(b) of Buyback Regulations, any circulars or notifications issued by SEBI in connection therewith;
3. as per Regulation 24(i)(f) of the SEBI Buyback Regulations, the Company shall not raise further capital for a period of one year from the expiry of the Buyback period i.e. the date on which the payment of consideration to shareholders who have accepted the Buyback offer is made except in discharge of subsisting obligations;
4. the Company shall not buyback its Equity Shares or other specified securities from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
5. the aggregate maximum amount of the Buyback i.e. INR 108,00,00,000/- (Indian Rupees One Hundred and Eight Crore only) does not exceed 10% of the aggregate of the paid-up capital and free reserves based on both audited standalone and consolidated financial statements of the Company as on March 31, 2022
6. the aggregate maximum amount of the Buyback i.e. INR 108,00,00,000/- (Indian Rupees One Hundred and Eight Crore only) does not exceed 25% of the aggregate of the paid-up capital and free reserves based on both standalone and consolidated audited financial statements as on March 31, 2022;
7. the number of Equity Shares proposed to be purchased under the Buyback i.e. 10,09,345 (Ten Lakh Nine Thousand Three Hundred and Forty-Five Only) Equity Shares does not exceed 25% of the total number of Equity shares in the existing total paid-up equity capital of the Company as of the date of the Board Meeting;
8. there are no pending schemes of amalgamation or compromise or arrangement pursuant to the Companies Act ("Scheme") involving the Company, as on date;
9. the Buyback shall be completed within a period of one year from the date of passing of this resolution;

10. the Company shall not make any further offer of buyback within a period of one year reckoned from the expiry of the Buyback period i.e. date on which the payment of consideration to shareholders who have accepted the Buyback offer is made;
11. the Company shall not withdraw the Buyback offer after the draft letter of offer is filed with the SEBI or the public announcement of the offer of the Buyback is made;
12. the Company shall comply with the statutory and regulatory timelines in respect of the buyback in such manner as prescribed under the Companies Act and/ or the SEBI Buyback Regulations and any other applicable laws;
13. the Company shall not utilize any money borrowed from banks or financial institutions for the purpose of buying back its Equity Shares;
14. the Company shall not directly or indirectly purchase its own Equity Shares:
  - a. through any subsidiary company including its own subsidiary companies, if any or;
  - b. through any investment company or group of investment companies;
15. the Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Companies Act;
16. there are no subsisting defaults in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company;
17. the Company will not buyback Equity Shares which are locked-in or non-transferable, until the pendency of such lock-in, or until the time the Equity Shares become transferable, as applicable;
18. the ratio of the aggregate of secured and unsecured debts owed by the Company to the fully paid-up share capital and free reserves shall be less than or equal to 2:1 on Standalone and Consolidated basis after the proposed Buyback;
19. the Company shall transfer from its free reserves or securities premium account and/ or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;
20. the Buyback shall not result in delisting of the Equity Shares from BSE and NSE.
21. the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations;
22. as per Regulation 24(i)(e) of the SEBI Buyback Regulations, the promoters and members of promoter group, and their associates, other than the Company, shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters and members of promoter group) from the date of the Board Meeting till the closing of the Buyback offer;
23. that the Company has not completed a buyback of any of its securities during the period of one year immediately preceding the date of the Board Meeting;
24. the consideration for the Equity Shares bought back by the Company shall be paid only by way of cash, through normal banking channels;
25. The Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the SEBI Buy Back Regulations and the Act within 7 (Seven) days of the date of payment of consideration to Eligible Shareholders who have tendered the Equity Shares under the Buy Back Offer;

**RESOLVED FURTHER THAT** the Buyback is being proposed in keeping with the Company's desire to (a) optimize returns to shareholders; (b) enhance overall shareholders value; and (c) optimize the capital structure.

**RESOLVED FURTHER THAT** Mr. Ashok Jaipuria, Chairman and Managing Director, Mr. Anil Kumar Jain, Whole-time Director, Mr. Neeraj Jain, Chief Financial Officer and Ms. Jyoti Dixit, Company Secretary and Compliance Officer be and are hereby severally authorized to make necessary applications to the statutory, regulatory or governmental authorities as may be required under the applicable law; to sign, execute and deliver all such papers, deeds, documents, agreements, undertakings, declarations and forms, which are necessary and incidental thereto and to do all such acts, deeds, things and matters that may be necessary, expedient or proper with regard to the implementation of the Buyback or for matters incidental thereto in order to successfully complete the Buyback.

**RESOLVED FURTHER THAT** Ms. Jyoti Dixit, Company Secretary be and is hereby appointed as the Compliance Officer for the Buyback, and Link Intime India Private Limited, Registrar to the Buyback be and is

hereby designated as the investors service centre, as required under regulation 24(iii) of the SEBI Buyback Regulations.

**RESOLVED FURTHER THAT** Anand Rathi Advisors Limited, be and is hereby appointed as the Manager to the Buyback.

**RESOLVED FURTHER THAT** Anand Rathi Share & Stock Broker Limited, as the Stock Broker to the Buyback in accordance with the relevant provisions of the SEBI Buyback Regulations, on the terms and conditions as set out in the draft engagement letters, and that Mr. Anil Kumar Jain, Whole-time Director, Mr. Neeraj Jain, Chief Financial Officer and Ms. Jyoti Dixit, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to sign the same (including any amendment thereto) for and on behalf of the Company and the consent of the Board be and is hereby accorded to open a depository account and a trading account in connection with and for the purpose of the Buyback.

**RESOLVED FURTHER THAT** Link Intime India Private Limited, be and is hereby appointed and designated as the Investor Service Centre and Registrar for the Buyback in accordance with the applicable laws including the SEBI Buyback Regulations, on the terms and conditions as set out in the draft engagement letter and Mr. Anil Kumar Jain, Whole-time Director, Mr. Neeraj Jain, Chief Financial Officer and Ms. Jyoti Dixit, Company Secretary and Compliance Officer of the Company be and are severally authorized to sign the same (including any amendment thereto) for and on behalf of the Company.

**RESOLVED FURTHER THAT** Crawford Bayley & Co., be and is hereby appointed as legal advisor of the Company for the purpose of the Buyback

**RESOLVED FURTHER THAT**, the Board hereby takes on record the report dated December 01, 2022 issued by M/s S. N. Dhawan & Co LLP., the statutory auditor of the Company, as required under clause (xi) of Schedule I of the SEBI Buyback Regulations.

**RESOLVED FURTHER THAT** the BSE Limited, be and is hereby appointed as the designated stock exchange for the purpose of the Buyback.

**RESOLVED FURTHER THAT** an escrow account be opened with IndusInd Bank Limited (“Escrow Agent”) for the purpose of the Buyback and the Company shall in accordance with the provisions of the Buyback Regulations, as and by way of security, for the performance of its obligations under the Buyback Regulations, enter into an escrow arrangement and agreements with the Escrow Agent and the manager to the Buyback and before the opening of the Buyback, deposit in the Escrow Account requisite amount in accordance with Regulation 9(xi) of the Buyback Regulations and the manager to the Buyback be and is hereby authorized to operate the Escrow Account in accordance with the Buyback Regulations.

**RESOLVED FURTHER THAT** Anand Rathi Advisors Limited is authorized to operate the Escrow Account and Special Account and instruct the Escrow Agent to make the payment of the amount lying to the credit of the Escrow Account and Special Account in accordance with the Buyback Regulations and/or the directions of SEBI.

**RESOLVED FURTHER THAT** the draft of the Escrow Agreement tabled before the Board and initialed by the Chairman for identification, be and hereby approved; and Mr. Anil Kumar Jain, Whole-time Director, Mr. Neeraj Jain, Chief Financial Officer and Ms. Jyoti Dixit, Company Secretary and Compliance Officer of the Company be and are severally authorized to execute/perform the acts, deeds, documents, letters and things in the name and on behalf of the Company, as may be required, to execute the escrow agreement and deposit therein the amount in the escrow and special account as required under the Buyback Regulations.

**RESOLVED FURTHER THAT** the draft of the public announcement in respect of the Buyback (the “Public Announcement”), be and is hereby approved, in accordance with the SEBI Buyback Regulations for filing with the SEBI, BSE Limited and National Stock Exchange of India Limited (the “Stock Exchanges”) and such other authorities or persons as may be required by applicable law.

**RESOLVED FURTHER THAT** the Public Announcement (including any modification or amendment or corrigendum thereto) be signed by Mr. Ashok Jaipuria, Chairman and Managing Director, and Mr. Anil Kumar Jain, Whole-time Director, along with Jyoti Dixit, Company Secretary and Compliance Officer of the Company.

**RESOLVED FURTHER THAT** Mr. Ashok Jaipuria, Chairman and Managing Director, and Mr. Anil Kumar

Jain, Whole-time Director and Ms. Jyoti Dixit, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to make corrections or alterations, as may be required for purposes of filing the Public Announcement with the SEBI, the Stock Exchanges and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and do all acts, deed, matters and things and undertake such other necessary steps to implement the above resolution, including without limitation, to settle any questions, difficulties or doubts that may arise in relation thereto.

**RESOLVED FURTHER THAT** Wednesday, December 14, 2022 be and is hereby approved to be the Record Date for the purpose of determining the entitlement and the names of the shareholders who are eligible to participate in the Buyback.

**RESOLVED FURTHER THAT** the powers of the Board in respect of Buyback be and are hereby delegated to the Buyback Committee comprising of Mr. Ashok Jaipuria, Chairman and Managing Director, Mr. Anil Kumar Jain, Whole-time Director, Mr. Pratip Chaudhuri, Non-Executive Director, Mr. Neeraj Jain, Chief Financial Officer and Ms. Jyoti Dixit, Company Secretary as Members of the Committee (the “**Buyback Committee**”).

**RESOLVED FURTHER THAT** the quorum for any meeting of the Buyback Committee for implementing the Buyback shall be any two members and the Buyback Committee may approve by passing appropriate resolutions (including by way of circular resolution) in connection with the above.

**RESOLVED FURTHER THAT** the Buyback Committee through Committee Meeting or by way of circular Resolutions, be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, usual or proper, in relation to the Buyback, including but not limited to:

- finalizing the terms of Buyback including the mechanism for the Buyback, the schedule of activities including the dates of opening and closing of the Buyback, record date, entitlement ratio, the timeframe for completion of the Buyback;
- negotiation and execution of escrow arrangement(s) in accordance with the SEBI Buyback Regulations;
- determining limits on the participation of the promoter of the Company in the Buyback, if any;
- earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback including arranging for bank guarantees as may be necessary for the Buyback in accordance with applicable laws;
- opening, operating and closing of all necessary accounts for this purpose, including bank accounts, trading account, depository accounts, escrow account), special account, and authorizing persons to operate the such accounts;
- appointing and finalizing the terms of designated stock exchange, merchant bankers, brokers, escrow agents, registrars, legal counsel, depository participants, scrutinizer, compliance officer, advertising agency and such other intermediaries/ agencies / persons including by the payment of commission, brokerage, fee, charges etc. and enter into agreements/ letters in respect thereof;
- preparing, executing and filing of various documents as may be necessary or desirable in connection with or incidental to the Buyback including affidavit for declaration of solvency, public announcement, draft and final letter of offer, extinguishment of Equity Shares and certificate of extinguishment and post-completion advertisement which are required to be filed in connection with the Buyback on behalf of the Board;
- extinguishment of the Equity Shares and filing of certificate of extinguishment required to be filed in connection with the Buyback on behalf of the Company and/ or Board, as required under applicable law;
- providing such confirmation and opinions as may be required in relation to the Buyback;
- creating and maintaining requisite statutory registers and records and furnishing requisite returns to Appropriate Authorities;
- to deal with stock exchanges (including their clearing corporations), and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback 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 9, 2016, SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020 and SEBI circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 including any amendments or statutory modifications for the time being in force.

- proposing and accepting any change(s) or modification(s) in the Buyback mechanism and the documents connected with the said Buyback including declaring a reduction/extension of the Buyback offer period, as may be deemed fit and necessary in compliance with applicable law;
- to sign the documents as may be necessary with regard to the Buyback and use the common seal of the Company wherever necessary on relevant documents required to be executed for the Buyback and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the Appropriate Authorities, Registrar of Companies, stock exchanges, and depositories;
- making all necessary applications, providing all necessary information and documents to, and representing the Company before third parties, including, statutory auditors, in relation to the Buyback;
- taking all actions for obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law;
- taking all actions to verify offers and acceptances received, finalize the basis of acceptance, pay the shareholders consideration for shares bought back, approve split of physical share certificates and transfer of shares, extinguish dematerialised shares and ensure the physical destruction of the share certificates with respect to the Equity Shares bought back by the Company;
- proposing the final acceptance of Equity Shares tendered under the Buyback process;
- settling all such questions, difficulties or doubts that may arise in relation to the implementation of the Buyback;
- giving any information, explanation, declarations and confirmation in relation to the public announcement, draft letter of offer, letter of offer as may be required by the relevant authorities;
- carrying out incidental documentation and to prepare applications and submit them to the Appropriate Authorities for their requisite approvals;
- to do all such acts, deeds, matters and things incidental and in connection with the Buyback and sign and deliver such documents as may be necessary, desirable and expedient; and
- delegating all or any of the authorities conferred as above to any 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 suggested by the Appropriate Authorities or advisors.

**RESOLVED FURTHER THAT** that for the purpose of giving effect to this resolution, Buyback Committee be and is hereby authorized to give such directions as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise in relation to the Buyback.

**RESOLVED FURTHER THAT** no information/ material likely to have a bearing on the decision of the shareholders has been/shall be suppressed/ withheld and/ or incorporated in the manner that would amount to mis-statement/ misrepresentation and in the event of it transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to mis-statement/ misrepresentation, the Board and the Company shall be liable for penalty in terms of the provisions of the Companies Act and SEBI Buyback Regulations.

**RESOLVED FURTHER THAT** nothing contained herein shall confer any right on any shareholder to offer, or confer any obligation on the Company or the Board or the Buyback Committee to buy back any shares, or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if permitted by law.

**RESOLVED FURTHER THAT** the Company shall maintain a register of Equity Shares bought back wherein details of Equity Shares so bought, consideration paid for the Equity Shares bought back, date of cancellation of Equity Shares and date of extinguishing the Equity Shares and such other particulars as may be prescribed in relation to the Buyback shall be entered and that Ms. Jyoti Dixit, Company Secretary and Compliance Officer be and is hereby authorized to authenticate the entries made in the said register.

**RESOLVED FURTHER THAT** the particulars of the Equity Share certificates extinguished and destroyed shall be furnished by the Company to the Stock Exchanges within seven days of such extinguishment or destruction of the certificates and the dematerialised Equity Shares shall be extinguished and destroyed in the manner as specified under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and the bye-laws, circulars, guidelines framed thereunder, each as amended, and that Mr. Neeraj Jain, Chief Financial Officer and Ms. Jyoti Dixit, Company Secretary and Compliance Officer, be and are hereby severally authorized to do all such acts as may be required for this purpose.

**RESOLVED FURTHER THAT** all the Directors of the Company and Ms. Jyoti Dixit, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to send the necessary intimations to the Stock Exchanges in relation to this resolution, as may be required under the SEBI Listing Regulations; to file necessary e-forms with the Registrar of Companies, and to do all such acts, deeds and things or incidental for signing and filing of forms, payment of fees etc. and to do all such other acts, things and deeds, as may be required for the aforesaid purpose or other services as that may be necessary to give effect to the above resolutions.

**RESOLVED FURTHER THAT** the common seal of the Company be affixed on relevant documents required to be executed for the Buyback if any, in accordance with the relevant provisions of the Articles of Association of the Company.

**RESOLVED FURTHER THAT** a copy of this Resolution duly certified to be true by any of the Director(s) of the Company or Ms. Jyoti Dixit, Company Secretary and Compliance Officer of the Company be issued as may be necessary to give effect to the above resolutions.

*Unquote*

## 5. DETAILS OF THE PUBLIC ANNOUNCEMENT

In accordance with Regulation 7(i) of the SEBI Buyback Regulations, the Company has made a Public Announcement for the Buyback which was published on December 5, 2022 in the newspapers mentioned below, which is within 2 (two) Working Days from the date of Board Meeting approving the Buyback, i.e., December 1, 2022:

Name of the Newspaper	Language	Editions
Business Standard	English	All Editions
Business Standard	Hindi	All Editions (Hindi also being the regional language where the registered office of the Company is situated)

A copy of the Public Announcement is available on the Company's website i.e., [www.cosmofirst.com](http://www.cosmofirst.com), the website of SEBI i.e., [www.sebi.gov.in](http://www.sebi.gov.in) and on the websites of Stock Exchanges, i.e., [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)

The Company will publish further notices or corrigenda to or relating to the Public Announcement, if any, in the abovementioned newspapers.

## 6. DETAILS OF THE BUYBACK

Company has announced the offer to Buyback up to 10,09,345 (Ten Lakh Nine Thousand Three Hundred Forty Five) Equity Shares, representing 3.70% of the issued, subscribed and paid-up Equity Shares, from all Eligible shareholders (Equity Shareholders as on the Record Date, being Wednesday, December 14, 2022) on a proportionate basis, through the 'tender offer' route, at a price of INR 1,070/- (Indian Rupees One Thousand Seventy only) per Equity Share, payable in cash, for an aggregate amount not exceeding INR 108,00,00,000/- (Indian Rupees One Hundred and Eight Crore only) excluding the Transaction Costs, which represents 9.95% and 9.22% of the aggregate of the Company's paid-up capital and free reserves (including



securities premium) as per the audited financials of the Company as at March 31, 2022 (being the latest standalone and consolidated audited financial statements). The Buyback Offer Size is within the statutory limit of 10% of the aggregate of paid-up capital and free reserves (including securities premium) of the Company. The Buyback would involve reservation for Small Shareholders which will be 15% of the number of Equity Shares that the Company proposes to Buyback, or their entitlement, whichever is higher.

The Board of Directors of the Company approved the Buyback on December 1, 2022. The Buyback is being undertaken in accordance with Article 62 of the Articles of Association, Sections 68, 69 and 70, and other applicable provisions of the Companies Act, and applicable rules thereunder including the Companies (Share Capital and Debentures) Rules, 2014, and the SEBI Buyback Regulations. The Buyback is subject to receipt of such approvals, permissions and sanctions, as may be required under the applicable laws including from the SEBI and/ or the BSE and NSE.

The Buyback shall be undertaken on a proportionate basis from the shareholders of the Equity Shares of the Company as on the Record Date through the “tender offer” route prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, implemented by the Company using the SEBI Circulars. In this regard, the Company will request the BSE to provide the Acquisition Window for facilitating tendering of Equity Shares under the Buyback and for the purposes of this Buyback, BSE will be the designated stock exchange.

The Buyback from the Eligible Shareholders who are Non-Resident Shareholders (including non-resident Indians, foreign nationals, foreign institutional investors/ foreign portfolio investors, foreign corporate bodies and erstwhile overseas corporate bodies), shall be subject to such approvals, if any, and to the extent necessary or required from the concerned authorities including approvals from the RBI under the FEMA, and the rules and regulations framed thereunder, and that such approvals shall be required to be taken by such Non-Resident Shareholders.

#### **6.1 Shareholding of the promoters, members of the promoter group and persons in control of the Company:**

The aggregate shareholding of the (i) promoters; (ii) members of the promoter group; and (iii) persons who are in control of the Company, as on the date of the Board Meeting i.e., December 1, 2022 and date of the Public Announcement i.e., December 2, 2022 is as follows:

<b>Sr. No.</b>	<b>Name of the shareholders</b>	<b>Category</b>	<b>No. of Equity Shares</b>	<b>% of paid-up equity share capital</b>
1.	Ashok Jaipuria	Promoter	4,59,026	1.68
2.	Aanchal Jaipuria Bhandari	Promoter Group	1,28,860	0.47
3.	Ambrish Jaipuria	Promoter Group	4,95,658	1.82
4.	Abha Jaipuria	Promoter Group	34,000	0.12
5.	Yamini Kumar	Promoter Group	1,09,152	0.40
6.	Pravasi Enterprises Limited	Promoter Group	7,110	0.03
7.	Andheri Properties and Developers Private Limited	Promoter Group	933	0.00
8.	Ashok Jaipuria – Registered Owner C/o Gayatri & Annapurna – Beneficial Owner	Promoter Group	1,05,48,498	38.70
9.	Fawkes Management Pvt Ltd - Registered Owner C/o Ashok Jaipuria Private Trust - Beneficial Owner	Promoter Group	150	0.00
10.	Fawkes Management (P) Ltd.- Registered Owner C/o Ashok Jaipuria Family Trust -Beneficial Owner	Promoter Group	2,85,717	1.05
	<b>Total</b>		<b>1,20,69,104</b>	<b>44.27</b>

**6.2** The aggregate shareholding in our Company of the directors of the Company (“**Directors**”) and the key managerial personnel of the Company (“**KMPs**”), as on the date of the Board Meeting i.e., December 1, 2022 and the date of the Public Announcement i.e. December 2, 2022 is as follows:

Sr. No.	Name of the shareholders	Category	No. of Equity Shares	% of paid-up equity share capital
1	Ashok Jaipuria	Managing Director	4,59,026	1.68
2	Anil Kumar Jain	Whole-time Director	15,000	0.06
3	Hoshang Noshirwan Sinor	Independent Director	NIL	-
4	Har Kishanlal Agrawal	Independent Director	1,500	0.01
5	Pratip Chaudhuri	Non-Independent Non-Executive Director	NIL	-
6	Anil Wadhwa	Independent Director	200	0.00
7	Alpana Parida Shah	Independent Director	NIL	-
8	Rakesh Kumar Nangia	Independent Director	32,220	0.12
9	Arjun Singh	Independent Director	NIL	-
10	Pankaj Poddar	Chief Executive Officer	1,30,604	0.48
11	Neeraj Jain*	Chief Financial Officer	33,501	0.12
12	Jyoti Dixit	Company Secretary	51	0.00
	<b>Total</b>		<b>6,72,102</b>	<b>2.47</b>

\*Neeraj Jain had sold 1,000 Equity Shares and 9,000 Equity Shares through market sale on December 5, 2022 and December 6, 2022, respectively and accordingly currently hold 23,501 equity shares which is 0.09% of the paid-equity share capital of the Company.

