



SEBI/HO/CFD/DCR2/VT/OW/. 2085.../1

सहायक प्रबंधक / ASSISTANT MANAGER निगम वित्त विभाग / CORPORATION FINANCE DEPARTMENT निगम पुनर्संरचना प्रभाग / DIVISION OF CORPORATE RESTRUCTURING दूरभाष सं. / Tel. 022 – 2644 9673 ई-मेल / E-mail – adwaitad@sebi.gov.in

January 16, 2023

Mr. Sumeet Lath,

Senior Vice President -Investment Banking & Head ECM Execution, AnandRathi Investment Banking Ltd, 10th Floor, Trade Tower - D, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013

महोदय / महोदया, Sir / Madam,

विषय / Sub: भारतीय प्रतिभूति और विनिमय बोर्ड (प्रतिभूतियों को क्रय द्वारा वापस लेना) विनियम, 2018 [सेबी (बाय-बैक ऑफ सिक्यूरिटीज़) रेग्यूलेशन्स, 2018]] के अनुसार कंपनी (Cosmo First Limited) के इक्विटी शेयरों को क्रय द्वारा वापस लेना /Buy-back of equity shares of the Company (Cosmo First Limited) in terms of SEBI (Buy-back of Securities) Regulations, 2018 [Buyback Regulations]

- आप कृपया अपने तारीख December 05, 2022 के पत्र के माध्यम से प्रस्तुत किए गए प्रारूप प्रस्ताव-पत्र (ड्राफ्ट लेटर ऑफ ऑफर) का संदर्भ लें । Please refer to the draft letter of offer submitted vide your letter dated December 05, 2022.
- 2. मर्चेंट बैंकर (बैंककार) होने के नाते, आप यह सुनिश्चित कर लें कि प्रेस या किसी अन्य मीडिया को विज्ञापन, प्रेस विज्ञप्ति, साक्षात्कार आदि के माध्यम से दिया जाने वाला कोई भी बयान (कथन) [फिर चाहे वह बयान आपके द्वारा दिया जा रहा हो या फिर कंपनी द्वारा दिया जा रहा हो] प्रस्ताव-पत्र (लेटर ऑफ ऑफर) में प्रकट किए गए तथ्यों (प्रकटीकरणों) के अनुरूप ही हो

As a Merchant Banker, you are advised to ensure that any statements made to the press or any other media by way of advertisements, press release, interview etc., either by you or by the company shall only be based on disclosures contained in the letter of offer.

सेबी भवन, प्लॉट सं. सी 4-ए, "जी" ब्लॉक्**? बंझर-कुंर्ला** कॉम्प्लेक्स, बांडा (पूर्व), मुंबई - 400 051. दूरभाष : 2644 9950 / 4045 9950 (आई.वी.आर.एस.), 2644 9000 / 4045 9000 फैक्स : 2644 9019 से 2644 9022 वेब : www.sebi.gov.in



- 3. भारतीय प्रतिभूति और विनिमय बोर्ड (प्रतिभूतियों को क्रय द्वारा वापस लेना) विनियम, 2018 के विनियम 8(ii) के अनुसार, हम प्रस्तावित प्रस्ताव (ऑफर) हेतु प्रारूप प्रस्ताव-पत्र (ड्राफ्ट लेटर ऑफ ऑफर) के संबंध में अपनी टिप्पणियाँ आपको सूचित कर रहे हैं, जिनका उल्लेख हमने इस पत्र के साथ लगे 'संलग्नक' में कर दिया है और जिन्हें प्रस्ताव-पत्र में अवश्य शामिल किया जाए।
 - In terms of Regulation 8(ii) of the Buyback Regulations, we convey our comments on the draft letter of offer for the proposed offer, given in Annexure to this letter, which shall be incorporated in the letter of offer.
- 4. प्रस्ताव-पत्र [शेयर सौंपे जाने संबंधी फॉर्म (टेंडर फॉर्म) सिहत] इस पत्र के प्राप्त होने की तारीख से पाँच कार्य-दिवसों के भीतर प्रेषित कर दिया जाए और उसके बाद प्रस्ताव (ऑफर) पाँच कार्य-दिवसों के भीतर खोल दिया जाए । क्रियाकलापों (ऐक्टिविटी) की संशोधित समय-सारणी और उसके अनुसार पड़ने वाले प्रभावों / उसके अनुसार दूसरी बाध्यताओं के पालन संबंधी अपेक्षाओं के मद्देनज़र प्रस्ताव पत्र में, जहाँ-जहाँ जरूरी हो, आवश्यक बदलाव किए जाएँ।
 - The letter of offer along with tender form should be dispatched within five working days from the date of receipt of this letter and offer may open not later than five working days thereafter. Suitable amendments regarding the revised activity schedule and consequential effects/compliance of other obligations should be carried out in the letter of offer, wherever required.
- 5. आप प्रस्ताव (ऑफर) के खुलने की तारीख से पहले प्रस्ताव दस्तावेज (ऑफर डॉक्यूमेंट) में उपरोक्त बदलाव करके प्रस्ताव दस्तावेज (ऑफर डॉक्यूमेंट) की सॉफ्ट कॉपी भिजवा दें, तािक हम उसे अपने वेबसाइट पर डलवा सकें और साथ ही आप हमें उसकी हार्ड कॉपी भी हमारे रिकॉर्ड के लिए भिजवाएँ।
 - You shall submit a soft copy and a hard copy of the printed offer document incorporating the above mentioned changes for making the same available at our website and for the purpose of our records respectively before the offer opening date.
- 6. जिस पत्र (कविरंग लेटर) के साथ प्रिंट किया हुआ (मुद्रित) प्रस्ताव दस्तावेज (ऑफर डॉक्यूमेंट) प्रस्तुत किया जाए, उसमें यह साफ-साफ उल्लेख हो कि इस पत्र में दी हुई हमारी हर टिप्पणी के संबंध में क्या कार्रवाई की गई और साथ ही प्रिंट किए हुए प्रस्ताव दस्तावेज की संबंधित पृष्ठ संख्याओं (पेज नंबरों) का भी उल्लेख किया जाए । प्रस्ताव दस्तावेज की प्रिंट की हुई किसी एक हार्ड कॉपी में, इस पत्र के माध्यम से सूचित की गई टिप्पणियों के अनुसार प्रस्ताव दस्तावेज में किए गए बदलावों को सही ढंग से उजागर (हाइलाइट) करके दर्शाया जाए।