**6.3** Shareholding of the directors of the promoters where such promoter is a company as on the date of the Board Meeting i.e., December 1, 2022 and the date of the Public Announcement i.e. December 2, 2022 is as follows:

Sr. No.	Name of the Company/Trust	Name of the Director/Trustee	No. of Equity Shares	% of paid-up equity share capital
1.	Pravasi Enterprises Limited	Manoj Kumar Gupta	1301	0.00
		Pramod Kumar Jain	1	0.00
		Rajendra Kumar Sharma	76	0.00
2.	Andheri Properties and Developers Private Limited	Pramod Kumar Jain	1	0.00
		Vijay Kant Saxena	1	0.00
3.	Fawkes Management Pvt Ltd - Registered Owner C/o Ashok Jaipuria Private Trust - Beneficial Owner	Manoj Kumar Gupta	1301	0.00
		Rajendra Kumar Sharma	76	0.00
4.	Fawkes Management (P) Ltd.- Registered Owner C/o Ashok Jaipuria Family Trust -Beneficial Owner	Manoj Kumar Gupta	1301	0.00
		Rajendra Kumar Sharma	76	0.00
	<b>Total</b>		<b>1,379</b>	<b>0.01</b>

**6.4** Intention of the promoters and members of the promoter group to participate in the Buyback:

- In terms of the SEBI Buyback Regulations, the promoters and members of the promoter group and persons in control of the Company have the option to participate in the Buyback. In this regard, our promoters and members of the promoter group, vide their letters dated December 1, 2022, have expressed their intention to participate in the Buyback and they may tender up to a maximum number of Equity Shares as detailed below or such lower number of Equity Shares as permitted under SEBI Buyback Regulations:

Sr. No.	Name of the shareholders	Category	Maximum no. of Equity Shares which may be tendered
1.	Ashok Jaipuria	Promoter	Up to the entitlement
2.	Aanchal Jaipuria Bhandari	Promoter Group	Up to the entitlement
3.	Ambrish Jaipuria	Promoter Group	Up to the entitlement
4.	Abha Jaipuria	Promoter Group	Up to the entitlement

5.	Yamini Kumar	Promoter Group	Up to the entitlement
6.	Pravasi Enterprises Limited	Promoter Group	Up to the entitlement
7.	Andheri Properties and Developers Private Limited	Promoter Group	Up to the entitlement
8.	Ashok Jaipuria - Registered Owner C/o Gayatri& Annapurana - Beneficial Owner	Promoter Group	Up to the entitlement
9.	Fawkes Management Pvt Ltd - Registered Owner C/o Ashok Jaipuria Private Trust - Beneficial Owner	Promoter Group	Up to the entitlement
10.	Fawkes Management (P) Ltd.-Registered Owner C/o Ashok Jaipuria Family Trust - Beneficial Owner	Promoter Group	Up to the entitlement

The details of the date and price of acquisition of the Equity Shares that the promoters and members of the promoter group and persons in control of the Company intends to tender in the Buyback are set forth below:

**Ashok Jaipuria:**

Sr. No.	Date of the transaction	No. of shares	Transaction value (INR)	Nature of transaction	Nominal value (INR)	Cumulative No. of shares
1.	Opening as on April 1, 2000	1,48,500	74,26,000	Through purchases/allotments	10	1,48,500
2.	May 14, 2001	82,000	23,78,000	Inter-se transfer from Gayatri & Annapurna	10	2,30,500
3.	March 28, 2003	2,30,500	NIL	Bonus Issue	10	4,61,000
4.	July 22, 2004	(2,100)	NIL	Gift	10	4,58,900
5.	May 3, 2005	15,000	9,98,292	Off- Market purchase	10	4,73,900
6.	May 4, 2005	20,000	13,31,056	Off- Market purchase	10	4,93,900
7.	May 9, 2005	1,261	83,923	Off- Market purchase	10	4,95,161
8.	May 18, 2005	5,000	3,32,764	Off- Market purchase	10	5,00,161
9.	December 11, 2012	(15,000)	NIL	Gift	10	4,85,161
10.	December 11, 2012	(15,000)	NIL	Gift	10	4,70,161
11.	July 23, 2018	5,000	10,39,855	Market Purchase	10	4,75,161
12.	July 24, 2018	4,000	9,16,203	Market Purchase	10	4,79,161
13.	July 25, 2018	4,500	10,27,736	Market Purchase	10	4,83,661
14.	July 26, 2018	2,900	6,70,482	Market Purchase	10	4,86,561
15.	July 27, 2018	10,100	24,72,488	Market Purchase	10	4,96,661
16.	July 30, 2018	12,000	29,23,967	Market Purchase	10	5,08,661
17.	July 31, 2018	8,000	16,06,944	Market Purchase	10	5,16,661
18.	August 1, 2018	12,000	29,80,741	Market Purchase	10	5,28,661
19.	August 2, 2018	4,244	10,52,492	Market Purchase	10	5,32,905
20.	August 13, 2018	10,000	24,04,945	Market Purchase	10	5,42,905
21.	August 14, 2018	10,000	23,82,492	Market Purchase	10	5,52,905
22.	August 16, 2018	2,254	5,36,872	Market Purchase	10	5,55,159
23.	August 17, 2018	4,369	10,57,786	Market Purchase	10	5,59,528
24.	August 20, 2018	10,000	24,47,063	Market Purchase	10	5,69,528
25.	August 21, 2018	10,000	24,48,296	Market Purchase	10	5,79,528
26.	October 1, 2018	3,000	6,78,024	Market Purchase	10	5,82,528
27.	October 3, 2018	5,000	11,79,090	Market Purchase	10	5,87,528
28.	October 4, 2018	6,000	1,397,881	Market Purchase	10	5,93,528
29.	October 5, 2018	2,000	4,52,574	Market Purchase	10	5,95,528
30.	October 8, 2018	3,000	6,95,437	Market Purchase	10	5,98,528
31.	June 25, 2019	(2,03,367)	NIL	Gift to Ashok Jaipuria Family Trust	10	3,95,161
32.	August 25, 2020	(50,000)	NIL	Gift to Yamini Kumar	10	3,45,161
33.	December 22, 2020	(21,877)	1,26,01,152	Sale through Buyback	10	3,23,284
34.	September 20, 2021	(50,600)	NIL	Gift	10	2,72,684
35.	June 20, 2022	1,36,342	NIL	Bonus Issue	10	4,09,026

36.	September 19, 2022	4,700	39,95,405	Market Purchase	10	4,13,726
37.	September 20, 2022	6,300	54,18,888	Market Purchase	10	4,20,026
38.	September 21, 2022	5,000	43,74,327	Market Purchase	10	4,25,026
39.	September 22, 2022	4,000	35,48,177	Market Purchase	10	4,29,026
40.	September 23, 2022	4,000	35,73,890	Market Purchase	10	4,33,026
41.	September 26, 2022	5,000	43,55,552	Market Purchase	10	4,38,026
42.	September 27, 2022	8,000	71,10,367	Market Purchase	10	4,46,026
43.	September 28, 2022	4,000	35,28,378	Market Purchase	10	4,50,026
44.	September 29, 2022	4,000	34,79,672	Market Purchase	10	4,54,026
45.	September 30, 2022	5,000	43,52,482	Market Purchase	10	4,59,026
<b>Cumulative Shareholding</b>						<b>4,59,026</b>

*Note: Since specific details of acquisition/sale of equity shares prior to April 1, 2000 are not available, aggregate shareholding as on April 1, 2000 is provided.*

**Aanchal Jaipuria Bhandari:**

Sr. No.	Date of the transaction	No. of shares	Transaction value (INR)	Nature of transaction	Nominal value (INR)	Cumulative No. of shares
1.	Opening as on April 1, 2000	44,860	4,63,762	Through purchases/Allotments	10	44,860
2.	March 28, 2003	44,860	NIL	Bonus Issue	10	89,720
3.	June 11, 2007	2,000	NIL	Transmission on dissolution of Aanchal Jaipuria Benefit Trust	10	91,720
4.	December 22, 2020	(5,813)	33,48,288	Sale through Buyback	10	85,907
5.	June 20, 2022	42,953	NIL	Bonus Issue	10	1,28,860
<b>Cumulative Shareholding</b>						<b>1,28,860</b>

*Note: Since specific details of acquisition/sale of equity shares prior to April 1, 2000 are not available, aggregate shareholding as on April 1, 2000 is provided.*

**Ambrish Jaipuria:**

Sr. No.	Date of the transaction	No. of shares	Transaction value (INR)	Nature of transaction	Nominal value (INR)	Cumulative No. of shares
1.	Opening as on April 1, 2000	1,97,900	24,08,863	Through purchases/Allotments	10	1,97,900
2.	May 16, 2001	78,000	22,62,000	Interse transfer from Gayatri & Annapurna	10	2,75,900
3.	March 28, 2003	2,75,900	NIL	Bonus issue	10	5,51,800
4.	March 31, 2004	1,000	NIL	Transmission on dissolution of Ambrish Jaipuria Benefit Trust	10	5,52,800
5.	May 25, 2016	(50,000)	1,84,22,571	Interse transfer to Gayatri & Annapurna	10	5,02,800
6.	June 15, 2017	(1,00,000)	4,21,80,909	Market Sale	10	4,02,800
7.	August 19, 2019	(20,000)	45,11,260	Market Sale	10	3,82,800
8.	August 21, 2019	(1,930)	4,23,806	Market Sale	10	3,80,870
9.	August 27, 2019	(12,257)	26,30,259	Market Sale	10	3,68,613
10.	August 28, 2019	(1,585)	3,43,280	Market Sale	10	3,67,028
11.	August 29, 2019	(14,228)	30,46,560	Market Sale	10	3,52,800
12.	December 22, 2020	(22,361)	1,28,79,936	Sale through Buyback	10	3,30,439
13.	June 20, 2022	1,65,219	NIL	Bonus Issue	10	4,95,658
<b>Cumulative Shareholding</b>						<b>4,95,658</b>

*Note: Since specific details of acquisition/sale of equity shares prior to April 1, 2000 are not available, aggregate shareholding as on April 1, 2000 is provided.*

**Abha Jaipuria:**

Sr. No.	Date of the transaction	No. of shares	Transaction value (INR)	Nature of transaction	Nominal value (INR)	Cumulative No. of shares
1.	Opening as on April 1, 2000	12,100	1,21,000	Through purchases/Allotments	10	12,100
2.	March 28, 2003	12,100	NIL	Bonus Issue	10	24,200
3.	December 22, 2020	(1,533)	8,83,008	Sale through Buyback	10	22,667
4.	June 20, 2022	11,333	NIL	Bonus Issue	10	34,000
<b>Cumulative Shareholding</b>						<b>34,000</b>

*Note: Since specific details of acquisition/sale of equity shares prior to April 1, 2000 are not available, aggregate shareholding as on April, 1, 2000 is provided.*

**Yamini Kumar:**

Sr. No.	Date of the transaction	No. of shares	Transaction value (INR)	Nature of transaction	Nominal value (INR)	Cumulative No. of shares
1.	June 22, 2017	1,000	4,29,305	Market Purchase	10	1,000
2.	August 25, 2020	50,000	NIL	Gift from Mr. Ashok Jaipuria	10	51,000
3.	December 22, 2020	(3,232)	18,61,632	Sale through Buyback	10	47,768
4.	September 20, 2021	25,000	NIL	Gift	10	72,768
5.	June 20, 2022	36,384	NIL	Bonus Issue	10	1,09,152
<b>Cumulative Shareholding</b>						<b>1,09,152</b>

**Pravasi Enterprises Limited:**

Sr. No.	Date of the transaction	No. of shares	Transaction value (INR)	Nature of transaction	Nominal value (INR)	Cumulative No. of shares
1.	Opening as on April 1, 2000	4,29,550	1,38,64,966	Through Purchases/Allotments	10	4,29,550
2.	March 15, 2001	6,000	1,80,600	Off-Market Purchase	10	4,35,550
3.	March 28, 2003	4,35,550	NIL	Bonus Issue	10	8,71,100
4.	May 11, 2015	(8,70,000)	1,40,33,100	Inter-se Transfer to Gayatri & Annapurna	10	1,100
5.	August 19, 2015	20,000	36,87,704	Market Purchase	10	21,100
6.	August 20, 2015	20,000	3,53,614	Market Purchase	10	41,100
7.	August 21, 2015	20,000	34,52,092	Market Purchase	10	61,100
8.	August 24, 2015	33,981	52,45,587	Market Purchase	10	95,081
9.	September 1, 2015	36,019	55,00,817	Market Purchase	10	1,31,100
10.	June 18, 2018	(1,30,000)	3,08,91,388	Inter-se Transfer to Gayatri & Annapurna	10	1,100
11.	July 21, 2020	2,680	NIL	Transmission pursuant to the Scheme of Amalgamation of Sunrise Manufacturing Company Limited an erstwhile Promoter Company	10	3,780
12.	July 21, 2020	1,280	NIL	Transmission on Scheme of	10	5,060

				Amalgamation of Hanuman Textile Manufacturing and Investment Co. Limited an erstwhile Promoter Company		
13.	December 22, 2020	(320)	1,84,320	Sale through Buyback	10	4,740
14.	June 20, 2022	2,370	NIL	Bonus Issue	10	7,110
<b>Cumulative Shareholding</b>						<b>7,110</b>

*Note: Since specific details of acquisition/sale of equity shares prior to April 1, 2000 are not available, aggregate shareholding as on April 1, 2000 is provided.*

**Andheri Properties and Developers Private Limited:**

Sr. No.	Date of the transaction	No. of shares	Transaction value (INR)	Nature of transaction	Nominal value (INR)	Cumulative No. of shares
1.	Opening as on September 30, 2009	4,60,322	2,77,67,824	Through Purchases/Allotments	10	4,60,322
2.	April 8, 2010	(11,273)	14,11,766	Market Sale	10	4,49,049
3.	April 9, 2010	(20,625)	25,70,578	Market Sale	10	4,28,424
4.	April 12, 2010	(12,345)	15,19,602	Market Sale	10	4,16,079
5.	April 13, 2010	(11,050)	13,54,147	Market Sale	10	4,05,029
6.	April 19, 2010	(4,497)	5,35,612	Market Sale	10	4,00,532
7.	April 20, 2010	(3,051)	3,62,481	Market Sale	10	3,97,481
8.	April 21, 2010	(31,564)	38,05,078	Market Sale	10	3,65,917
9.	April 22, 2010	(15,246)	18,40,122	Market Sale	10	3,50,671
10.	April 23, 2010	(11,549)	13,95,503	Market Sale	10	3,39,122
11.	April 26, 2010	(3,408)	4,15,490	Market Sale	10	3,35,714
12.	April 27, 2010	(75,000)	93,48,287	Market Sale	10	2,60,714
13.	April 28, 2010	(25,500)	30,41,564	Market Sale	10	2,35,214
14.	April 29, 2010	(27,176)	32,94,173	Market Sale	10	2,08,038
15.	April 30, 2010	(19,392)	23,55,215	Market Sale	10	1,88,646
16.	May 3, 2010	(22,024)	26,37,533	Market Sale	10	1,66,622
17.	May 4, 2010	(27,000)	32,55,761	Market Sale	10	1,39,622
18.	August 13, 2010	(3,500)	4,46,935	Market Sale	10	1,36,122
19.	August 26, 2010	(5,000)	6,66,856	Market Sale	10	1,31,122
20.	August 27, 2010	(10,000)	13,49,838	Market Sale	10	1,21,122
21.	August 30, 2010	(6,500)	8,71,185	Market Sale	10	1,14,622
22.	August 31, 2010	(5,000)	6,63,374	Market Sale	10	1,09,622
23.	September 13, 2010	(12,282)	16,13,900	Market Sale	10	97,340
24.	September 14, 2010	(14,718)	19,29,840	Market Sale	10	82,622
25.	September 15, 2010	(8,000)	10,60,993	Market Sale	10	74,622
26.	November 26, 2013	(74,000)	40,03,400	Interse Transfer to Gayatri & Annapurna	10	622
27.	June 20, 2022	311	NIL	Bonus Issue	10	933
<b>Cumulative Shareholding</b>						<b>933</b>

*Note: Since Andheri Properties and Developers Private Limited became the part of our promoter group on September 30, 2009, specific details of acquisition/sale of equity shares prior to September 30, 2009 are not available, aggregate shareholding as on September 30, 2009 is provided.*

**Ashok Jaipuria - Registered Owner C/o Gayatri & Annapurna - Beneficial Owner:**

Sr. No.	Date of the transaction	No. of shares	Transaction value (INR)	Nature of transaction	Nominal value (INR)	Cumulative No. of shares
1.	Opening as on April 1, 2000	8,52,750	1,88,87,656	Through Purchases/Allotments	10	8,52,750
2.	May 15, 2001	(82,000)	23,78,000	Inter-se Transfer to Ashok Jaipuria	10	7,70,750
3.	May 18, 2001	(78,000)	22,62,000	Inter-se Transfer to Ambrish Jaipuria	10	6,92,750
4.	August 7, 2001	1,00,000	32,30,000	Off Market Purchase	10	7,92,750
5.	September 17, 2001	9,04,686	2,29,79,024	Inter-se Transfer from Sunrise Manufacturing Company Limited	10	16,97,436
6.	December 26, 2001	4,00,012	1,38,20,414	Off Market Purchase	10	20,97,448
7.	December 26, 2001	2,99,990	1,03,64,654	Off Market Purchase	10	23,97,438
8.	March 28, 2003	23,97,438	NIL	Bonus Issue	10	47,94,876
9.	July 4, 2013	2,00,000	1,09,20,000	Inter-se Transfer from Cosmo Ferrites Limited an erstwhile Promoter company	10	49,94,876
10.	July 31, 2013	2,00,000	1,00,70,000	Inter-se Transfer from Cosmo Ferrites Limited an erstwhile Promoter company	10	51,94,876
11.	September 27, 2013	1,50,000	67,95,000	Inter-se Transfer from Cosmo Ferrites Limited an erstwhile Promoter company	10	53,44,876
12.	November 25, 2013	74,000	40,03,400	Inter-se Transfer from Andheri Properties and Developers Private Limited	10	54,18,876
13.	April 22, 2015	3,35,000	28,30,750	Inter-se Transfer from Hanuman Textile Manufacturing and Investment Co. Limited an erstwhile Promoter Company	10	57,53,876
14.	April 30, 2015	5,60,000	60,25,600	Inter-se Transfer from Sunrise Manufacturing Company Limited	10	63,13,876
15.	May 11, 2015	8,70,000	1,40,33,100	Inter-se Transfer from Pravasi Enterprises Limited	10	71,83,876
16.	May 31, 2016	50,000	1,85,27,429	Inter-se Transfer from Ambrish Jaipuria	10	72,33,876
17.	March 17, 2017	(23,89,000)	8,47,47,985	Inter-se Transfer to Hanuman Textile Manufacturing and Investment Co. Limited	10	48,44,876
18.	March 24, 2017	23,89,000	91,21,35,548	Inter-se Transfer from Hanuman Textile Manufacturing and Investment Co. Limited	10	72,33,876
19.	June 18, 2018	1,30,000	3,11,49,611	Inter-se Transfer from Pravasi Enterprises Limited	10	73,63,876
20.	June 22, 2018	6,708	15,30,768	Market Purchase	10	73,70,584
21.	June 25, 2018	10,000	22,88,086	Market Purchase	10	73,80,584
22.	June 26, 2018	5,000	11,48,202	Market Purchase	10	73,85,584

23.	June 27, 2018	8,000	18,36,541	Market Purchase	10	73,93,584
24.	June 28, 2018	10,000	22,74,496	Market Purchase	10	74,03,584
25.	July 20, 2018	21,668	43,35,842	Market Purchase	10	74,25,252
26.	January 28, 2019	2,000	38,74,641	Market Purchase	10	74,27,252
27.	January 29, 2019	8,000	15,39,134	Market Purchase	10	74,35,252
28.	January 30, 2019	2,639	5,03,659	Market Purchase	10	74,37,891
29.	January 31, 2019	7,500	14,54,106	Market Purchase	10	74,45,391
30.	February 1, 2019	5,500	10,78,404	Market Purchase	10	74,50,891
31.	February 4, 2019	4,361	8,28,657	Market Purchase	10	74,55,252
32.	February 20, 2019	5,823	9,95,982	Market Purchase	10	74,61,075
33.	February 21, 2019	2,741	4,85,700	Market Purchase	10	74,63,816
34.	February 22, 2019	3,000	5,59,514	Market Purchase	10	74,66,816
35.	February 26, 2019	9,000	16,95,541	Market Purchase	10	74,75,816
36.	February 27, 2019	10,000	18,90,935	Market Purchase	10	74,85,816
37.	February 28, 2019	7,400	13,97,292	Market Purchase	10	74,93,216
38.	March 6, 2019	15,000	30,56,238	Market Purchase	10	75,08,216
39.	December 22, 2020	(4,75,884)	27,41,09,184	Sale through Buyback	10	70,32,332
40.	June 20, 2022	35,16,166	NIL	Bonus Issue	10	1,05,48,498
<b>Cumulative Shareholding</b>						<b>1,05,48,498</b>

Note: Since specific details of acquisition/sale of equity shares prior to April 1, 2000 are not available, aggregate shareholding as on April 1, 2000 is provided.

**Fawkes Management Pvt Ltd - Registered Owner C/o Ashok Jaipuria Private Trust - Beneficial Owner:**

Sr. No.	Date of the transaction	No. of shares	Transaction value (INR)	Nature of transaction	Nominal value (INR)	Cumulative No. of shares
1.	August 30, 2017	100	43,101	Market Purchase	10	100
2.	June 20, 2022	50	NIL	Bonus Issue	10	150
<b>Cumulative Shareholding</b>						<b>150</b>

**Fawkes Management (P) Ltd - Registered Owner C/o Ashok Jaipuria Family Trust - Beneficial Owner:**

Sr. No.	Date of the transaction	No. of shares	Transaction value (INR)	Nature of transaction	Nominal value (INR)	Cumulative No. of shares
1.	June 25, 2019	2,03,367	NIL	Gift from Mr. Ashok Jaipuria	10	2,03,367
2.	December 22, 2020	(12,889)	74,24,064	Sale through Buyback	10	1,90,478
3.	June 20, 2022	95,239	NIL	Bonus Issue	10	2,85,717
<b>Cumulative Shareholding</b>						<b>2,85,717</b>

- b. Except as disclosed below, no Equity Shares have been purchased/ sold/ transferred by (either through the stock exchanges or off market transactions) by any of the (i) promoters; (ii) members of the promoter group and persons who are in control of the Company; (iii) directors and key managerial personnel; (iv) directors of the promoters/ members of the promoter group, where such promoter is a Company and of



persons who are in control of the Company during a period of (6) six months preceding the date of the Board Meeting at which the buyback was proposed and from the date of the Board Meeting till the date of the Public Announcement and (12) twelve months preceding the date of the Public Announcement:

**i. Promoter and members of promoter group:**

Name of the Shareholder	Aggregate number of Equity Shares purchased or sold	Nature of Transaction	Maximum Price (Rs.)	Date of Maximum Price	Minimum Price (Rs.)	Date of Minimum Price
Ashok Jaipuria	1,36,342	Bonus Issue	Nil	June 20, 2022	Nil	June 20, 2022
	4700	Market Purchase	855.95	September 19, 2022	845.95	September 19, 2022
	6300	Market Purchase	864.50	September 20, 2022	854.60	September 20, 2022
	5000	Market Purchase	879.20	September 21, 2022	870.10	September 21, 2022
	4000	Market Purchase	892.50	September 22, 2022	883.90	September 22, 2022
	4000	Market Purchase	899.00	September 23, 2022	892.10	September 23, 2022
	5000	Market Purchase	880.00	September 26, 2022	856.95	September 26, 2022
	8000	Market Purchase	894.85	September 27, 2022	882.50	September 27, 2022
	4000	Market Purchase	885.00	September 28, 2022	879.00	September 28, 2022
	4000	Market Purchase	872.00	September 29, 2022	868.00	September 29, 2022
	5000	Market Purchase	875.90	September 30, 2022	864.40	September 30, 2022
Aanchal Jaipuria Bhandari	42,953	Bonus Issue	Nil	June 20, 2022	Nil	June 20, 2022
Ambrish Jaipuria	1,65,219	Bonus Issue	Nil	June 20, 2022	Nil	June 20, 2022
Abha Jaipuria	11,333	Bonus Issue	Nil	June 20, 2022	Nil	June 20, 2022
Yamini Kumar	36,384	Bonus Issue	Nil	June 20, 2022	Nil	June 20, 2022
Pravasi Enterprises Limited	2370	Bonus Issue	Nil	June 20, 2022	Nil	June 20, 2022
Andheri Properties and Developers Private Limited	311	Bonus Issue	Nil	June 20, 2022	Nil	June 20, 2022
Ashok Jaipuria - Registered Owner C/o Gayatri & Annapurna - Beneficial Owner	35,16,166	Bonus Issue	Nil	June 20, 2022	Nil	June 20, 2022
Fawkes Management Pvt Ltd - Registered Owner C/o	50	Bonus Issue	Nil	June 20, 2022	Nil	June 20, 2022

Name of the Shareholder	Aggregate number of Equity Shares purchased or sold	Nature of Transaction	Maximum Price (Rs.)	Date of Maximum Price	Minimum Price (Rs.)	Date of Minimum Price
Ashok Jaipuria Private Trust - Beneficial Owner						
Fawkes Management (P) Ltd-Registered Owner C/o Ashok Jaipuria Family Trust - Beneficial Owner	95,239	Bonus Issue	Nil	June 20, 2022	Nil	June 20, 2022

**ii. Directors of the promoters/ members of the promoter group, where such promoter is a Company:**

Name of the Shareholder	Aggregate number of Equity Shares purchased or sold	Nature of Transaction	Maximum Price (Rs.)	Date of Maximum Price	Minimum Price (Rs.)	Date of Minimum Price
Manoj Kumar Gupta	100	Market Purchase	1,573.00	June 15, 2022	1,572.95	June 15, 2022
	400	Bonus Issue	Nil	June 20, 2022	Nil	June 20, 2022
	100	Market Purchase	905.00	June 20, 2022	898.50	June 20, 2022
Rajendra Kumar Sharma	25	Bonus Issue	Nil	June 20, 2022	Nil	June 20, 2022

**iii. Directors and KMP:**

Name of the Shareholder	Aggregate number of Equity Shares purchased or sold	Nature of Transaction	Maximum Price (Rs.)	Date of Maximum Price	Minimum Price (Rs.)	Date of Minimum Price
Anil Kumar Jain	(1,695)	Market Sale	1,778.75	February 10, 2022	1,770.00	February 10, 2022
	(195)	Market Sale	1,780.05	February 10, 2022	1,778.05	February 10, 2022
	(2000)	Market Sale	1765.00	March 31, 2022	1,755.05	March 31, 2022
	(1,500)	Market Sale	1,743.40	May 18, 2022	1,740.00	May 18, 2022
	16,300	Off market purchase pursuant to exercise of ESOP	1,710.00*	May 30, 2022	1,710.00*	May 30, 2022
	(8,500)	Market sale pursuant to exercise of ESOP	1,731.00	May 30, 2022	1,670.05	May 30, 2022

Name of the Shareholder	Aggregate number of Equity Shares purchased or sold	Nature of Transaction	Maximum Price (Rs.)	Date of Maximum Price	Minimum Price (Rs.)	Date of Minimum Price
	(2,000)	Market Sale	1,722.15	June 1, 2022	1,740.20	June 1, 2022
	(800)	Market Sale	1,807.85	June 2, 2022	1,802.55	June 2, 2022
	5,000	Bonus Issue	Nil	June 20, 2022	Nil	June 20, 2022
Har Kishanlal Agrawal	500	Bonus Issue	Nil	June 20, 2022	Nil	June 20, 2022
Anil Wadhwa	200	Market Purchase	889.79	August 19, 2022	889.79	August 19, 2022
Rakesh Kumar Nangia	10,740	Bonus Issue	Nil	June 20, 2022	Nil	June 20, 2022
Pankaj Poddar	59,410	Off market purchase through ESOP	1,351.10*	December 3, 2021	1,351.10*	December 3, 2021
	(3,500)	Market Sale	1,786.00	February 3, 2022	1,786.00	February 3, 2022
	(2000)	Market Sale	1,760.75	March 31, 2022	1,751.00	March 31, 2022
	43,534	Bonus Issue	Nil	June 20, 2022	Nil	June 20, 2022
Neeraj Jain <sup>#</sup>	2400	Off market purchase through ESOP	1,351.10*	December 3, 2021	1,351.10*	December 3, 2021
	(500)	Market Sale	1,731.12	March 16, 2022	1,731.12	March 16, 2022
	(1,000)	Market Sale	1,790.00	June 2, 2022	1,790.00	June 2, 2022
	(500)	Market Sale	1,814.06	June 7, 2022	1,814.06	June 7, 2022
	11,500	Bonus Issue	Nil	June 20, 2022	Nil	June 20, 2022
	(1,000)	Market Sale	916.84	August 17, 2022	916.03	August 17, 2022
Jyoti Dixit	50	Market Purchase	884.00	August 29, 2022	884.00	August 29, 2022

\*As per the section 17(2) read with the Rule 3(8) of the Income Tax Act, 1961.

# Neeraj Jain had sold 1,000 Equity Shares through market sale at a maximum price of INR 843.40 and minimum price of INR.825.00 on December 5, 2022 and 9,000 Equity Shares through market sale at a maximum price of INR 828.10 and minimum price of INR 820.30 on December 6, 2022.

#### 6.5 Shareholding of the promoters and members of the promoter group post-Buyback and compliance thereof with the SEBI Listing Regulations:

Pursuant to the proposed Buyback and depending on the response to the Buyback, the aggregate voting rights of the Promoters and members of the Promoter Group and persons in control of the Company, in the Company may change from the existing shareholding of the total equity capital and voting rights of the Company. Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Equity Shareholders upto their entitlement, the aggregate shareholding of the Promoters and members of the Promoter Group of the Company, post Buyback will [increase/ decrease] to [●] % of the post Buyback equity share capital of the Company. The Promoters and members of the Promoter Group and persons in control of the Company are already in control over the Company and therefore any further [increase/ decrease] in the voting rights of the Promoters and members of the Promoter Group and persons in control will not result in any change in control of the Company.

For details with respect to promoters' and members of the promoter group shareholding post Buyback please refer to paragraph 14 (*Capital Structure and Shareholding Pattern*) on page 32 of this Draft Letter of Offer

Upon completion of the Buyback, the Company will comply with the requirement of maintaining a minimum public shareholding of at least 25% of the total paid up Equity Share capital as provided under Regulation 38 of the SEBI Listing Regulations.

## 7. AUTHORITY FOR THE BUYBACK

The Buyback is being undertaken in accordance with Article 62 of the Articles of Association, Sections 68, 69 and 70, and other applicable provisions of the Companies Act, applicable rules thereunder including the Companies (Share Capital and Debentures) Rules, 2014, and the SEBI Buyback Regulations. The Buyback is subject to receipt of such approvals, permissions and sanctions, as may be required under the applicable laws including from the SEBI and/ or the BSE and NSE.

The Buyback has been authorised by the resolution of the Board of Directors passed at their meeting which was held on Thursday, December 1, 2022.

## 8. OBJECTIVE/NECESSITY OF THE BUYBACK

8.1 The Buyback is being proposed by the Company to return surplus funds to the equity shareholder/beneficial owner of the Equity Shares ("**Eligible Shareholders**"), which are over and above its ordinary capital requirements and in excess of any current investment plans, in an expedient, efficient and cost effective manner. The Company has accumulated free reserves and satisfactory liquidity as represented by its bank balances and marketable securities. The future generation of cash along with borrowings, if any, will support the resources required for investments and other operational requirements of the Company in the coming years. The Buyback provides an opportunity to the Company to return excess cash to the Equity Shareholders and to enhance overall shareholders' value. Additionally, the Company's management strives to increase the Equity Shareholders' value and the Buyback would result in the following benefits, amongst other things:

- The Buyback will improve financial ratios like earnings per share, return on capital employed, return on equity, calculated on the basis of financial statements, by reduction in the equity basis of the Company, thereby leading to long term increase in shareholders' value;
- The Buyback will help in achieving an optimal capital structure;
- The Buyback will help the Company to distribute surplus cash to the Equity Shareholders broadly in proportion to their shareholding, thereby, enhancing their overall return;
- The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve allocation of number of shares as per the entitlement of the shareholders or 15% of the number of Equity Shares to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder" as per Regulation 2(i)(n) of the SEBI Buyback Regulations;
- The Buyback gives an option to the Equity Shareholders to either (i) choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback or (ii) choose to not participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment.

8.2 After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to recommend and approve Buyback up to 10,09,345 (Ten Lakh Nine Thousand Three Hundred Forty Five) Equity Shares representing 3.70% of the total paid-up equity capital of the Company at price of INR 1,070/- (Indian Rupees One Thousand Seventy only) per Equity Share, payable in cash, for an aggregate maximum amount not exceeding INR 108,00,00,000/- (Indian Rupees One Hundred and Eight Crore only) excluding Transaction cost, which represents 9.95% and 9.22% of the aggregate of the Company's paid-up capital and free reserves as at March 31, 2022 (being the latest standalone and consolidated audited financial statements as on March 31, 2022).

8.3 The Buyback is not likely to cause any material impact on the profitability or earnings of the Company except a reduction in current investments.

8.4 The Buyback will not result in a change in control or otherwise affect the existing management structure of the Company.

8.5 The ratio of the aggregate of secured and unsecured debts owed by the Company to the fully paid-up share capital and free reserves shall be less than or equal to 2:1 on Standalone and Consolidated basis after the proposed Buyback, as prescribed by Section 68(2) (d) of the Companies Act and Regulation 4(ii) of the SEBI Buyback Regulations, assuming full acceptance by the Shareholders.

## **9. MANAGEMENT DISCUSSION AND ANALYSIS AND THE LIKELY IMPACT OF BUYBACK ON THE COMPANY**

9.1 The Company believes that the Buyback is not likely to cause any material impact on the profitability/ earnings of the Company except a reduction in the current investments. Assuming there is full response to the Buyback, the funds deployed by the Company towards the Buyback would be INR 108,00,00,000/- (Indian Rupees One Hundred and Eight Crore only) excluding the Transaction Costs.

9.2 The Buyback will not in any manner impair its ability to pursue growth opportunities or meet its cash requirements for business operations. The Buyback is likely to result in improvement in EPS and enhance the return on equity. The Buyback is being undertaken, inter alia, for helping the Company to return surplus cash to the Eligible Shareholders broadly in proportion to their shareholding, thereby, enhancing the overall return to the shareholders.

9.3 In terms of the Buyback Regulations, under the tender offer route, the promoter and members of the promoter group have the option to participate in the Buyback. In this regard, the Promoter and members of the promoter group have expressed its intention vide its letters dated December 1, 2022 to participate in the Buyback and offer up to their entitlement or such lower number of Equity Shares in accordance with the SEBI Buyback Regulations. For further details, please refer to “*Details of the Buyback - Intention of the promoters and members of the promoter group to participate in the Buyback*” on page 18.

9.4 The Buyback is not expected to result in a change in control or otherwise affect the existing management structure of the Company.

9.5 Consequent to the Buyback and based on the number of Equity Shares bought back from the Non-Resident Shareholders (including FIIs and FPIs), Indian financial institutions, banks and other shareholders, the shareholding under each category may undergo a change.

9.6 The FPIs are advised to ensure that their investment in the Company continues to be within the limit prescribed under applicable laws, post completion of the Buyback.

9.7 As required under Section 68(2)(d) of the Companies Act, 2013 the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice its paid up Equity Share capital and free reserves post completion of the Buyback, even if the response to the Buyback is to the extent of 100% (full acceptance).

9.8 In furtherance to the Regulation 24(i)(e) of the SEBI Buyback Regulations, the promoters and members of the promoter group of the Company and their associates, shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoter and members of promoter group) from the date of Board Meeting approving the Buyback till the closing of the Buyback.

9.9 In compliance with the provisions of the SEBI Buyback Regulations, the Company shall not raise further capital for a period of 1 (one) year (or such period as applicable in accordance with SEBI Buyback Regulations and circulars issued by SEBI) from the date on which the payment of consideration to shareholders who have accepted the buyback offer is made except in discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference share or debentures into equity shares. Further, the Company shall not issue any Equity Shares or other securities including by way of bonus issue till the date on which the payment of consideration to shareholders who have accepted the buyback offer is made in accordance with the Companies Act and the SEBI Buyback Regulations.

9.10 Salient financial parameters consequent to the Buyback based on the audited Standalone and Consolidated Financial Statements as at March 31, 2022 are set forth below:

Parameter	Standalone		Consolidated	
	Pre-Buyback	Post-Buyback*	Pre-Buyback	Post-Buyback*
Net worth <sup>#</sup> (INR crores)	1,087.89	979.89	1,175.43	1,067.43
Return on Net worth (%)	28.77	31.94	33.74	37.16
Basic EPS (INR)	116.54	121.10	147.70	153.47
Book value per share (INR)	399.09	373.30	431.21	406.64
Price / Earnings Ratio (P/E)**	6.46	6.22	5.10	4.91
Total Debt/ Equity Ratio	0.69	0.76	0.69	0.76

<sup>#</sup>Networth includes Paid-up equity share capital and Other equity (excluding revaluation reserves and miscellaneous expenditure to the extent not written off and foreign currency translation reserve)

\*The post Buyback numbers are calculated by reducing the net worth by the proposed Buyback of INR 108 crores (assuming full acceptance) without factoring in any other impact to the net worth.

\*\*Share price used to calculate P/E has been taken as closing price at the date of intimation of the Board Meeting for considering the Buyback on BSE i.e. INR 753.05 per share.

Note: Amounts mentioned in the table above are rounded off

The key ratios have been computed as below:

Key Ratios	Basis
Basic EPS (INR)	Net Profit After Tax attributable to equity shareholders / Weighted average number of Shares outstanding during the year adjusted for bonus issue in June 2022.
Book value per share (INR)	Networth includes Paid-up equity share capital and Other equity (excluding revaluation reserves and miscellaneous expenditure to the extent not written off and foreign currency translation reserve) / Number of Equity Shares outstanding at the end of year adjusted for bonus issue in June 2022.
Total Debt-Equity Ratio	Total Debt / Networth includes Paid-up equity share capital and Other equity (excluding revaluation reserves and miscellaneous expenditure to the extent not written off and foreign currency translation reserve)
Return on Net worth (%)	Net Profit After Tax / Networth includes Paid-up equity share capital and Other equity (excluding revaluation reserves and miscellaneous expenditure to the extent not written off and foreign currency translation reserve)
P/E Ratio	Market Value per Equity Share/ Earnings per Equity Share

## 10. BASIS OF CALCULATING THE BUYBACK OFFER PRICE

10.1 The Buyback Offer Price being INR 1,070/- per Equity Share has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average prices of the Equity Shares on the Stock Exchanges, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per Equity Share.

10.2 The Buyback Offer Price i.e., INR 1,070/- per Equity Share represents:

- Premium of 32.75% and 31.28% over the volume weighted average market price of the Equity Shares on BSE and on NSE, respectively, during the three months preceding November 28, 2022, being the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buy Back (“**Intimation Date**”)
- Premium of 51.39% and 52.23% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, for two weeks preceding the Intimation Date.
- Premium of 54.22% and 54.20% over the closing price of the Equity Shares on the BSE and NSE, respectively, as on November 25, 2022 being the day preceding the Intimation Date.

- d. Premium of 42.09% and 41.83% over the closing price of the Equity Shares on BSE and NSE, respectively, as on the Intimation Date.
- e. Premium of 29.18% and 29.26% over the closing price of the Equity Shares on BSE and NSE, respectively, as on the Board Meeting i.e., December 1, 2022, when the Buyback was approved.

10.3 The closing market price of the Equity Shares as on the date of intimation of the date of the Board Meeting i.e. November 28, 2022, was INR 753.05 and INR 754.40 on BSE and NSE, respectively. For trends in the market price of the Equity Shares, please refer to “*Stock Market Data*” on page 38.

10.4 Certain financial ratios as at March 31, 2022 (being the latest standalone and consolidated audited financial statements) (“**Pre-Buyback**”) as derived from our audited statements and the corresponding ratios assuming full acceptance of the Buyback (“**Post-Buyback**”) are set forth below:

Parameter	Pre-Buyback		Post-Buyback*	
	Standalone	Consolidated	Standalone	Consolidated
Return on Net worth (%)	28.77	31.94	33.74	37.16
Basic EPS (INR)	116.54	121.10	147.70	153.47
Book value per share (INR)	399.09	373.30	431.21	406.64

\* Assuming full acceptance of Equity Shares in the Buyback

## 11. SOURCES OF FUNDS FOR THE BUYBACK

11.1 Assuming full acceptance, the funds that would be utilised by the Company for the purpose of the Buyback would be INR 108,00,00,000/- (Indian Rupees One Hundred and Eight Crore only) excluding the Transaction Costs.

11.2 The funds required for implementation of the Buyback (including the Transaction Costs) will be sourced from current balances of cash and cash equivalents and/or internal accruals of the Company and/or liquidation of financial instruments held by the Company. The Company will transfer from its free reserves and/or securities premium account a sum equal to the nominal value of the Equity Shares bought back pursuant to the Buyback to the Capital Redemption Reserve Account and details of such transfer will be disclosed in the subsequent audited financial statements of the Company. The Company has neither raised nor does it intend to raise additional debt in connection with the Buyback.

11.3 The Company confirms that the funds for the Buyback (including the Transaction Costs) will be made available out of its internal accruals and not out of the funds borrowed, if any, from banks and financial institutions.

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

12.1 In accordance with Regulation 9(xi) of the SEBI Buyback Regulations, an Escrow Agreement has been entered into amongst the Company, the Manager to the Buyback and the Escrow Agent.

12.2 In accordance with the SEBI Buyback Regulations, the Company has appointed IndusInd Bank Limited, having its registered office at 2401, Gen. Thimmayya Road, (Cantonment), Pune- 411 001, as the Escrow Agent for Buyback and an Escrow Agreement has been entered into amongst the Company, the Manager to the Buyback and Escrow Agent on December 2, 2022.

12.3 In accordance with the Escrow Agreement, the Company shall open an Escrow Account in the name and style of “*Cosmo First Limited – Buyback 2022 – Escrow A/c*” with the Escrow Agent. In accordance with Regulation 9(xi) of the SEBI Buyback Regulations, the Company will deposit a sum of INR 25,80,00,000/- (Indian Rupees Twenty-Five Crores and Eighty Lakhs Only) in cash in the Escrow Account, which is the aggregate of 25% up to INR 100 crore (Indian Rupees Hundred Crore only) and 10% thereafter of the Buyback Offer Size, on or before Buyback Opening Date. In accordance with the SEBI Buyback Regulations, the Manager to the Buyback will be empowered to operate the Escrow Account.

## 13. FIRM FINANCING ARRANGEMENTS

13.1 The Company has adequate and firm financial resources to fulfil the obligations under the Buyback and the

same has been certified by Manish Jain & Associates, Chartered Accountants (Firm Registration No: 015608N) through their Partner, Neeraj Diwan (Membership Number: 514575), by their certificate dated December 1, 2022. The registered office address of Chartered Accountant is Plot No.-290, Phase-I, Industrial Area, Panchkula-134113, Haryana, India and its telephone no. is +91 97800 43314 and its email id is cadiwanneeraj@gmail.com.

- 13.2 Based on the aforementioned certificate, the Manager to the Buyback confirms that it is satisfied that firm arrangements for fulfilling the obligations under the Buyback are in place and that the Company has the ability to implement the Buyback in accordance with the SEBI Buyback Regulations.

#### 14. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- 14.1 The present and the post-Buyback capital structure of the Company are set forth below:

Particulars	Present	Post completion of Buyback
Authorised share capital	INR 60,00,00,000 (6,00,00,000 Equity Shares)	INR 60,00,00,000 (6,00,00,000 Equity Shares)
Issued, subscribed and fully paid-up share capital	INR 27,25,90,720 (2,72,59,072 Equity Shares)	INR 26,24,97,270 (2,62,49,727 Equity Shares) <sup>#</sup>

<sup>#</sup>Assuming the full Acceptance of the Buyback Offer Size. However, the post-Buyback issued, subscribed and paid-up capital may differ depending upon the actual number of Equity Shares bought back.

- 14.2 The details of buyback undertaken by the Company in the last three years from the date of this Draft Letter of Offer are set out below:

Opening Date	Closing Date	Method of Buyback	Equity Shares bought back
November 27, 2020	December 11, 2020	Tender Offer	12,67,361

- 14.3 The Company confirms that:

- All Equity Shares are fully paid-up and there are no partly paid-up shares or calls in arrears;
- There are no outstanding convertible securities; and
- no scheme of amalgamation or compromise or arrangement pursuant to the Companies Act is pending in relation to the Company

- 14.4 The shareholding pattern of the Company, as on the Record date, i.e. December 14, 2022 (Pre-Buyback) and post-Buyback (assuming full acceptance of 10,09,345 Equity Shares in the Buyback), is provided below:

Particulars	Pre-Buyback		Post-Buyback <sup>#</sup>	
	No. of Equity Shares	% to the existing Equity Share Capital	No. of Equity Shares	% to the post-Buyback Equity Share Capital
Promoters, promoter group and persons acting in concert (Collectively "the Promoters")	[●]	[●]	[●]	[●]
Foreign Investors (Including Non-Resident Indians, FIIs)	[●]	[●]	[●]	[●]
Financial Institutions/Banks & Mutual Funds promoted by Banks/Institutions and Insurance Companies	[●]	[●]	[●]	
Others (Public, Public Bodies Corporate etc.)	[●]	[●]	[●]	
Shares held by Employee Trust	[●]	[●]	[●]	
<b>Total</b>	2,72,59,072	100	26,249,727	100

<sup>#</sup>Assuming the full Acceptance of the Buyback Offer Size. However, the post-Buyback issued, subscribed and paid-up capital may differ depending upon the actual number of Equity Shares bought back.

- 14.5 Assuming full acceptance of the Buyback, the issued, subscribed and paid-up equity share capital of the



Company would be as fully set out in paragraph 14.1 of this Draft Letter of Offer.

14.6 Please refer to paragraph 14.4 of this Draft Letter of Offer for details regarding shareholding (pre and post Buyback) of the promoters and members of the promoter group in the Company.

## 15. BRIEF INFORMATION ABOUT THE COMPANY

15.1 The Company was originally incorporated as Cosmo Films Limited on October 7, 1976 pursuant to certificate of Incorporation issued by Registrar of Companies, Delhi & Haryana (“RoC”) dated October 7, 1976 under the Companies Act, 1956. Thereafter, our Company received a certificate of commencement of business from the RoC on January 27, 1977. The name of the Company was changed to Cosmo First Limited and it received a fresh certificate of incorporation pursuant to change of name on July 08, 2022. The registered and corporate office of the Company is located at 1008, DLF Tower-A, Jasola District Centre, New Delhi - 110 025, India.

15.2 The Company is engaged in the business of manufacturer, importer, exporter and dealer of packaging, lamination and labeling films, synthetic paper, specialty chemicals and pet care.

15.3 The Company’s Equity Shares are listed on BSE and NSE since October 28, 1980 and May 25, 1995, respectively. The Equity Shares are currently traded in compulsory dematerialized mode under the trading code(s) 508814 at BSE and COSMOFIRST at NSE. The ISIN of the Equity Shares is INE757A01017.

15.4 *Growth of the Company:* During fiscal year 2022, the Company achieved consolidated revenue of INR 3,038.39 crores registering year-on-year growth of 32.96% as compared to fiscal year 2021 and profit after tax was INR 396.61 crores, registering year-on-year growth of 67.42% as compared to fiscal year 2021. For further details on financial information about the Company for the fiscal years 2020, 2021 and 2022, see “Financial information about the Company” on page 37 of this Draft Letter of Offer.

15.5 The following table sets forth the history of the equity share capital of the Company:

Date of Allotment	Number of Equity Shares	Face Value per Equity Share	Issue Price per Equity Share	Nature of consideration	Reasons for Allotment	Cumulative number of Equity Share	Cumulative Equity Share Capital (INR)
November 4, 1976	700	10	10	Cash	Subscribers to MOA	700	7000
November 4, 1976*	4,300	10	10	Cash	Allotment	5000	50000
July 21, 1979*	215,000	10	10	Cash	Right Issue	220000	2200000
October 13, 1979*	239,000	10	10	Cash	Right Issue	459000	4590000
September 6, 1980*	441,000	10	10	Cash	Public Issue	900000	9000000
September 12, 1987 to March 2, 1988*	1,487,600	10	40	Cash	Right Issue & Public Issue	2387600	23876000
September 1, 1992	69,000	10	40	-	Conversion of Part Rupee Loan	2456600	24566000
August 2, 1993*	3,036,850	10	-	-	Conversion of Part-I of Fully Convertible Debentures	5493450	54934500
May 7, 1994	1,000,000	10	65	Cash	Private Placement	6493450	64934500
October 31, 1994	1,000,000	10	150	Cash	Private Placement	7493450	74934500
October	751,204	10	-	-	Conversion of	8244654	82446540

Date of Allotment	Number of Equity Shares	Face Value per Equity Share	Issue Price per Equity Share	Nature of consideration	Reasons for Allotment	Cumulative number of Equity Share	Cumulative Equity Share Capital (INR)
16, 1996					Fully Convertible Debentures		
November 27, 2002	242,051	10	-	-	Pursuant to Scheme of Amalgamation of Erstwhile Gujarat Propack Limited with the Company	8486705	84867050
March 28, 2003	8,486,705	10	-	-	Bonus Issue	16973410	169734100
December 14, 2004	2,466,666	10	75	Cash	Preferential Allotment	19440076	194400760
December 22, 2020 <sup>#</sup>	(12,67,361)	10	NA	Cash	Buy-back	18172715	181727150
June 20, 2022	9,086,357	10	-	-	Bonus Issue	27259072	272590720

*\*We have placed reliance on the disclosures made in the Board minutes and/or financial statements, to ascertain the details of the issue of Equity Shares, the nature of allotment, issue price per equity share and the nature of consideration since the Form 2 for the relevant allotments are neither available in the records of our Company nor are they available in the records of the RoC as certified by CS Shivani Agarwal, Company Secretaries, membership no.36232 and Certificate of Practice no. 18282 in the search report dated October 24, 2020.*

*<sup>#</sup>12,67,361 (Twelve Lakh Sixty Seven Thousand Three Hundred and Sixty One Only) Equity Shares were bought back by the Company from its shareholders through the tender offer route at a price of INR 576 (Indian Rupees Five Hundred and Seventy Six Only) per share.*

15.6 The following table sets forth details regarding the Board of Directors as on the date of the Public Announcement (i.e., December 2, 2022):

Name, Qualifications, Occupation, Age (in years) and DIN	Designation	Date of joining/ Appointment/ Reappointment	Other Directorships and designated partnerships in LLPs
<b>Mr. Ashok Jaipuria</b> <b>Qualification:</b> Degree in Associate of Arts in Business Administration from John Quincy Adams College and Diploma in Marketing Sciences from Institute of marketing & Management; <b>Occupation:</b> Business; <b>Age:</b> 69 years; <b>DIN:</b> 00214707	Chairman & Managing Director	October 10, 1976	1. Hindware Home Innovation Limited; 2. Hindware Limited
<b>Mr. Anil Kumar Jain</b> <b>Qualification:</b> Bachelor's degree in Commerce from Meerut University, member of the Institute of Cost and Works Accountants of India, Certified Information Systems Auditor from Information Systems Audit and Control Association; <b>Occupation:</b> Professional;	Whole-time Director	May 24, 2011	1. Usha International Limited 2. Cosmo Speciality Chemicals Private Limited 3. Cosmo Speciality Polymers Private Limited 4. Cosmo Films Inc.,

Name, Qualifications, Occupation, Age (in years) and DIN	Designation	Date of joining/ Appointment/ Reappointment	Other Directorships and designated partnerships in LLPs
Age: 71 years; DIN: 00027911			USA 5. CF (Netherlands) Holdings Limited, BV, Netherlands 6. Cosmo Films Japan G.K 7. Cosmo Films Korea Limited 8. Cosmo Films Poland SO. Z.O.O 9. Cosmo Films Singapore Pte. Limited 10. Cosmo Films Holdings Private (Thailand) Co. Limited
<b>Mr. Pratip Chaudhuri</b> <b>Qualifications:</b> Bachelor's degree in Science from University of Delhi, Master's degree in Business and Administration from Panjab University, Certified Associate from the Indian Institute of Bankers; <b>Occupation:</b> Retired Banker; <b>Age:</b> 69 years; <b>DIN:</b> 00915201	Non-Independent Non-Executive Director	November 10, 2014	1. CESC Limited 2. Firstsource Solutions Limited 3. Spencer's Retail Limited 4. Dynamic Drilling & Services Private limited; 5. MedAssist Holding LLC; 6. FirstSource Group USA, Inc;
<b>Mr. Har Kishanlal Agrawal</b> <b>Qualification:</b> Bachelor's degree in engineering from Jodhpur University, post Graduate Diploma in Business Administration from Indian Institute of Management, Ahmedabad and was award gold medal for scholastic Merit; <b>Occupation:</b> Professional; <b>Age:</b> 75 years; <b>DIN:</b> 00260592	Independent Director	January 13, 2000	NIL
<b>Ms. Alpana Parida Shah</b> <b>Qualification:</b> Bachelors' degree in Arts from Delhi University and Post graduate diploma course in Business Administration from Indian Institute of Management, Ahmedabad <b>Occupation:</b> Professional <b>Age:</b> 59 years; <b>DIN:</b> 06796621	Independent Director	February 14, 2014	1. Tiivra Ventures Private Limited 2. FSN E-Commerce Ventures Limited 3. Nestle India Limited 4. NYKAA Fashion Private Limited; 5. Jivagro Limited 6. Nexus Select Mall Management Private Limited; 7. FSN Brands Marketing Private Limited 8. Hindware Limited 9. Nykaa Foundation
<b>Mr. Hoshang Noshirwan Sinor</b> <b>Qualification:</b> Bachelor's degree in	Independent Director	May 22, 2015	1. Universal Trustees Private Limited

Name, Qualifications, Occupation, Age (in years) and DIN	Designation	Date of joining/ Appointment/ Reappointment	Other Directorships and designated partnerships in LLPs
Commerce from Poddar College of Commerce and Economics, Bombay University and bachelor's degree in Law from Siddharth College of Law, Bombay University; <b>Occupation:</b> Retired Banker; <b>Age:</b> 77 years; <b>DIN:</b> 00074905			
<b>Mr. Anil Wadhwa</b> <b>Qualification:</b> Master Degree in History with specialization in Chinese history and Medieval Indian history and architecture from Delhi University; <b>Occupation:</b> Ex-Diplomat from Indian Foreign Service; <b>Age:</b> 65 years; <b>DIN:</b> 08074310	Independent Director	May 23, 2018	1. Galfar Engineering & Contracting (India) Private Limited; 2. AGI Greenpac Limited; 3. India Pathfinders Strategic Advisors LLP.
<b>Mr. Rakesh Nangia</b> <b>Qualification:</b> Bachelor's degree in Commerce from University of Allahabad, Member and Practicing Chartered Accountant of the Institute of Chartered Accountants of India; <b>Occupation:</b> Professional; <b>Age:</b> 68 years; <b>DIN:</b> 00147386	Independent Director	November 10, 2020	1. True Gainers Network Private Limited 2. Torrence Capital Advisors Private Limited 3. The Indo-Canadian Business Chamber 4. Nangia Andersen India Private Limited 5. Nangia & Co LLP
<b>Arjun Singh</b> <b>Qualification:</b> Bachelor's degree in Technology (Chemical Engineering) from Indian Institute of Technology, Bombay and Post Graduate Diploma in Management from Indian Institute of Management, Calcutta; <b>Occupation:</b> Professional; <b>Age:</b> 62 years; <b>DIN:</b> 01942319	Independent Director	October 27, 2021	1. Yodlee Infotech Private Limited 2. Finbonacci Softsys Private Limited 3. Yodlee Finsoft Private Limited

15.7 The changes in our Board during the three years immediately preceding the date of the Public Announcement are as follows:

Name of the Director	Appointment/ Cessation	Effective Date	Reasons
Dr. Vivek Nangia	Cessation	June 25, 2020	Resignation due to new work assignment
Rajeev Gupta	Cessation	August 7, 2020	Retired by rotation, as he did not offer himself for reappointment
Rakesh Nangia	Appointment	November 10, 2020	Appointed as an Additional Director in capacity of Non-Executive Independent Director
Rakesh Nangia	Appointment	July 23, 2021	Regularisation of appointment by shareholders at the AGM.
Arjun Singh	Appointment	October 27, 2021	Appointed as an Additional Director in capacity of Non-Executive Independent Director
Arjun Singh	Appointment	June 29, 2022	Regularisation of appointment by shareholders at the AGM.

Except as mentioned above, there were no changes in our Board during the last three years immediately preceding the date of the Public Announcement.

15.8 The Buyback will not result in any benefit to any directors of the Company, promoters and members of the promoter group and persons in control of the Company except to the extent of their participation in the Buyback and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to a reduction in the equity share capital post Buyback.

## 16. FINANCIAL INFORMATION ABOUT THE COMPANY

16.1 The salient financial information of the Company, as extracted from the audited standalone and consolidated results for the fiscal year 2020, 2021 and 2022 and unaudited standalone and consolidated results for six months period ended September 30, 2022:

INR crores

Particulars	Standalone				Consolidated			
	Fiscal 2020	Fiscal 2021	Fiscal 2022	As on September 30, 2022	Fiscal 2020	Fiscal 2021	Fiscal 2022	As on September 30, 2022
Revenue from Operations (Net)	2,032.12	2,082.91	2,824.15	1,515.86	2,203.53	2,285.18	3,038.39	1,620.62
Other Income	19.91	35.51	45.56	26.15	19.46	37.74	48.32	18.29
<b>Total Income</b>	<b>2,052.03</b>	<b>2,118.42</b>	<b>2,869.71</b>	<b>1,542.01</b>	<b>2,222.99</b>	<b>2,322.92</b>	<b>3,086.71</b>	<b>1,638.91</b>
Total Expense (excluding finance costs, depreciation & amortization, tax and exceptional items)	1,789.61	1,812.99	2,343.82	1,281.91	1,942.53	1,994.18	2,466.98	1,364.54
Finance Cost	49.39	39.71	37.43	19.63	52.57	41.68	39.81	21.39
Depreciation & Amortisation	49.57	52.50	58.08	30.18	65.05	59.22	63.30	32.58
Exceptional Items	-	-	-	-	-	-	-	-
<b>Profit before Tax</b>	<b>163.46</b>	<b>213.22</b>	<b>430.38</b>	<b>210.29</b>	<b>162.84</b>	<b>227.84</b>	<b>516.62</b>	<b>220.40</b>
Provision for Tax (including deferred tax)	49.42	89.88	117.44	53.61	49.40	91.84	120.01	53.87
<b>Profit after Tax</b>	<b>114.04</b>	<b>123.34</b>	<b>312.94</b>	<b>156.68</b>	<b>113.44</b>	<b>136.00</b>	<b>396.61</b>	<b>166.53</b>
Paid-up equity share capital	19.44	18.17	18.17	27.26	19.44	18.17	18.17	27.26
Reserves and Surplus*	725.99	816.11	1,069.72	1,210.46	707.19	823.02	1,157.26	1,305.34
<b>Net worth<sup>#</sup></b>	<b>745.43</b>	<b>834.28</b>	<b>1,087.89</b>	<b>1,237.72</b>	<b>726.63</b>	<b>841.19</b>	<b>1,175.43</b>	<b>1,332.60</b>
Non-current Borrowings	355.30	337.57	479.65	414.57	355.30	337.57	479.65	414.57
Current portion of long term borrowings	127.64	129.00	125.15	164.96	127.64	129.00	125.15	164.96
Current borrowings	237.94	243.14	144.25	197.87	306.51	293.72	205.25	259.63
<b>Total debt</b>	<b>720.88</b>	<b>709.71</b>	<b>749.05</b>	<b>777.40</b>	<b>789.45</b>	<b>760.29</b>	<b>810.05</b>	<b>839.16</b>
Net Debt**	537.25	460.88	301.61	369.90	583.58	438.16	303.34	369.95

\*Excluding revaluation reserves and miscellaneous expenditure to the extent not written off and foreign currency translation reserve.

<sup>#</sup>Networth includes Paid-up equity share capital and Other equity (excluding revaluation reserves and miscellaneous expenditure to the extent not written off and foreign currency translation reserve)

\*\*Net Debts means total debt minus cash and cash equivalents including liquid investments

Note: The figures pertaining to Fiscal 2020, 2021 and 2022 has been extracted from the Annual Report of Fiscal 2020, 2021 and 2022 respectively. The figures pertaining to six months period ended September 30, 2022 has been extracted from the unaudited limited reviewed standalone and consolidated results for the six months period ended September 30, 2022 filed with BSE and NSE.

## Key Ratios

Particulars	Standalone				Consolidated			
	Fiscal 2020	Fiscal 2021	Fiscal 2022	As on September 30, 2022	Fiscal 2020	Fiscal 2021	Fiscal 2022	As on September 30, 2022
Basic EPS (INR)	39.67	44.09	116.54	58.22**	39.46	48.61	147.70	61.89**
Diluted EPS (INR)	39.67	43.64	114.14	57.13**	39.46	48.11	144.66	60.73**
Book value per share (INR)	255.63	306.06	399.09	454.06	249.19	308.59	431.21	488.86
Total Debt/ Equity Ratio	0.97	0.85	0.69	0.63	1.09	0.90	0.69	0.63
Net Debt*/ Equity Ratio	0.72	0.55	0.28	0.30	0.80	0.52	0.26	0.28
Return on Net Worth (%)	15.30	14.78	28.77	12.66**	15.61	16.17	33.74	12.50**

\*Net debts means total debt minus cash and cash equivalents including liquid investments

\*\* Not annualised.

The key ratios have been computed as below:

Key Ratios	Basis
Basic/Diluted EPS (INR)	Net Profit After Tax attributable to equity shareholders / Weighted average number of Shares outstanding during the year adjusted for bonus issue in June 2022.
Book value per share (INR)	Networth includes Paid-up equity share capital and Other equity (excluding revaluation reserves and miscellaneous expenditure to the extent not written off and foreign currency translation reserve) / Number of Equity Shares outstanding at the end of year adjusted for bonus issue in June 2022.
Total Debt-Equity Ratio	Total Debt / Networth includes Paid-up equity share capital and Other equity (excluding revaluation reserves and miscellaneous expenditure to the extent not written off and foreign currency translation reserve)
Return on Net worth (%)	Net Profit After Tax / Networth includes Paid-up equity share capital and Other equity (excluding revaluation reserves and miscellaneous expenditure to the extent not written off and foreign currency translation reserve)

16.2 The Company hereby declares that it will comply with the Takeover Regulations, as amended, if it becomes applicable, in connection with the Buyback.

16.3 The Company hereby also declares that it has complied with and will comply with Sections 68, 69 and 70 of the Companies Act, in conception with the Buyback.

## 17. STOCK MARKET DATA

17.1 The Equity Shares are currently traded in compulsory dematerialized mode under the trading symbol/ code(s) 508814 at BSE and COSMOFIRST at NSE. The ISIN of the Equity Shares is INE757A01017.

17.2 The high, low and average market prices in preceding three fiscal years and the monthly high, low and average market prices for the six months preceding the date of the Public Announcement and their corresponding volumes on BSE and NSE are given below:

### BSE:

Period	High* (INR)	Date of High	Number of Equity Shares traded on that date	Low* (INR)	Date of Low	Number of Equity Shares traded on that date	Average Price* (INR)	Total Volume of Equity Shares traded in the period (No. of Equity Shares)
Preceding three years								
April 1, 2021 to	1,888.00	January	19,481	608.75	April 05,	7,489	1,290.38	27,75,576

Period	High* (INR)	Date of High	Number of Equity Shares traded on that date	Low* (INR)	Date of Low	Number of Equity Shares traded on that date	Average Price* (INR)	Total Volume of Equity Shares traded in the period (No. of Equity Shares)
March 31, 2022		21, 2022			2021			
April 1, 2020 to March 31, 2021	697.85	March 15, 2021	12,967	202.95	April 03, 2020	3,204	410.05	29,92,678
April 1, 2019 to March 31, 2020	357.00	February 26, 2020	93,274	186.30	August 05, 2019	2,303	230.40	12,90,311
<i>Preceding six months</i>								
November 1, 2022 to November 30, 2022	814.20	November 29, 2022	22,425	657.95	November 15, 2022	13,812	738.71	2,03,599
October 1, 2022 to October 31, 2022	899.30	October 3, 2022	5,524	728.05	October 31, 2022	6,160	812.91	1,50,682
September 1, 2022 to September 30, 2022	929.90	September 1, 2022	4,194	837.05	September 16, 2022	13,315	880.26	1,47,414
August 1, 2022 to August 31, 2022	937.95	August 17, 2022	12,289	858.20	August 16, 2022	12,778	897.60	1,87,479
July 1, 2022 to July 31, 2022	1,040.55	July 11, 2022	4,283	878.70	July 28, 2022	10,468	960.25	1,33,483
June 17, 2022 to June 30, 2022	1,098.00	June 27, 2022	18,585	885.85	June 20, 2022	13,245	974.04	65,915
June 16, 2022 <sup>#</sup>	1,153.90	June 16, 2022	9,672	1,014.95	June 16, 2022	9,672	1,029.15	9,672
June 1, 2022 to June 15, 2022	1,874.25	June 02, 2022	9,857	1,539.90	June 15, 2022	10,232	1,722.36	61,065

Source: www.bseindia.com

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

<sup>#</sup>Ex-date of Bonus issue of (1:2) on June 16, 2022 and Average price for June 16, 2022 is considered as the closing price as on that date.

#### NSE:

Period	High* (INR)	Date of High	Number of Equity Shares traded on that date	Low* (INR)	Date of Low	Number of Equity Shares traded on that date	Average Price* (INR)	Total Volume of Equity Shares traded in the period (No. of Equity Shares)
<i>Preceding three years</i>								
April 1, 2021 to March 31, 2022	1,889.00	January 21, 2022	3,01,277	607.25	April 05, 2021	52,627	1,290.13	2,52,06,005
April 1, 2020 to March 31, 2021	698.90	March 15, 2021	2,14,934	201.60	April 03, 2020	70,902	410.07	3,57,02,339
April 1, 2019 to March 31, 2020	356.20	February 26, 2020	7,68,295	185.00	May 15, 2019	12,763	230.48	92,78,954
<i>Preceding six months</i>								
November 1, 2022 to November 30,	815.00	November 29, 2022	3,75,225	658.10	November 15, 2022	2,55,278	738.94	20,37,290

Period	High* (INR)	Date of High	Number of Equity Shares traded on that date	Low* (INR)	Date of Low	Number of Equity Shares traded on that date	Average Price* (INR)	Total Volume of Equity Shares traded in the period (No. of Equity Shares)
2022								
October 1, 2022 to October 31, 2022	895.55	October 4, 2022	32,116	728.80	October 31, 2022	30,587	812.42	9,54,615
September 1, 2022 to September 30, 2022	925.00	September 1, 2022	74,111	837.00	September 16, 2022	13,315	880.57	1,79,046
August 1, 2022 to August 31, 2022	937.00	August 17, 2022	2,36,169	851.10	August 16, 2022	75,110	897.41	15,83,576
July 1, 2022 to July 31, 2022	1,039.90	July 11, 2022	71,619	879.00	July 28, 2022	1,03,929	960.68	13,24,180
June 17, 2022 to June 30, 2022	1,098.60	June 27, 2022	3,36,466	882.05	June 20, 2022	1,61,675	974.03	9,53,805
June 16, 2022 <sup>#</sup>	1,194.00	June 16, 2022	152,516	1,015.00	June 16, 2022	1,52,516	1,027.00	1,52,516
June 1, 2022 to June 15, 2022	1,880.00	June 02, 2022	1,58,992	1,508.65	June 15, 2022	76,815	1,722.79	7,56,008

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

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

<sup>#</sup>Ex-date of Bonus issue of (1:2) on June 16, 2022 and Average price for June 16, 2022 is considered as the closing price as on that date.

Note:

Share Price data prior to June 16, 2022 has been adopted based on BSE and NSE database and has not been adjusted for bonus issue in June 2022. Hence, the price data is not comparable with subsequent price data.

17.3 The closing market price of the Equity Shares of the Company as on November 30, 2022 i.e., the trading day before December 1, 2022 being the date of Board Meeting approving the Buyback was INR 802.30 per Equity Share on BSE and INR 802.80 per Equity Share on NSE.

17.4 The closing market price of the Equity Shares of the Company as on December 1, 2022 i.e., the date of Board Meeting approving the Buyback was INR 828.30 per Equity share on BSE and INR 827.80 per Equity share on NSE.

17.5 The closing market price of the Equity Shares of the Company as on December 2, 2022 i.e. the trading day immediately after December 1, 2022, being the date of Board Meeting approving the Buyback and the date of the Public Announcement was INR 843.30 per Equity Share on BSE and INR 843.40 per Equity Share on NSE.

## 18. DETAILS OF THE STATUTORY APPROVALS

18.1 The Buyback will be subject to such necessary approvals as may be required under the applicable laws including from the SEBI and/ or the BSE and the NSE, and the Buyback from Non-Resident Shareholders, erstwhile overseas corporate bodies and other applicable categories will be subject to such approvals of the Reserve Bank of India, if any, under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder.

18.2 The Buyback from each Eligible Shareholder is subject to all statutory consents and approvals as may be required by such Eligible Shareholder under applicable laws and regulations. The Eligible Shareholder shall be solely responsible for obtaining all such statutory consents and approvals (including, without limitation the approvals from the Reserve Bank of India, if any) as may be required by them in order to sell their Equity



Shares to the Company pursuant to the Buyback. An Eligible Shareholder would be required to provide copies of all such consents and approvals obtained by them to the Registrar to the Buyback. The Buyback of Shares from Non Resident Shareholders, Overseas Corporate Bodies (OCBs) Foreign Portfolio Investors (FPIs), and members of foreign nationality, if any, etc., will be subject to rules, regulations and approvals, if any, of the appropriate authorities, including RBI under FEMA, as applicable. It is the obligation of such Non Resident Shareholders, to obtain such approvals and submit such approvals along with the Tender Form, so as to enable them to tender Equity Shares in the Buyback and for the Company to purchase such Equity Shares tendered. The Company will have the right to make payment in respect of the Equity Shareholders for whom no prior approval from the RBI approval is required and not accept Equity Shares from the Equity Shareholders in respect of whom prior approval from the RBI is required and in the event copies of such approvals are not submitted. Non-Resident Shareholders (excluding OCBs) permitted under the automatic process prescribed under applicable FEMA Regulations, read with the consolidated Foreign Direct Investment policy issued by the Government of India, are not required to obtain approvals from RBI.

- 18.3 By agreeing to participate in the Buyback, the non-resident Eligible Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reportings, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting.
- 18.4 No other statutory approvals are required by the Company for the Buyback as on the date of this Draft Letter of Offer. If any statutory or regulatory approval becomes applicable subsequently, the Buyback will be subject to such statutory or regulatory approval(s) and the Company shall obtain such statutory approvals as may be required, from time to time, if any. In the event of any delay in receipt of any statutory / regulatory approvals, changes to the proposed timetable of the Buyback, if any, shall be intimated to the Stock Exchanges.
- 18.5 The reporting requirements for non-resident shareholders under RBI, FEMA, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders.

## **19. DETAILS OF REGISTRAR TO THE BUYBACK AND COLLECTION CENTRE**

Eligible Shareholder who wish to tender their Equity Shares in the Buyback can send by registered post/speed post or courier or hand deliver the Tender Form and all relevant documents along with the TRS generated by the exchange bidding system at the below mentioned collection center of the Registrar to the Buyback by super-scribing the envelope as “*Cosmo First Limited Buyback 2022*”, so that the same are received on or before the Buyback Closing Date ([●]) by 5:00 p.m. The Company has appointed Link Intime India Private Limited as the Registrar to the Buyback their contact details are set forth below:

**Link Intime India Private Limited**

C-101, 1st Floor, 247 Park, L.B.S. Marg,  
Vikhroli (West), Mumbai - 400 083

**Tel:** +91 810 811 4949; **Fax:** +91 22 4918 6195

**Email:** [cosmofirst.buyback2022@linkintime.co.in](mailto:cosmofirst.buyback2022@linkintime.co.in);

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

**Investor grievance e-mail:** [cosmofirst.buyback2022@linkintime.co.in](mailto:cosmofirst.buyback2022@linkintime.co.in)

**SEBI Registration No.:** INR000004058

**Contact Person:** Sumeet Deshpande

**Corporate Identity Number:** U67190MH1999PTC118368

**PLEASE NOTE THAT IT IS NOT MANDATORY FOR ELIGIBLE SHAREHOLDERS HOLDING AND TENDERING EQUITY SHARES IN DEMAT FORM TO SUBMIT THE TENDER FORM AND THE TRS. AFTER THE CONFIRMATION OF LIEN MARKED IN DEMAT ACCOUNT OF THE ELIGIBLE SHAREHOLDERS TO THE CLEARING CORPORATION AND A VALID BID IN THE EXCHANGE BIDDING SYSTEM, THE BID FOR BUYBACK SHALL BE DEEMED TO HAVE BEEN ACCEPTED FOR ELIGIBLE SHAREHOLDERS HOLDING THE EQUITY SHARES IN DEMAT FORM.**

**THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUYBACK.**

**ELIGIBLE SHAREHOLDERS ARE ADVISED TO ENSURE THAT THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS ARE COMPLETE IN ALL RESPECTS OTHERWISE THE SAME ARE LIABLE TO BE REJECTED.**

## **20. PROCESS AND METHODOLOGY FOR THE BUYBACK**

20.1 The Company has proposed the Buyback up to 10,09,345 (Ten Lakh Nine Thousand Three Hundred Forty Five) Equity Shares (representing 3.70% of the total number of Equity Shares in the existing total paid-up equity capital of the Company each as on the date of the Board Meeting), from all Eligible Shareholders on a proportionate basis, through the 'tender offer' route, at a price of INR 1,070/- (Indian Rupees One Thousand Seventy only) per Equity Share, payable in cash, for an aggregate maximum amount of not exceeding INR 108,00,00,000/- (Indian Rupees One Hundred and Eight Crore only) excluding the Transaction Costs, which represents 9.95% and 9.22% of the aggregate of the Company's fully paid-up capital and free reserves as per the latest standalone and consolidated audited financial statements of the Company, respectively, as on March 31, 2022.

20.2 The Buyback is pursuant to Article 62 of the Articles of Association of the Company and Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, to the extent applicable, and the provisions of the SEBI Buyback Regulations and SEBI Listing Regulations. The Buyback is subject to receipt of such approvals of the statutory, regulatory or governmental authorities, as may be required under the applicable laws including from the SEBI, and/ or the Stock Exchanges.

20.3 The Company expresses no opinion as to whether Eligible Shareholders should participate in the Buyback and, accordingly, Eligible Shareholders may take their own decision after consulting their own advisors, as they may deem fit, regarding their participation in the Buyback.

20.4 The aggregate shareholding of the Promoters and Promoter Group as at the date of the Public Announcement is 1,20,69,104 Equity Shares which represents 44.27% of the existing equity share capital of the Company. In terms of the SEBI Buyback Regulations, under the Tender Offer route, the Promoters and members of the Promoter Group and persons in control of the Company have an option to participate in the Buyback. In this regard, certain Promoters and members of the Promoter Group and the persons in control have expressed their intention of participating in the Buyback. Assuming response to the Buyback is to the extent of 100% from all the Equity Shareholders up to their entitlement (full acceptance), the aggregate shareholding of the Promoters, members of the Promoter Group and persons in control may [increase/ decrease] from the current pre-Buyback shareholding of 44.27% to [●]% of the post Buy-back equity share capital of the Company

### **20.5 Record Date, ratio of Buyback and Buyback Entitlement:**

- a. As required under the SEBI Buyback Regulations, the Company has fixed December 14, 2022, as the Record Date for the purpose of determining the entitlement and the names of the Eligible Shareholders.
- b. Based on the shareholding as on the Record Date, the Company will determine the entitlement of each shareholder to tender their Equity Shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs.
- c. The Equity Shares to be bought back, as part of the Buyback is divided in to two categories:
  - a) Reserved category for Small Shareholders ("**Reserved Category**"); and
  - b) General category for all Eligible Shareholders other than Small Shareholders ("**General Category**").
- d. 'Small Shareholder' has been defined under Regulation 2(i)(n) of the SEBI Buyback Regulations and in relation to the Buyback means an Eligible Shareholder who holds Equity Shares having market value of not more than INR 2,00,000/- (Indian Rupees Two Lakh Only), on the basis of closing price on BSE or NSE, whichever registers the highest trading volume in respect of the Equity Shares on the Record Date. As on the Record Date, the volume of Equity Shares traded on BSE was [●] Equity shares and on NSE was [●] Equity Shares. Accordingly, [●] being the stock exchange with highest trading volume, the closing price was INR [●]/- and hence all Eligible Shareholders holding not more than [●] Equity Shares as on the Record Date are classified as 'Small Shareholders' for the purpose of the Buyback.

- e. Based on the aforementioned definition, there are [●] Small Shareholders of the Company with an aggregate shareholding of [●] Equity Shares as on the Record Date, which constitutes [●]% of the outstanding number of Equity Shares of the Company and [●]% of the maximum number of Equity Shares which are proposed to be bought back as part of this Buyback.
- f. In accordance with Regulation 6 of the Buyback Regulations, the reservation for the Small Shareholders will be the higher of:
  - i) 15% of the number of Equity Shares which the Company proposes to buy back i.e. 15% of 10,09,345 Equity Shares which is 1,51,402 Equity Shares; or
  - ii) The number of Equity Shares entitled as per their shareholding as on the Record Date (i.e.  $([●]/2,72,59,072) \times 10,09,345$  ) which is [●] ([●]) Equity Shares;
- g. All the outstanding Equity Shares have been used for computing the Buyback Entitlement of Small Shareholders since the Promoter also intends to offer its Equity Shares in the Buyback.
- h. Based on the above analysis and in accordance with Regulation 6 of the Buyback Regulations, [●] Equity Shares have been reserved for the Small Shareholders (“**Reserved Portion**”) and accordingly, the General Category for all other Eligible Shareholders shall consist of [●] Equity Shares (“**General Portion**”).
- i. Based on the above Buyback Entitlements, the ratio of Buyback for both categories is set out below:

Category of Eligible Shareholder	Ratio of Buyback (i.e. Buyback Entitlement)
Reserved category for Small Shareholders	[●] Equity Shares for every [●] Equity Share held on the Record Date
General category for all other Eligible Shareholders	[●] Equity Share for every [●] Equity Share held on the Record Date

*The ratio of Buyback indicated above is approximate and provides an indication of the Buyback Entitlement. Any computation of entitled Equity Shares using the above ratio of Buyback may provide a slightly different number due to rounding-off. The actual Buyback Entitlement for reserved category for Small Shareholders is [●]% and for general category shareholders is [●]%.*

## 20.6 Fractional Entitlements

If the Buyback Entitlement under the Buyback, after applying the abovementioned ratios to the Equity Shares held on Record Date is not in the multiple of one Equity Share, then the fractional entitlement shall be ignored for computation of Buyback Entitlement to tender Equity Shares in the Buyback for both categories of Eligible Shareholders.

On account of ignoring the fractional entitlement, those Small Shareholders who hold [●] or less Equity Shares as on Record Date will be dispatched a Tender Form with zero entitlement. Such Small Shareholders may tender Additional Equity Shares as part of the Buyback and will be given preference in the Acceptance of one Equity Share, if such Small Shareholders have tendered Additional Equity Shares.

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

Subject to the provisions contained in the Letter of Offer, the Company will accept the Equity Shares tendered in the Buyback 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 Buyback Entitlement or the number of Equity Shares tendered by them, whichever is less.
- ii) After the acceptance as described in Paragraph 20.7(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 fractional entitlement), and have tendered Additional Equity Shares as part of the Buyback, shall be given preference and one Equity Share each from such Additional Equity Shares shall be bought back in the Reserved Category.

- iii) After the acceptance as described in Paragraph 20.7(i) and 20.7(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 Buyback Entitlement, shall be accepted in proportion of the Additional Equity Shares tendered by them and the Acceptance per Small Shareholder shall be made in accordance with the Buyback Regulations. 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 one Equity Share has been accepted in accordance with Paragraph 20.7(ii) above, shall be reduced by one.

***Adjustment for fractional results in case of proportionate acceptance as described in Paragraph 20.7(ii) above :***

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 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.

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 one and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Buyback Committee or any person(s) authorized by the Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in Paragraph 21 of this Draft Letter of Offer.

**20.8 Basis of Acceptance of Equity 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 Buyback by all other Eligible Shareholders in the General Category in the following order of priority:

- i) Acceptance of 100% Equity Shares from other Eligible Shareholders in the General Category who have validly tendered their Equity Shares, to the extent of their Buyback Entitlement, or the number of Equity Shares tendered by them, whichever is less.
- ii) After the Acceptance as described in Paragraph 20.8(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 other Eligible Shareholders over and above their Buyback 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 Buyback Regulations, i.e. valid acceptances per shareholder shall be equal to the Additional Equity Shares validly tendered by the Eligible Shareholders 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.

***Adjustment for fractional results in case of proportionate acceptance as described above:***

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 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.

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 one and the fractional Acceptance is less than 0.50, then the

fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Board or any person(s) authorized by the Board will have the authority to decide such final allocation with respect to such rounding – off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in Paragraph 20.8(i) and 20.8(ii).

**20.9 Basis of Acceptance of Equity Shares between Categories:**

- a. 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 a 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).
- b. 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 one Equity Share has been Accepted in accordance with “Basis of Acceptance of Equity Shares validly tendered in the Reserved Category” will be reduced by one Equity Share and shall be eligible for priority acceptance of one Equity Share before acceptance in paragraph 20.9 (a) out of the Equity Shares left to be bought back in the Partially Filled Category, provided no Acceptance could take place from such shareholder in accordance with paragraph 20.7.
- c. Adjustment for fraction results in case of proportionate Acceptance, as described in paragraph 20.9(a) and (b) above:
  - (i) 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.
  - (ii) 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.

**20.10 For avoidance of doubt, it is clarified that:**

- i) The Equity Shares Accepted under the Buyback from each Eligible Shareholder, in accordance with the paragraphs above, shall not exceed the number of Equity Shares tendered by the respective Eligible Shareholders;
- ii) The Equity Shares Accepted under the Buyback from each Eligible Shareholder, in accordance with the paragraphs above, shall not exceed the number of Equity Shares held by respective Eligible Shareholder as on the Record Date; and
- 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.
- iv) In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Buyback Committee or any person(s) authorized by the Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in paragraph 21 of this Draft Letter of Offer.

The Eligible Shareholders participation in the Buyback will be voluntary. The Eligible Shareholders can choose to participate, in full or in part, and get cash in lieu of Equity Shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage

shareholding, post Buyback, without additional investment. The Eligible Shareholders may also tender a part of their entitlement. The Eligible Shareholders also have the option of tendering additional Equity Shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any.

The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in SEBI Buyback Regulations.

Detailed instructions for participation in the Buyback (tendering of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the Eligible shareholders as on the Record Date and the Company shall comply with the SEBI Buyback Regulations.

#### **20.11 Clubbing of Entitlement**

In accordance with Regulation 9(ix) of the SEBI Buyback Regulations, in order to ensure that the same Eligible Shareholders with multiple demat accounts/ folios do not receive a higher entitlement under the Small Shareholder category, the Company proposes to club together the Equity Shares held by such Eligible Shareholders with a common PAN for determining the category (Small Shareholder or General) and entitlement under the Buyback. 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 and where the PANs of all joint shareholders are not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the name of joint shareholders are identical. In case of Eligible Shareholders holding Physical Shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buyback will check the sequence of the names of the joint holders 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 and insurance companies etc., with 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 to the Buyback as per the shareholder records received from the depositories. Further, the Equity Shares held under the category of “Clearing members” or “corporate body margin account” or “corporate body –broker” as per the beneficial position data as on the Record Date, with common PAN, are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

### **21. PROCEDURE FOR TENDER OFFER AND SETTLEMENT**

#### **A. GENERAL**

21.1 The Buyback is open to all Eligible Shareholders holding Equity Shares as on Record Date, either in dematerialized form or physical form.

21.2 The Company proposes to effect the Buyback through a Tender Offer route, on a proportionate basis. The Letter of Offer and Tender Form, outlining the terms of the Buyback and additional disclosures as specified in the SEBI Buyback Regulations, will be sent to Eligible Shareholders whose names appear on the register of members of the Company, or who are beneficial owners of Equity Shares as per the records of Depositories, on the Record Date, as per Regulation 6 of the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable.

21.3 Eligible Shareholder who have registered their email ids with the depositories / the Company, shall dispatch the Letter of Offer through electronic means. The Eligible Shareholders who have not registered their email IDs with the depositories/ the Company, shall be dispatched the Letter of Offer through physical mode by registered post/ speed post/ courier. An Eligible Shareholder may access the Letter of Offer, on the website of the Company, the Registrar to the Buyback, the Stock Exchanges and the Manager to the Buyback at <https://www.cosmofirst.com/investors/buyback-2022>, <https://linkintime.co.in/Offer/Default.aspx>, [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com) and [www.rathi.com](http://www.rathi.com), respectively. In case of non-receipt of Letter of Offer and the Tender Form, please follow the procedure as mentioned in Paragraph 21.18.1 below.

- 21.4 Eligible Shareholder who have not registered their email ids with the depositories / the Company, and who want to know their entitlement can do so by accessing the website of the Registrar at <https://linkintime.co.in/Offer/Default.aspx>.
- 21.5 The Company will not accept any Equity Shares offered in the Buyback which are under any restraint order of a court for transfer/disposal/sale and/or the title in respect of which is otherwise under dispute or where loss of share certificate has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise. In accordance with Regulation 24(v) of the Buyback Regulations, the Company shall not Buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or until such Equity Shares become transferable. The Company shall accept all the Equity Shares validly tendered in the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date.
- 21.6 Eligible Shareholders will have to transfer their Equity Shares from the same demat account in which they were holding such Equity Shares as on the Record Date. In case of multiple demat accounts, Eligible Shareholders can tender the applications separately from each demat account, however, for the purpose of calculating their Buyback Entitlement, such applications will be clubbed in accordance with Paragraph 20.11 above. In case of any changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar to the Buyback and such tendered Equity Shares may be accepted subject to appropriate verification and validation by the Registrar to the Buyback.
- 21.7 As disclosed in Paragraph 20 (Process and Methodology of Buyback) of the Letter of Offer, the Equity Shares proposed to be bought as a part of the Buyback are divided into 2 (two) categories; (i) Reserved Category for Small Shareholders, and (ii) the General Category for other Eligible Shareholders, and the Buyback Entitlement of an Eligible Shareholders in each category shall be calculated accordingly.
- 21.8 After Accepting the Equity Shares tendered on the basis of Buyback Entitlement, Equity Shares left to be bought as a part of the Buyback, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buyback Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buyback Entitlement, in any other category.
- 21.9 Eligible Shareholders' participation in the Buyback is voluntary. Eligible Shareholders may choose to participate, in part or in full, and receive cash in lieu of the Equity Shares accepted under the Buyback, or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without additional investment. Eligible Shareholders may also tender a part of their Buyback Entitlement. Eligible Shareholders also have the option of tendering Additional Equity Shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. The Acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder shall be in terms of procedure outlined in this Letter of Offer.
- 21.10 The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by such Eligible Shareholder as on the Record Date.
- 21.11 The Buyback shall be implemented in accordance with the provisions of the Companies Act, the Buyback Regulations, the SEBI Circulars and as may be determined by the Board (including the Buyback Committee) and on such terms and conditions as may be permitted by law from time to time.
- 21.12 For implementation of the Buyback, the Company has appointed Anand Rathi Share & Stock Broker Limited as Company's Broker through whom the purchases and settlements on account of the **Buyback** would be made by the Company. The contact details of the Company's Broker are as follows:



**Name:** Anand Rathi Share & Stock Broker Limited  
**CIN:** U67120MH1991PLC064106  
**Address:** Express Zone, A Wing, 10th Floor,

Western Express Highway, Goregaon (East),  
Mumbai - 400 063  
**Contact Person:** Roshan Moondra  
**Telephone Number:** +91-22-6281 7000  
**E-mail Id:** roshanmoondra@rathi.com  
**Investor Grievance Email:** grievance@rathi.com  
**Website:** www.anandrathi.com  
**SEBI Registration Number:** INZ000170832

- 21.13 The Buyback will be implemented using the “*Mechanism for acquisition of shares through Stock Exchange*” issued by SEBI vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, “*Tendering of shares in open offers, buybacks and delisting offers by marking lien in the demat account of the shareholders*” issued by SEBI vide circular no. SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and in accordance with the procedure prescribed in the Companies Act and the SEBI Buyback Regulations, and as may be determined by the Board of Directors, or the Buyback Committee (a committee authorised by the Board to exercise its powers in relation to the Buyback, the “**Buyback Committee**”), on such terms and conditions as may be permitted by law from time to time.
- 21.14 The Company shall request BSE being the designated stock exchange (“**Designated Stock Exchange**”) to provide a separate window (the “**Acquisition Window**”) to facilitate placing of sell orders by the Eligible Shareholders who wish to tender their Equity Shares in the Buyback. The details of the Acquisition Window will be as specified by BSE from time to time. All Eligible Shareholders may place orders in the Acquisition Window, through their respective stock brokers (“**Shareholder Broker**”).
- 21.15 During the Tendering Period, the order for selling the Equity Shares will be required to be placed in the Acquisition Window by the Eligible Shareholders through their respective Shareholder Broker during normal trading hours of the secondary market. The Shareholder Broker can enter orders for Demat Shares as well as Physical Shares. In the tendering process, the Company’s Broker may also process the orders received from the Eligible Shareholders.
- 21.16 Modification / cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the Tendering Period of the Buyback Offer.
- 21.17 In the event the Shareholder Broker(s) of Eligible Shareholder is not registered with BSE as a trading member/stock broker, then the Eligible Shareholders can approach any BSE registered stock broker and can register themselves by using quick unique client code (“**UCC**”) facility through the BSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other BSE registered broker, Eligible Shareholders may approach Company’s Broker i.e., Anand Rathi Share & Stock Broker Limited to place their bids.
- 21.18 The Eligible Shareholder approaching the Designated Stock Exchange registered stock broker (with whom he does not have an account) may have to submit the requisite documents as may be required.

**THE NON-RECEIPT OF THE LETTER OF OFFER BY, OR ACCIDENTAL OMISSION TO DISPATCH THE LETTER OF OFFER TO ANY PERSON WHO IS ELIGIBLE TO RECEIVE THE SAME TO PARTICIPATE IN THE BUYBACK, SHALL NOT INVALIDATE THE BUYBACK OFFER TO ANY PERSON WHO IS ELIGIBLE TO RECEIVE THIS BUYBACK OFFER.**

**21.18.1 In case of non-receipt of the Letter of Offer and the Tender Form:**

**1. In case the Eligible Shareholder holds Equity Shares in dematerialised form:**

Eligible Shareholder(s) have been sent the Letter of Offer and the Tender Form only through electronic means in accordance with the SEBI Buyback Regulations. In case of non-receipt of Letter of Offer, Eligible Shareholder(s) can access the Letter of Offer on the website of the Company, the Registrar to the Buyback, the Stock Exchanges and the Manager to the Buyback at <https://www.cosmofirst.com/investors/buyback-2022>, <https://linkintime.co.in/Offer/Default.aspx>, [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com) and [www.rathi.com](http://www.rathi.com), respectively. Further, An Eligible



Shareholder who wishes obtain a copy of the Letter of Offer and the Tender Form, they may send a request to the Company, Registrar or Manager to the Buyback at the email id mentioned at the cover page of the Letter of Offer stating the name, address, number of Equity Shares held on Record Date, client ID number, DP name / ID, beneficiary account number, and upon receipt of such request, a copy of the Letter of Offer shall be provided to such Eligible Shareholder. An Eligible Shareholder may also participate in the Buyback by downloading the Tender Form from the website of the Registrar to the Buyback by providing his / her / its application in writing on a plain paper, signed by all Eligible Shareholders (in case of joint holding), stating name and address of the Eligible Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name, DP ID, beneficiary account number and number of Equity Shares tendered for the Buyback.

**2. In case the Eligible Shareholder holds Equity Shares in physical form:**

An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the website of the Company (i.e., [www.cosmofirst.com](http://www.cosmofirst.com)) 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, address, folio number, number of Equity Shares held, share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, bank account details together with the original share certificate(s), copy of Eligible Shareholders PAN card(s) and executed Form SH-4 in favour of the Company. The transfer Form (SH-4) can be downloaded from the Company's website (i.e., [www.cosmofirst.com](http://www.cosmofirst.com)). Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents (as mentioned in paragraph 21.19 below), reach the Registrar to the Buyback on or before the Buyback Closing Date i.e., [●] by 5 pm. If the signature(s) of the Eligible Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar to the Buyback/Company or are not in the same order (although attested), the Company/Registrar to the Buyback shall have a right to reject such applications. For further process, please refer to paragraph 21.20 titled "*Procedure to be followed by Eligible Shareholders holding Physical Shares*" on page 50 of this Draft Letter of Offer.

**21.19 Procedure to be followed by Eligible Shareholders holding Demat Shares:**

- (a) Eligible Shareholders holding Demat Shares who desire to tender their Demat Shares under the Buyback would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares they intend to tender under the Buyback.
- (b) The Shareholder Broker would be required to place an order/bid on behalf of the Eligible Shareholder who wish to tender Demat Shares in the Buyback using the Acquisition Window of the BSE. Before placing the bid, the Eligible Shareholder would be required to transfer the tendered Demat Shares to the Indian Clearing Corporation Limited ("**Clearing Corporation**"), by using the early pay in mechanism prior to placing the bid by the Shareholder Broker. The details of the special account shall be informed in the issue opening circular that will be issued by the BSE or the Clearing Corporation.
- (c) The lien shall be marked by the Shareholders Broker in the demat Account of the Eligible Shareholders for the shares tendered in tender offer. Details of shares marked as lien in the demat account of the shareholder shall be provided by the Depositories to Clearing Corporation.
- (d) In case, the Shareholders Demat Account is held with one Depository and Clearing Member pool and Clearing Corporation Account is held with other depository, shares shall be blocked in the shareholders demat account at source depository during the tendering period. Inter Depository Tender Offer ("**IDT**") instructions shall be initiated by the Eligible Shareholders at source depository to Clearing Member/Clearing Corporation account at target Depository. Source Depository shall block the Eligible Shareholder's securities (i.e. transfers from free balance to blocked balance) and sends IDT message to target Depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target Depository to the Clearing Corporation
- (e) For custodian participant orders for demat Equity Shares, 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 by

the concerned Seller Member shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

- (f) 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):
  - i. Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the Tender Form;
  - ii. Duly attested death certificate and succession certificate/ legal heirship certificate, in case any Eligible Shareholder has expired; and
  - iii. In case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions).
- (g) Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip (“**TRS**”) generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/bid has been placed. TRS will contain details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered etc.
- (h) **In case of demat Equity Shares, submission of Tender Form and TRS is not required.** After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat form.
- (i) In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid by such Equity Shareholder shall be deemed to have been accepted.
- (j) 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 Buyback decided by the Company. Further Eligible Shareholders will have to ensure that they keep the saving account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of Equity Shares by the Company.
- (k) The reporting requirements for non-resident shareholders under Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Seller Member.

#### **21.20 Procedure to be followed by Eligible Shareholders holding Physical Shares:**

- (a) All Eligible Shareholders holding the Equity Shares in physical form shall note that in accordance with the proviso to regulation 40(1) of the SEBI Listing Regulations (notified by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018), read with SEBI’s press release dated December 3, 2018, transfers of securities shall not be processed unless the securities are held in the dematerialized form with a depository with effect from April 1, 2019. However, in accordance with the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, the physical shareholders are allowed to tender their shares in the Buyback. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations.
- (b) Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (i) Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (ii) original share certificate(s), (iii) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of PAN Card(s) of all Eligible Shareholders, (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death

certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, 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 Shareholder 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.

- (c) Based on these documents, the concerned Shareholder Broker shall place an order/ bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the Acquisition Window of BSE. 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 order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered etc.
- (d) Any Shareholder Broker/Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) & documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback i.e. Link Intime India Private Limited (at the address mentioned at paragraph 28 below) on or before the Buyback closing date. The envelope should be super scribed as “*Cosmo First Limited Buyback 2022*”. One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Shareholder Broker in case of hand delivery.
- (e) The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, BSE shall display such bids as ‘unconfirmed physical bids’. Once Registrar to the Buyback confirms the bids, they will be treated as ‘confirmed bids’.
- (f) In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.
- (g) An unregistered shareholder holding physical shares may also tender his Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in his name, along with the offer form, copy of his PAN card and of the person from whom he has purchased shares and other relevant documents as required for transfer, if any.

The participation of the Eligible Shareholders in the Buyback is entirely at the discretion of the Eligible Shareholders. The Company does not accept any responsibility for the decision of any Eligible Shareholder to either participate or to not participate in the Buyback. 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.

#### **21.21 Additional requirements in respect of tenders by the Non-Resident Shareholders:**

- a. While tendering their Equity Shares under the Buyback, all Eligible Shareholders Being Non-Resident Shareholders (FIIs/ FPIs) shall enclose a copy of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them.
- b. Eligible Shareholders who are FIIs/FPIs should also enclose a copy of their SEBI registration certificate.
- c. In case the Equity Shares are held on a repatriation basis, the Non-Resident Eligible Shareholders shall obtain and enclose a letter from the Eligible Shareholder’s authorised dealer/ bank confirming that at the time of acquiring the said Equity Shares, payment for the same was made by the Non-Resident shareholder from the appropriate account (e.g. NRE a/c) as specified by RBI in its approval. In case the Non-Resident shareholder 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 in the Buyback.

- d. Notwithstanding anything contained in this Draft Letter of Offer, if any of the above stated documents, as applicable, are not enclosed along with the Tender Form, the Equity Shares tendered under the Buyback are liable to be rejected.
- e. The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt / provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the RBI under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.
- f. The reporting requirements for non-resident shareholders under RBI, FEMA, as amended and any other rules, regulation ns, guidelines, for remittance of funds, shall be made by the Eligible Shareholders.

## **B. ACCEPTANCE OF ORDERS**

The Registrar to the Buyback shall provide details of order Acceptance to the Clearing Corporation within specified timelines.

## **C. METHOD OF SETTLEMENT**

Upon finalisation of the basis of acceptance as per SEBI Buyback Regulations:

- (a) The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- (b) The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank account as per the prescribed schedule.
- (c) The settlements of fund obligation for Demat and Physical Shares shall be affected as per the SEBI circulars and as prescribed by BSE and Clearing Corporation from time to time. For Demat Shares accepted under the Buyback, such beneficial owners will receive funds payout in their bank account as provided by the depository system directly to the Clearing Corporation and in case of Physical Shares, the Clearing Corporation will release the funds to the Shareholder Broker(s) as per secondary market payout mechanism. If such Eligible Shareholder's bank account details are not available or if the funds transfer instruction is rejected by the Reserve Bank of India ("RBI")/ bank(s), due to any reasons, then the amount payable to the concerned shareholders will be transferred to the Shareholder Broker for onward transfer to such Eligible Shareholders.
- (d) Details in respect of Eligible Shareholder's entitlement for tender offer route will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On Settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation.
- (e) In the case of Inter Depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. Source Depository will not be able to release the lien without a release of IDT message from Target Depository. Further, release of IDT message shall be sent by target Depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with Bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target Depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target Depository

to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target Depository on settlement date.

- (f) The Demat Shares bought back would be transferred directly to the demat account of the Company opened for the Buyback (the "**Company Demat Account**") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of BSE.
- (g) The Eligible Shareholders of the Demat Shares will have to ensure that they keep the depository participant ("**DP**") account active and unblocked to receive credit in case of return of Demat Shares, due to rejection or due to non-acceptance in the Buyback.
- (h) Excess Demat Shares or unaccepted Demat Shares, if any, tendered by the Eligible Shareholder would be returned to them by the Clearing Corporation. Any excess Physical Shares pursuant to proportionate acceptance/rejection will be returned back to the concerned Eligible Shareholders directly by the Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Physical Shares, in case the Physical Shares accepted by the Company are less than the Physical Shares tendered by the shareholder in the Buyback.
- (i) In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds payout including those prescribed by the RBI) who do not opt to settle through custodians, the funds payout would be given to their respective Shareholder Broker's settlement accounts for releasing the same to such 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 BSE and the Clearing Corporation from time to time
- (j) The Shareholder Broker would issue contract note to the Eligible Shareholders tendering Equity Shares in the Buyback. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- (k) Eligible Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the selling Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholders.
- (l) The Equity Shares bought will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

#### **D. Special Account opened with the BSE Clearing**

The details of transfer of the Demat Shares to the special account by trading member or custodians shall be informed in the issue opening circular that will be issued by the BSE or the BSE Clearing.

#### **E. Rejection criteria**

The Equity Shares tendered by Eligible Shareholders holding shares in the dematerialized form would be liable to be rejected on the following grounds, if:

- a) the Equity Shareholder is not a Eligible Shareholder of the Company as on the Record Date; or
- b) there a name mismatch in the dematerialised account of the Eligible Shareholder;

The Equity Shares tendered by Eligible Shareholders holding Physical Shares would be liable to be rejected on the following grounds, 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 [●], 2022 (by 5:00 p.m.); or
- b) If the share certificate of the Company is not enclosed with the Tender Form; or
- c) there exists any restraint order of a court/any other competent authority for transfer/disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity

- Shares is under dispute or otherwise not clear or where any other restraint subsists; or
- d) If there is any other company share certificate/ Invalid Certificate enclosed with the Tender Form instead of the share certificate of the Company; or
- e) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; or
- f) If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate; or
- g) 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;
- h) If the PAN cards (self-attested) of the Shareholder and all the joint holders, are not submitted with the form.

## 22. NOTE ON TAXATION

Disclosures in this section are based on expert opinion sought by the Company from Manish Jain & Associates, Chartered Accountants.

To,

**The Board of Directors**

**COSMO FIRST LIMITED (Formerly known as Cosmo Films Limited)**

1008, DLF Tower-A, Jasola District Centre,

New Delhi – 110 025, India

Dear Sir/ Madam,

**Sub: Certificate on note on taxation for Buyback of Shares of the company.**

In connection with the Buyback of shares of the company, we, M/s Manish Jain & Associates, Chartered Accountants, have received a request from the Company to provide necessary information on taxation law applicable for Buy-back of shares. We are giving you following notes on taxation for Buyback of Shares applicable for the company.

### **Note on Taxation for Buyback of Shares**

THE FOLLOWING SUMMARY OF THE TAX CONSIDERATIONS IS BASED ON THE READING OF 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 IMPLICATIONS ON THESE TAX CONSIDERATIONS.

AS PER THE FINANCE (NO. 2) ACT, 2019 READ WITH TAXATION LAWS (AMENDMENT) ACT, 2019, SECTION 115QA RELATING TO TAX ON DISTRIBUTED INCOME OF DOMESTIC COMPANY FOR THE BUY BACK OF SHARES, HAS NOW BEEN MADE APPLICABLE TO BUY BACK OF SHARES OF ALL COMPANIES (INCLUDING SHARES LISTED ON A RECOGNISED STOCK EXCHANGE WHOSE PUBLIC ACCOUNCEMENT FOR BUY-BACK HAS BEEN MADE ON OR AFTER 5 JULY 2019).

IN VIEW OF THE COMPLEXITY AND THE SUBJECTIVITY INVOLVED IN THE TAX CONSEQUENCES OF A BUY BACK TRANSACTION, ELIGIBLE SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE TAX TREATMENT IN THEIR HANDS CONSIDERING THE RELEVANT TAX PROVISIONS, FACTS AND CIRCUMSTANCES OF THEIR CASE.

THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF THIS TAX SUMMARY AND EXPLICITLY DISOWNS ANY LIABILITY ARISING OUT OF ANY ACTION INCLUDING A TAX POSITION TAKEN BY THE ELIGIBLE SHAREHOLDER BY RELYING ON THIS SUMMARY. THE SUMMARY OF TAX CONSIDERATIONS RELATING TO BUY BACK OF EQUITY SHARES LISTED ON THE STOCK EXCHANGE SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GENERAL GUIDANCE PURPOSES ONLY.

## 1. GENERAL:

- a. The Indian tax year runs from 1st April to 31st 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'**).
- b. A person who is treated as a non-resident for Indian tax purposes is generally liable to tax in India only on his/her India sourced income or income received by such person in India. Finance Act, 2020, has introduced deeming provisions whereby non-resident individuals are deemed to be resident in India upon triggering of certain conditions. Such deemed residents would be liable to pay tax in India only on their India sourced income or income from business or profession controlled 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 Tax Avoidance Agreement ("**DTAA**"), as modified by the Multilateral Instrument ("**MLI**"), if the same is applicable to the relevant DTAA between India and the respective country of which the said non-resident shareholder is tax resident. The above benefit may be available subject to satisfaction of the relevant conditions prescribed under ITA including but not limited to availability of Tax Residency Certificate, non-applicability of General Anti-Avoidance Rule ("**GAAR**") and providing and maintaining necessary information and documents as prescribed under the ITA as well as satisfying the relevant conditions under the respective DTAA including anti-abuse measures under MLI, if applicable.
- c. Classification of Shareholders

Section 6 of the ITA, determines the residential status of an assessee. Accordingly, shareholders can be classified broadly in the following categories:

### 1. Resident Shareholders being:

- Individuals, Hindu Undivided Family (HUF), Association of Persons (AOP) and Body of Individuals (BOI), Firm, LLP
  - Others (corporate bodies):
    - Company
    - Other than Company
2. **Deemed Resident Shareholder:** an individual being a citizen of India who is not liable to tax in any other country or territory by reason of domicile, residence or any other criteria of similar nature and has total income other than foreign sourced income exceeding INR 15 lakhs during the tax year.

### 3. Non- Resident Shareholders being:

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

- d. The summary of tax implications on buyback 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 recognised stock exchange(s) in India unless stated otherwise.

## 2. INCOME TAX PROVISIONS IN RESPECT OF BUY BACK OF SHARES LISTED ON THE RECOGNISED STOCK EXCHANGE (BUY BACK WHOSE PUBLIC ANNOUNCEMENT HAS BEEN MADE AFTER 5TH JULY 2019) CONSIDERING RELEVANT AMENDMENTS UNDER THE FINANCE (NO. 2) ACT, 2019) AND TAXATION LAWS (AMENDMENT) ORDINANCE ACT, 2019 AND FINANCE ACT, 2020.

- a. Section 115QA of the Act provides for the levy of additional Income-tax at the rate of twenty per cent (plus surcharge @ 12% and Health and Education cess @ 4%) of the distributed income on account of buyback of shares of all domestic Indian companies including listed companies i.e. companies whose shares are listed on a recognized stock exchange. In respect of listed companies, the provisions of section 115QA are applicable in respect of all the buy backs of shares whose public announcement has been made after 5 July 2019. Accordingly, the Company would be subject to an additional Income-tax at the rate of twenty per cent (as increased by surcharge and Health and Education cess, as applicable) of the distributed income on account of buyback of shares. "Distributed income" means the consideration paid by the company on buy-back of shares as reduced by the amount, which was received by the company for issue of such shares, determined in the manner as may be prescribed.
- b. As additional income-tax has been levied on the company under Section 115QA of the Act, the consequential income arising in the hands of shareholders has been exempted from tax under sub-section (34A) of section 10 of the Act. Accordingly, any income arising in the hands of shareholder on account of buyback of shares shall be exempt from tax under sub-section (34A) of section 10 of the Act. The said income will be exempted in the hands of the shareholder irrespective of the class/residential status of the shareholder and purpose for which shares are held (i.e. as "Investments" or "Stock in Trade").
- c. In view of the above and in the 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 shareholders pursuant to the Buyback.
- d. While the income arising to the shareholder on account of buy back of shares as referred to in section 115QA is exempt from tax under the provisions of the amended section 10(34A), the same may be subject to tax in the country of residence for non-resident shareholders as per the tax laws of that country subject to provisions of Double Taxation Avoidance Agreement, if any.
- e. Thus the tax implications to the following categories of shareholders are as under:
  1. Resident Shareholders or Deemed Resident Shareholders - Income arising to the shareholder on account of buyback of shares as referred to in section 115QA of the ITA is exempt from tax under the provisions of the amended section 10(34A) of the ITA with effect from July 5, 2019.
  2. Non-Resident Shareholders While the income arising to the shareholder on account of buyback of shares as referred to in section 115QA of the ITA is exempt from tax under the provisions of the amended section 10(34A) with effect from July 5, 2019 in the hands of a non-resident shareholder as well, the same may be subject to tax in the country of residence of the shareholder as per the provisions of the tax laws of that country. The credit of tax may or may not be allowed to such non- resident shareholder to be claimed in the country of residence in respect of the buy-back tax paid by the company in view of Sec 115QA (4) and (5) of the ITA. Non-resident shareholders need to consult their tax advisors with regard to availability of such a tax credit.
- f. Tax Deducted at Source ('TDS/WHT'): Currently, there are no provisions for tax deduction at source in respect of income earned from transfer/ buyback of shares in case of resident shareholders/ deemed resident shareholders. The consequential income arising in the hands of shareholder will be exempted by virtue of sub clause (34A) of Section 10 of the Act. Therefore, no TDS/WHT will be deductible on the said income.
- g. Securities Transaction Tax on account of buyback of shares: Since the buyback of shares shall take place through the settlement mechanism of the Stock Exchange, securities transaction tax at 0.1% of the value of the transaction will be applicable.

The above note on taxation sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences of the disposal of equity shares. 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. There can be no liability on the company if any action is taken by the shareholder solely based on this tax summary. Therefore, shareholders cannot rely on this advice and the summary tax implications relating to the treatment of income tax in the case of buyback of equity shares listed on the stock exchange as set out above.

The summary of the tax considerations as above is based on the current provisions of the tax laws of India,



which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. In view of the specific nature of tax consequences, shareholders who are not tax residents of India are required to consult their tax advisors for the applicable tax and the appropriate course of action that they should take considering the provisions of the relevant Country or State tax law and provisions of DTAA where applicable.

Yours faithfully,  
**For Manish Jain & Associates**

Sd/-  
**Neeraj Diwan**  
**Partner**  
**M. No: 514575**  
**FRN No.:015608N**  
**Place: Delhi**  
**Date: 6.12.2022**  
**UDIN: 22514575BEYJKW3932**

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

### **Declaration as required under clause (ix) and clause (x) of Schedule I to the SEBI Buyback Regulations:**

- 23.1 The Board confirms that there are no defaults subsisting in the repayment of deposits accepted either before or after the commencement of the Companies Act, interest payment thereon, redemption of debentures or preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banking company, as applicable.
- 23.2 The Board has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed an opinion:
- that immediately following the date of the Board Meeting (i.e., December 1, 2022) approving the buy-back, there will be no grounds on which the Company can be found unable to pay its debts;
  - that as regards the Company's prospects for the year immediately following the date of the Board Meeting held on December 1, 2022 approving the buy-back, and having regard to the Board's intention 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 the Company will not be rendered insolvent within a period of one year from the date of the Board Meeting approving the buy-back; and
  - in forming their opinion for the above purposes, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016, each as amended.
- This declaration is made and issued under the authority of the Board of Directors in terms of the resolution passed at the meeting of held on December 1, 2022.

**For and on behalf of the Board of Directors of Cosmo First Limited (Formerly known as Cosmo Films Limited)**

Sd/-  
Ashok Jaipuria  
Chairman and Managing Director  
**DIN: 00214707**

Sd/-  
Anil Kumar Jain  
Whole-time Director  
**DIN: 00027911**

## **24. REPORT BY THE COMPANY'S STATUTORY AUDITOR**

The text of the report dated December 1, 2022 received from S.N. Dhawan & CO LLP (Firm's Registration No.

00050N/N500045, the statutory auditor of the Company, addressed to the Board of Directors of the Company is reproduced below:

To,

The Board of Directors  
Cosmo First Limited  
(Formerly known as Cosmo Films Limited)  
1008, DLF Tower -A, Jasola District Centre  
New Delhi- 110025

Dear Sirs,

**Statutory Auditor's Report in respect of proposed buyback of equity shares by Cosmo First Limited (Formerly known as Cosmo Films Limited) (the "Company") pursuant to the requirements of clause (xi) of Schedule I of Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (as amended) ('Buyback Regulations')**

1. This Report is issued in accordance with the terms of our engagement letter dated November 28, 2022.
2. The Board of Directors of **Cosmo First Limited (Formerly known as Cosmo Films Limited)** (the "**Company**") have approved a proposal for buyback of equity shares by the Company at its meeting held on December 1, 2022, in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 as amended (the "**Companies Act**") and the Buyback Regulations.
3. We have been requested by the Management of the Company to provide a report on the accompanying Statement of Permissible Capital Payment (including securities premium) ('**Annexure**') as at March 31, 2022 (the '**Statement**') prepared by the Management of the Company, which we have initialled for identification purposes only.

#### **Board of Directors Responsibility for the Statement**

4. The preparation of the Statement in accordance with the provisions of the Companies Act and the compliance with the Buyback Regulations, is the responsibility of the Board of Directors of the Company, including the computation of the amount of the permissible capital payment (including securities premium), 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.
5. The Board of Directors are responsible for the following:
  - a) Appropriate determination of the capital payment of the buyback.
  - b) To make a full inquiry into the affairs and prospects of the Company and to form an opinion, as specified in clause (x) of Schedule I of Buyback Regulations, on reasonable grounds that the Company will be able to pay its debts from the date of board meeting approving the buyback of its equity shares and will not be rendered insolvent within a period of one year from the said date and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016.
  - c) A declaration is signed by two directors of the Company to confirm the details stated in paragraph (b) above and in this respect in accordance with the requirements of the Section 68(6) of the Companies Act and the Buyback Regulations.

#### **Auditors Responsibility**

6. Pursuant to the requirements of the Companies Act and clause (xi) of Schedule I of the Buyback Regulations, it is our responsibility to provide a reasonable assurance:

- i. Whether we have inquired into the state of affairs of the Company in relation to its latest Audited Standalone Financial Statements and the Consolidated Financial Statements as at and for the year ended March 31, 2022 (the '**Audited Financial Statements**');
  - ii. Whether the amount of permissible capital payment (including securities premium) as stated in Annexure for the proposed buyback of equity shares has been properly determined considering the Audited Financial Statements and is within the permissible limit and computed in accordance with the provisions of Section 68(2) of the Companies Act; and Regulation 4(i) of the Buyback Regulations read with the proviso to Regulation 5(i)(b) of Buyback Regulations; and
  - iii. Whether the Board of Directors of the Company, in their meeting held on December 1, 2022, have formed the opinion as specified in Clause (x) of Schedule I to the Buyback Regulations on reasonable grounds that the Company will be able to pay its debts from the above-mentioned date and will not, having regard to its state of affairs be rendered insolvent within a period of one year from the date of board meeting approving the buyback i.e. December 1, 2022.
7. The Financial Statements referred to in paragraph 6 above, have been audited by us, on which we have issued an unmodified audit opinion vide our report dated May 09, 2022 respectively. Our audit of these Financial Statements were conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ('ICAI'). Those Standards require that we plan and perform the audit to obtain reasonable assurance whether the Financial Statements are free of misstatement.
  8. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016), issued by the ICAI (the '**Guidance Note**') and Standards on Auditing specified under Section 143(10) of the Companies Act, in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
  9. 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.
  10. We have also obtained appropriate representations from the Company's management.

### **Opinion**

11. Based on enquiries conducted and our examination as above, and the information and explanations given to us, we report that:
  - i. We have inquired into the state of affairs of the Company in relation to its Audited Financial Statements which has been approved by the Board of Directors of the Company on May 09, 2022.
  - ii. The amount of permissible capital payment (including securities premium) towards the proposed buy back of equity shares as computed in the Statement, in our view has been properly determined in accordance with Section 68(2) of the Companies Act and Regulation 4(i) of the Buyback Regulations read with the proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations. The amounts of paid-up share capital and free reserves, as given in the Annexure have been extracted from the Audited Financial Statements.
  - iii. The Board of Directors of the Company, in their meeting held on December 1, 2022 have formed their opinion as specified in clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting approving the buyback of its equity shares and will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the Board Resolution dated December 1, 2022.

### **Restriction on Use**

12. This report has been issued at the request of the Company solely for use of the Company (i) in connection with

the proposed buyback of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Companies Act, and the Buyback Regulations, (ii) to enable the Board of Directors of the Company to include in the public announcement, and other documents pertaining to buyback to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) may be submitted to the manager for the said buy back i.e. Anand Rathi Advisors Limited, each for the purpose of extinguishment of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Companies Act and the Buyback Regulations. Therefore, this report is not intended to be and should not be used by anyone other than the above-mentioned purpose without our prior consent in writing. Further, we assume no responsibility to update this report for events and circumstances occurring after the date of this report.

For **S.N. Dhawan & CO LLP**

Chartered Accountants

Firm Registration No.: 00050N/N500045

Sd/-

**Rajeev Kumar Saxena**

Partner

Membership No. 077974

UDIN: 22077974BEPWSU4807

Place: Gurugram

Date: December 1, 2022

### **Annexure**

#### **Statement of permissible capital payment as at March 31, 2022**

Computation of amount of permissible capital payment towards buyback of equity shares in accordance with the requirements of Section 68(2) of the Companies Act, 2013 and Regulation 4(i) and proviso to Regulation 5(i)(b) of Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 as amended (“**Buyback Regulations**”) based on annual audited standalone and consolidated financial statements as at and for the year ended March 31, 2022.

(INR in Crores)

<b>Particulars</b>	<b>Amount – Standalone</b>	<b>Amount-Consolidated</b>
<b>Paid up Equity Share Capital (X)</b>	18.17	18.17
Free Reserves*		
- General Reserve	230.86	218.89
- Securities Premium	7.42	7.42
- Retained earnings	829.18	926.33
<b>Total Free Reserves (Y)</b>	<b>1,067.46</b>	<b>1,152.64</b>
Total of Paid up Equity Share Capital and Free Reserves (X+Y)	<b>1,085.63</b>	<b>1,170.81</b>
Permissible capital payment towards buy back of equity shares in accordance with Section 68(2) of the Companies Act and Regulation 4(i) of the Buyback Regulations read with the proviso to Regulation 5(i)(b) of the Buyback Regulations (10% of the paid-up equity capital and free reserves)	108.56	117.08
Amount approved by Board at its meeting held on December 1, 2022, approving the buy back, based on the audited financial statements for the year ended March 31, 2022.	108.00	108.00
Buyback offer size as a percentage of total paid up capital and free reserves	9.95%	9.22%

\*Free reserves as defined in Section 2(43) of the Companies Act read along with Explanation II provided in

*Section 68 of the Companies Act.*

Yours faithfully,  
For **Cosmo First Limited** (*Formerly known as Cosmo Films Limited*)

**Sd/-**  
**Authorised Signatory**

Place: New Delhi  
Date: December 1, 2022

## **25. DOCUMENTS FOR INSPECTION**

Copies of the following documents will be available for inspection at the Registered Office of the Company at 1008, DLF Tower-A, Jasola District Centre, New Delhi – 110 025, India between 10.30 a.m. and 5.00 p.m. on any day, except Saturday, Sunday and public holidays, and on the website of the Company ([www.cosmofirst.com](http://www.cosmofirst.com)) in accordance with the SEBI Buyback Regulations and such other circulars, or notification, as may be applicable, during the Tendering Period:

1. Certificate of Incorporation;
2. Memorandum and Articles of Association of the Company
3. Annual reports of the Company for the fiscal years ended March 31, 2022, 2021 and 2020 and unaudited consolidated and standalone financial statements of the Company for six months period ended September 30, 2022;
4. Resolution passed by the Board of Directors at the meeting held on December 1, 2022 approving the proposal for Buyback;
5. Copy of Report dated December 1, 2022 received from S.N. Dhawan & CO LLP, Chartered Accountants, the Statutory Auditor of the Company, in terms of clause (xi) of Schedule I to the SEBI Buyback Regulations;
6. Copy of Declaration of solvency and an affidavit verifying the same in Form SH-9, as prescribed under Section 68(6) of the Companies Act;
7. Copy of Escrow Agreement dated December 2, 2022 entered into amongst the Company, the Manager to the Buyback and the Escrow Agent;
8. Copy of the certificate from Manish Jain & Associates, Chartered Accountants, dated December 1, 2022, certifying that the Company has adequate funds for the purposes of Buyback;
9. Opinion dated December 6, 2022 obtained by the Company Manish Jain & Associates, Chartered Accountants, on taxation; and
10. Copy of Public Announcement for Buyback published on December 5, 2022 in the English national daily newspapers of Business Standard and Hindi national daily newspapers of Business Standard (Hindi being the regional language of Delhi wherein the registered office of the Company is located); and
11. Observations from SEBI on the Draft Letter of Offer issued by its letter no. [●] dated [●].

## **26. DETAILS OF COMPANY SECRETARY AND COMPLIANCE OFFICER**

The Company has appointed Jyoti Dixit as the company secretary and compliance officer for the purpose of the Buyback (“**Compliance Officer**”). Investors may contact the Compliance Officer for any clarification or to address their grievances, if any, on all working days except Saturday, Sunday and public holidays during office hours i.e., 10:00 a.m. to 5:00 p.m.:

**Jyoti Dixit**

Company Secretary and Compliance Officer

**Cosmo First Limited (formerly known as Cosmo Films Limited)**

1008, DLF Tower-A, Jasola District Centre,

New Delhi – 110 025, India.

**Tel No.:** +91- 11- 49494949 extention: 912

**Fax No.:** +91-11-49494950

**Email:** jyoti.dixit@cosmofirst.com

**27. DETAILS OF THE REMEDIES AVAILABLE TO THE ELIGIBLE SHAREHOLDERS**

- a. In case of any grievances relating to the Buyback (including non-receipt of the Buyback consideration, share certificate, demat credit, etc.), the Eligible Shareholders can approach either of the Compliance Officer, Manager to the Buyback, Registrar to the Buyback for redressal thereof.
- b. If the Company makes any default in complying with Sections 68, 69, 70 of the Companies Act including the rules thereunder, 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, as applicable.
- c. The address of the concerned office of the Registrar of Companies is as follows:

The Registrar of Companies (National Capital Territory of Delhi & Haryana)  
4thFloor, IFCI Tower,  
61, Nehru Place,  
New Delhi – 110019, India.

**28. INVESTOR SERVICE CENTRE AND REGISTRAR TO BUYBACK**

In case of any query, the shareholders may contact to Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company, appointed as the Investor Service Centre for the purposes of the Buyback, on any day except Saturday and Sunday and public holiday between 10.00 a.m. to 5.00 p.m. at the following address:

**Link Intime India Private Limited**

C-101, 1st Floor, 247 Park, L.B.S. Marg,  
Vikhroli (West), Mumbai - 400 083

**Tel:** +91 810 811 4949; **Fax:** +91 22 4918 6195

**Email:** cosmofirst.buyback2022@linkintime.co.in;

**Website:** www.linkintime.co.in

**Investor grievance e-mail:** cosmofirst.buyback2022@linkintime.co.in

**SEBI Registration No.:** INR000004058

**Contact Person:** Sumeet Deshpande

**Corporate Identity Number:** U67190MH1999PTC118368

**29. MANAGER TO THE BUYBACK**

The Company has appointed the following as Manager to the Buyback:

**Anand Rathi Advisors Limited**

**10th Floor, Trade D Tower, Kamla City,  
Senapati Bapat Marg, Lower Parel,  
Mumbai - 400 013**

**Tel:** +91-22-6626 6745

**Email:** cosmo.buyback2022@rathi.com;

**Website:** www.rathi.com;

**Investor grievance e-mail:** grievance.ecm@rathi.com

**SEBI Registration No.:** INM000010478

**Contact Person:** Pari Vaya/ Shashank Pisat

**CIN:** U17100MH1987PLC043579

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

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board of Directors accepts full responsibility for the information contained in this Draft Letter of Offer and that it contains true, factual and material information and does not contain any misleading information. This Draft Letter of Offer is issued under the authority of the Board and in terms of the resolution passed by the Board on December 1, 2022.

**For and on behalf of the Board of Directors of Cosmo First Limited (*Formerly known as Cosmo Films Limited*)**

*Sd/-*  
Ashok Jaipuria  
Chairman and Managing  
Director  
**DIN:** 00214707

*Sd/-*  
Anil Kumar Jain  
Whole-time Director  
**DIN:** 00027911

*Sd/-*  
Jyoti Dixit  
Company Secretary & Compliance  
Officer  
Membership no. F6229

Date: Friday, December 9, 2022  
Place: New Delhi

### **31. TENDER FORM**

- 31.1 Tender Form (for Eligible Shareholders holding Equity Shares in dematerialized form) – **Annexure I**
- 31.2 Tender Form (for Eligible Shareholders holding Equity Shares in physical form) – **Annexure II**
- 31.3 Form No. SH-4 – Securities Transfer Form -**Annexure III**



**ANNEXURE I – TENDER FORM ELIGIBLE SHAREHOLDERS HOLDING EQUITY SHARES IN  
DEMATERIALIZED FORM  
FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT**

**Bid Number:**

**Date:**

To,

**Cosmo First Limited (formerly  
known as Cosmo Films Limited)**

C/o Link Intime India Private Limited  
C-101, 1st Floor, 247 Park, L.B.S.  
Marg, Vikhroli (West), Mumbai - 400  
083

<b>BUY-BACK OPENS:</b>		[•]	
<b>BUY-BACK CLOSSES ON:</b>		[•]	
<b>For Registrar use</b>			
<b>Inward No.</b>	<b>Date</b>	<b>Stamp</b>	
<b>Status (please tick appropriate box)</b>			
<input type="checkbox"/> Individual/HUF	<input type="checkbox"/> FII/FPI	<input type="checkbox"/> Insurance Co.	
<input type="checkbox"/> Foreign Co.	<input type="checkbox"/> NRI/OCB	<input type="checkbox"/> FVCI	
<input type="checkbox"/> Body Corporate	<input type="checkbox"/> Bank/ FI	<input type="checkbox"/> Pension/ PF	
<input type="checkbox"/> VCF	<input type="checkbox"/> Partnership/LLP	<input type="checkbox"/> Others (specify)	
<b>India Tax Residency Status: Please tick appropriate box</b>			
<input type="checkbox"/> Resident in India	<input type="checkbox"/> Non-Resident in India	<input type="checkbox"/> Resident of _____ (Shareholder to fill the country of residence)	
<b>Route of Investment (For NR Shareholders only)</b>			
<input type="checkbox"/> Portfolio Investment Scheme		<input type="checkbox"/> Foreign Investment Scheme	

Dear Sir/ Madam,

**Sub: Letter of Offer dated [•] to Buyback up to 10,09,345 Equity Shares of Cosmo First Limited (formerly known as Cosmo Films Limited) (the “Company”) at a price of INR 1,070/- (Indian Rupees One Thousand Seventy only) per Equity Share (the “Buyback Offer Price”) through the tender offer route, pursuant to the provisions of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended (“SEBI Buyback Regulations”) and the Companies Act, 2013, as amended (“Buyback”) payable in cash**

- I / We having read and understood the Letter of Offer issued by the Company hereby tender / offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
- I / We authorize the Company to buyback the Equity Shares offered (as mentioned above) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
- I / We hereby warrant that the Equity Shares comprised in this Tender Offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.
- I / We declare that there are no restraints / injunctions or other covenants of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback and that I / We am / are legally entitled to tender the Equity Shares for Buyback.
- I / We agree that the Company will pay the Buyback Price only after due verification of the validity of documents and that the consideration will be paid as per the Stock Exchange mechanism.
- I/We agree that the consideration for the accepted Equity Shares will be paid to the Eligible Equity Shareholder as per the provisions of Buyback Regulations and circulars issued by SEBI
- I / We agree to receive, at my own risk, the invalid / unaccepted Equity Shares under the Buyback in the demat a/c from where I / we have tendered the Equity Shares in the Buyback.
- I / We agree to return to the Company any Buyback consideration that may be wrongfully received by me / us.
- I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, SEBI Buyback Regulations and any other applicable laws.
- I / We acknowledge that the responsibility to discharge the tax due on any gains arising on buyback is on

me/us. I/We agree to compute gains on this transaction and immediately pay applicable taxes in India and file tax return in consultation with our custodians/ authorized dealers/ tax advisors appropriately.

11. I/ We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me/us on buyback of shares. I/We also undertake to provide the Company, the relevant details in respect of the taxability/non-taxability of the proceeds arising on buyback of Equity Shares by the Company, copy of tax return filed in India, evidence of the tax paid etc.

12. Details of Equity Shares held and tendered / offered for Buy-back:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date (December 14, 2022)		
Number of Equity Shares Entitled for Buy-back (Buy-back Entitlement)		
Number of Equity Shares offered for Buy-back (Including Additional Shares, if any)		

**Note:** An Eligible Shareholder may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder shall be accepted in accordance with Paragraph 21 of the Letter of Offer. 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.

13. Applicable for all Non-resident shareholders.

- I / We undertake to pay income taxes in India on any income arising on such Buyback accordance with prevailing income tax laws in India. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me / us.
- I/We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the RBI under FEMA and any other the rules and regulations, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, and any other rules, regulations and guidelines, in regard to remittance of funds outside India.

-----Tear along this line-----

**ACKNOWLEDGMENT SLIP: COSMO FIRST LIMITED (FORMERLY KNOWN AS COSMO FILMS LIMITED)**

**BUYBACK OFFER 2022**

(To be filled by the Equity Shareholder) (Subject to verification)

DP ID		Client ID	
Received from Mr./Ms./Mrs.			
<b>Form of Acceptance-cum-Acknowledgement, Original TRS along with:</b>			
No. of Equity Shares offered for Buyback (In Figures)		(in words)	
Please quote Client ID No. & DP ID No. for all future correspondence			Stamp of Broker

14. Non-resident shareholders (including NRIs, OCBs and FIIs) are requested to enclose a consent letter indicating the details of transfer i.e. number of Equity Shares to be transferred, the name of the investee company whose shares are being transferred i.e. "Cosmo First Limited" and the price at which the Equity Shares are being transferred i.e. "Price determined in accordance with the SEBI Buyback Regulations" duly signed by the shareholder or his/its duly appointed agent and in the latter case, also enclose the power of attorney.

15. Details of Account with Depository Participant (DP):

Name of the Depository (tick whichever is applicable)		NSDL		CSDL
Name of the Depository Participant				
DP ID No.				
Client ID No. with the DP				

16. Equity Shareholders Details:

Particulars	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) of the Holder				
Signature(s)*				
PAN				
Address of the Sole/First Equity Shareholder				
Telephone No. of Sole/First Equity Shareholder		Email ID of Sole/First Equity Shareholder		

\*Corporate must affix rubber stamp and sign. The relevant corporate authorization should be enclosed with the application form submitted.

**Instructions:**

**This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form**

1. This Offer will open on [●] and close on [●].
2. This Tender form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
3. Shareholders who desire to tender their equity shares in the dematerialized form under the Buyback would have to do so through their respective Shareholder's Broker by indicating the details of equity shares they intend to tender under the Buyback.
4. In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered shareholder is still incomplete, then such entity along with the Tender Form should file a copy of the following documents:
  - i. Approval from the appropriate authority for such merger;
  - ii. The scheme of merger; and
  - iii. The requisite form filed with MCA intimating the merger.
5. **The Buyback shall be rejected for demat shareholders in case of receipt of the completed Tender Form and other documents but non-receipt of Shares in the special account of the Clearing Corporation or a non-receipt of valid bid in the exchange bidding system.**
6. The Equity Shares tendered in the Offer shall be rejected if (i) the Equity Shareholder is not a Eligible Shareholder of the Company as on the Record Date; or (ii) in the event of non-receipt of the completed Tender Form and other documents from the Eligible Shareholders who were holding shares in physical form as on the Record Date and have placed their bid in demat form; or (iii) if there is a name mismatch in the demat account of the Eligible Shareholder and PAN; The 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 Buyback as may be decided by the Company / Registrar to the Buyback, in accordance with the SEBI Buyback Regulations.
7. Eligible Shareholders to whom the Offer is made are free to tender shares to the extent of their entitlement in whole or in part or in excess of their entitlement, but not exceeding their holding as on Record Date.
8. All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
9. By agreeing to participate in the Buyback the non-resident Eligible Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
10. Eligible Sellers have to fill up the EVENT number issued by Depository in the column for settlement details along with the market type as "Buyback", ISIN, Quantity of shares and CM BP ID of broker and execution date in the Delivery Instruction Slips (DIS) so that Equity Shares can be tendered for Buyback Offer.
11. In the event of non-receipt of the Letter of Offer by an Eligible Shareholder, the Eligible Shareholder holding Equity Shares may participate in the Buyback by providing their application in writing on plain paper signed by all Eligible Shareholders (in case of joint holding), stating name and address of Eligible Shareholder(s),

number of Equity Shares held as on the Record Date, Client ID number, DP Name/ID, beneficiary account number, number of Equity Shares tendered for the Buyback.

- 12. For the Eligible Shareholders holding Equity Shares in demat form, the Tender Form and TRS are not required to be submitted to the Company, Manager to the Buyback or the Registrar to the Buyback. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted for the Eligible Shareholders holding Equity Shares in demat form.**

*All capitalised items not defined herein shall have the meaning ascribed to them in the Letter of Offer.*

-----Tear along this line-----

**ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD  
BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS  
QUOTING YOUR CLIENT ID AND DP ID:**

**Investor Service Centre:  
COSMO FIRST LIMITED (FORMERLY KNOWN AS COSMO FILMS LIMITED)  
BUYBACK OFFER 2022**

**Link Intime India Private Limited  
C-101, 1st Floor, 247 Park, L.B.S. Marg,  
Vikhroli (West), Mumbai - 400 083  
Tel: +91 810 811 4949; Fax: +91 22 4918 6195  
Email: cosmofirst.buyback2022@linkintime.co.in;  
Website: www.linkintime.co.in**

**Investor grievance e-mail: cosmofirst.buyback2022@linkintime.co.in  
Contact Person: Sumeet Deshpande  
SEBI Registration No.: INR000004058**

**ANNEXURE II – TENDER FORM FOR ELIGIBLE SHAREHOLDERS HOLDING PHYSICAL SHARES**

**FORM OF ACCEPTANCE-CUM ACKNOWLEDGEMENT**

**Bid Number:**

**Date:**

To,  
**Cosmo First Limited (formerly known as Cosmo Films Limited)**  
 C/o Link Intime India Private Limited  
 C-101, 1st Floor, 247 Park, L.B.S.  
 Marg, Vikhroli (West), Mumbai - 400 083

<b>BUY-BACK OPENS:</b>		[•]	
<b>BUY-BACK CLOSING ON:</b>		[•]	
<b>For Registrar use</b>			
<b>Inward No.</b>	<b>Date</b>	<b>Stamp</b>	
<b>Status (please tick appropriate box)</b>			
<input type="checkbox"/> Individual/HUF	<input type="checkbox"/> FII/FPI	<input type="checkbox"/> Insurance Co.	
<input type="checkbox"/> Foreign Co.	<input type="checkbox"/> NRI/OCB	<input type="checkbox"/> FVCI	
<input type="checkbox"/> Body Corporate	<input type="checkbox"/> Bank/ FI	<input type="checkbox"/> Pension/ PF	
<input type="checkbox"/> VCF	<input type="checkbox"/> Partnership/LLP	<input type="checkbox"/> Others (specify)	
<b>India Tax Residency Status: Please tick appropriate box</b>			
<input type="checkbox"/> Resident in India	<input type="checkbox"/> Non-Resident in India	<input type="checkbox"/> Resident of _____ (Shareholder to fill the country of residence)	
<b>Route of Investment (For NR Shareholders only)</b>			
<input type="checkbox"/> Portfolio Investment Scheme		<input type="checkbox"/> Foreign Investment Scheme	

Dear Sir/ Madam,

**Sub: Letter of Offer dated [•] to Buyback up to 10,09,345 Equity Shares of Cosmo First Limited (Formerly known as Cosmo Films Limited) (the “Company”) at a price of INR 1,070/- (Indian Rupees One Thousand Seventy only) per Equity Share (the “Buyback Offer Price”) through the tender offer route, pursuant to the provisions of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended (“SEBI Buyback Regulations”) and the Companies Act, 2013, as amended (“Buyback”) payable in cash**

- I / We having read and understood the Letter of Offer issued by the Company hereby tender / offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
- I / We authorize the Company to buyback the Equity Shares offered (as mentioned above) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
- I / We hereby warrant that the Equity Shares comprised in this Tender Offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.
- I / We declare that there are no restraints / injunctions or other covenants of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback and that I / We am / are legally entitled to tender the Equity Shares for Buyback.
- I / We acknowledge that the responsibility to discharge the tax due on any gains arising on buy-back is on me / us. I / We agree to compute gains on this transaction and immediately pay applicable taxes in India and file tax return in consultation with our custodians/ authorized dealers/ tax advisors appropriately.
- I / We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on buyback of shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc.
- I / We agree that the Company will pay the Buyback Price only after due verification of the validity of documents and that the consideration will be paid as per the Stock Exchange mechanism.
- I / We authorize the Company 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 Buyback

9. I / We agree that the Company is not obliged to accept any Equity Shares offered for Buyback where loss of share certificates has been notified to the Company.
10. I / We agree to return to the Company any Buyback consideration that may be wrongfully received by me / us.
11. I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, SEBI Buyback Regulations and any other applicable laws.
12. Details of Equity Shares held and tendered / offered for Buy-back:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date (December 14, 2022)		
Number of Equity Shares Entitled for Buy-back (Buy-back Entitlement)		
Number of Equity Shares offered for Buy-back (Including Additional Shares, if any)		

**Note:** An Eligible Shareholder may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder shall be accepted in accordance with Paragraph 21 of the Letter of Offer. 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.

13. Applicable for all Non-resident shareholders.

- I / We undertake to pay income taxes in India on any income arising on such Buyback accordance with prevailing income tax laws in India. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me / us.
- I/We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the RBI under FEMA and any other the rules and regulations, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, and any other rules, regulations and guidelines, in regard to remittance of funds outside India.

-----Tear along this line-----

**ACKNOWLEDGMENT SLIP: COSMO FIRST LIMITED (FORMERLY KNOWN AS COSMO FILMS LIMITED)**

**BUYBACK OFFER 2022**

*(To be filled by the Equity Shareholder) (Subject to verification)*

Folio No.			
Received from Mr./Ms./Mrs.			
<b>Form of Acceptance-cum-Acknowledgement, Original TRS along with:</b>			
No. of Equity Shares offered for Buyback (In Figures)		(in words)	
Please quote Folio No. for all future correspondence			Stamp of Broker

14. Non-resident shareholders (including NRIs, OCBs and FIIs) are requested to enclose a consent letter indicating the details of transfer i.e. number of Equity Shares to be transferred, the name of the investee company whose shares are being transferred i.e. "Cosmo First Limited" and the price at which the Equity Shares are being transferred i.e. "Price determined in accordance with the SEBI Buyback Regulations" duly signed by the shareholder or his/its duly appointed agent and in the latter case, also enclose the power of attorney.

15. Details of Share Certificates enclosed:\_\_\_\_\_ Total no. of Share Certificates submitted\_\_\_\_\_

Sr. No.	Folio No.	Share Certificate No.	Distinctive Nos.		No. of Equity Shares
			From	To	
1					
2					
<b>Total</b>					

*In case the number of folios and share certificates exceed four nos., please attach a separate sheet giving details in the same format as above.*

16. Equity Shareholders Bank Details:

Name of the Bank	Branch and City	IFSC and MICR Code	Account Number (indicate type of account)

17. Details of other Documents (Please ✓ as appropriate, if applicable) enclosed:

	Power of Attorney		Corporate Authorization
	Succession Certificate		Permanent Account Number (PAN Card)
	Self-attested copy of Permanent Account Number (PAN Card)		TRS
	Others (please specify)		Others (please specify)

18. Equity Shareholders Details:

Particulars	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) of the Holder				
Signature(s)*				
PAN				
Address of the Sole/First Equity Shareholder				
Telephone No. of Sole/First Equity Shareholder		Email ID of Sole/First Equity Shareholder		

*\*Corporate must affix rubber stamp and sign. The relevant corporate authorization should be enclosed with the application form submitted.*

#### Instructions:

**This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form**

1. This Offer will open on [●] and close on [●].
2. This Tender form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
3. Eligible Shareholders who wish to tender their Equity Shares in response to this Buyback should submit the following documents to their Shareholder Broker. The Eligible Shareholders / Shareholder Broker in turn would deliver the said documents along with the Transaction Registration Slip (TRS) to the Registrar; the documents should be sent to the Registrar only after the placement of a valid bid; non-submission of the below mentioned documents by 5:00 p.m. on [●] directly to the Registrar shall result in the rejection of the tendered Equity Shares: (i) the Tender Form duly signed (by all Equity Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares; (ii) original share certificates; (iii) valid share transfer form(s) (Form SH-4) duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company/Registrar) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company; (iv) self-attested copy of the Shareholder's PAN Card; (v) any other relevant documents such as (but not limited to) (a) duly attested Power of Attorney if any person other than the Equity Shareholder has signed the relevant Tender Form; (b)

notarized copy of death certificate and succession certificate or probated will, as applicable, if the original Shareholder has deceased; and (c) necessary corporate authorisations, such as board resolutions etc., in case of companies); (vi) In addition to the above, if the address of the Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Shareholder 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.

4. In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the offer by providing their application in plain paper in writing signed by all Eligible Shareholders (in case of joint holding), stating name, address, folio number, number of Equity Shares held, Equity Share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, enclosing the original Equity Share certificate(s), copy of Eligible Shareholder's PAN card(s) and executed share transfer form in favour of the Company. Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents, reach the Registrar to the Buyback on or before the Buyback Closing Date i.e. [●] by 5:00 p.m.
5. For procedure followed by Eligible Shareholders for tendering shares in the buyback, please refer to Paragraph 21 of the Letter of Offer.
6. Eligible Shareholders should also provide all relevant documents in addition to the above documents, which include but are not limited to: (i) Duly attested power of attorney registered with the Registrar & transfer Agent of the Company, if any person other than the Eligible Seller has signed the relevant Tender Form; (ii) Duly attested death certificate / succession certificate in case any Eligible Seller is deceased; and (iii) Necessary corporate authorizations, such as Board Resolutions etc., in case of companies.
7. All documents as mentioned above shall be enclosed with the valid Tender Form otherwise the shares will be liable for rejection. The shares shall be liable for rejection on the following grounds amongst others: (a) If any other company share certificates are enclosed with the Tender Form instead of the share certificate of the Company; (b) nonsubmission of Notarized copy of death certificate and succession certificate / probated/Will, as applicable in case any Eligible Shareholder has deceased; (c) if the Eligible Shareholder(s) tender the Equity Shares but the Registrar does not receive the share certificate; (d) in case the signature on the Tender Form and Form SH-4 doesn't match as per the specimen signature recorded with Company / Registrar; (e) if necessary corporate authorizations under official stamp are not accompanied with tender form; (f) if the transmission of the Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; or (g) the Form SH-4 is not witnessed.
8. All documents sent by the seller member/ custodian will be at their own risk and the seller member/ custodian is advised to adequately safeguard their interests in this regard. For the procedure to be followed by Equity Shareholders for tendering in the Buyback Offer, please refer to Paragraph 21 of the Letter of Offer.
9. By agreeing to participate in the Buyback the Non-Resident Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reportings, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.

*All capitalised items not defined herein shall have the meaning ascribed to them in the Letter of Offer.*

-----Tear along this line-----

**ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS**

**QUOTING YOUR CLIENT ID AND DP ID:**

**Investor Service Centre:**

**COSMO FIRST LIMITED (FORMERLY KNOWN AS COSMO FILMS LIMITED)**

**BUYBACK OFFER 2022**

**Link Intime India Private Limited**

**C-101, 1st Floor, 247 Park, L.B.S. Marg,**

**Vikhroli (West), Mumbai - 400 083**

**Tel: +91 810 811 4949; Fax: +91 22 4918 6195**

**Email: cosmofirst.buyback2022@linkintime.co.in;**

**Website: www.linkintime.co.in**

**Investor grievance e-mail: cosmofirst.buyback2022@linkintime.co.in**

**Contact Person: Sumeet Deshpande**

**SEBI Registration No.: INR000004058**



**Annexure III - Form No. SH-4**  
**Securities Transfer Form**  
**Pursuant to section 56 of the Companies act, 2013 and sub-rule (1) of rule 11 of the**  
**Companies (Share Capital and Debentures) Rules 2014**

**Date of execution**.....

FOR THE CONSIDERATION stated below the “Transferor(s)” named do hereby transfer to the “Transferee(s)” named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

**CIN:** L92114DL1976PLC008355  
**Name of the company (in full):** Cosmo First Limited (*Formerly known as Cosmo Films Limited*)  
**Name of the Stock Exchange where the company is listed, if any:** BSE Limited and National Stock Exchange of India Limited

**DESCRIPTION OF SECURITIES:**

Kind/Class of securities (1)	Nominal value of each unit of security (2)	Amount called up per unit of security (3)	Amount paid up per unit of security (4)
Equity Shares	₹ 10/-	₹ 10/-	₹ 10/-

No. of Securities being Transferred		Consideration Received (Rs)	
In figures	In words	In words	In figures

Distinctive Number	From				
	To				
Corresponding Certificate Nos:					

**TRANSFEROR' S PARTICULARS**

Registered Folio Number	
Name(s) in full and Pancard No.	Seller Signature (s)
1.	
2.	
3.	
I, hereby confirm that the Transferor has signed before me.	Witness Signature
Name and Address of Witness:	

**TRANSFEE' S PARTICULARS**

Name in full (1)	Father's/ Mother's / Spouse Name (2)	Address & E-mail id (3)
Cosmo First Limited ( <i>Formerly known as Cosmo Films Limited</i> )	N.A.	<b>Registered and Corporate Office:</b> 1008, DLF Tower-A, Jasola District Centre, New Delhi – 110 025, India.\n <b>E-mail:</b> investor.relations@cosmofirst.com
Occupation (4)	Existing Folio No., if any (5)	Signature (6)

Business		
----------	--	--

Folio No. of Transferee: \_\_\_\_\_

Specimen Signature of Transferee

1. \_\_\_\_\_
2. \_\_\_\_\_
3. \_\_\_\_\_

Value of stamp affixed: \_\_\_\_\_ (Rs.)

Enclosures:

- (1) Certificate of shares or debentures or other securities
- (2) If no certificate is issued, letter of allotment.
- (3) Copy of PAN Card of all the Transferees (For all listed Cos.)
- (4) Other, Specify.....

Declaration:

- Transferee is not required to obtain the Government approval under the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 prior to transfer of shares;
- Or
- Transferee is required to obtain the Government approval under the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 prior to transfer of shares and the same has been obtained and is enclosed herewith.

Stamps:

--

For office use only Checked by _____ Signature tallies by _____ Entered in the Register of Transfer on _____ vide Transfer No. _____ Approval Date _____ Power of attorney/Probate/Death Certificate/Letter of administration Registered on _____ at No. _____
---