The covering letter, whereby the printed offer document is submitted, should specify how each of our comments mentioned in this letter has been dealt with, giving reference to the relevant page nos. of the printed offer document. In one of the hard copies of the printed offer document, changes in the offer

Ad



document pursuant to comments conveyed vide instant letter should be duly highlighted.

7. यदि सुझाए गए बदलाव प्रस्ताव-पत्र (लेटर ऑफ ऑफर) में नहीं किए गए और उक्त विनियमों के प्रावधानों का उल्लंघन किया गया, तो उपयुक्त कार्रवाई की जाएगी । इसके अतिरिक्त, हमारे पास प्रस्तुत किए गए प्रस्ताव-पत्र में ऊपर बताए गए बदलावों के अलावा दसरे कोई भी बदलाव न किए जाएँ।

The failure to carry out the suggested changes in the letter of offer as well as violation of provisions of the Regulations will attract appropriate action. Further apart from above, no other changes shall be carried out in the letter of offer submitted to us.

8. हालाँकि, प्रस्ताव-पत्र (लेटर ऑफ ऑफर) दाखिल कर देने मात्र से, कंपनी को कंपनी अधिनियम, 2013 (कंपनीज़ एक्ट, 2013) की धारा 68, धारा 69 और धारा 70 के किसी भी प्रावधान से अथवा ऐसी किसी भी अपेक्षा से छूट नहीं मिलेगी, जिसके अनुसार प्रस्तावित प्रस्ताव (ऑफर) के प्रयोजनार्थ कानूनी तौर पर कोई मंजूरी लेना या दूसरी कोई मंजूरी लेना जरूरी हो।

The filing of letter of offer does not, however, absolve the company from any provisions of Section 68, Section 69 and 70 of the Companies Act, 2013 or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed offer.

9. उपरोक्त टिप्पणियाँ जारी करने से किन्हीं मौजूदा कानूनों, नियमों या विनियमों (रेग्यूलेशन्स) के तहत मंजूरियाँ लिए जाने संबंधी अपेक्षाओं पर प्रतिकूल प्रभाव नहीं पड़ेगा । The above comments are issued without prejudice to the applicability of any approvals to be obtained under any Laws, Rules or Regulations for the time being in force.

भवदीय / Yours faithfully,

अद्वैत अभय दहाले/ Adwait Abhay Dahale

सहायक प्रबंधक / Assistant Manager



ANNEXURE / संलग्नक

S. No.	Contents / Comments						
1.	Ensure compliance with regulation 24(1) (b) of the Buyback Regulations 2018 that the company shall not issue any shares or other specified securities including by way of bonus till date of closure of the offer made under the regulation.						
2.	Update the data in the draft letter of offer, at all applicable places, as on Record Date.						
3.	Ensure compliance with SEBI Circulars dated April 13, 2015, December 9, 2016 and August 13, 2021 with respect to acquisition of shares through stock exchange mechanism. Follow the instructions specified by BSE in their circulars issued in connection with mechanism for acquisition of shares through Stock Exchanges pursuant to Buy Back.						
4.	Since the Designated Stock Exchange is BSE, ensure that sellers whose brokers are not registered with BSE are able to tender the shares through the buyer broker and make suitable disclosure regarding the same.						
5.	Ensure compliance of Regulation 9(xi) of SEBI Buy Back Regulations, 2018 with regard to Escrow Account duly update the details in clause 12 of the draft letter of offer.						
6.	Information provided vide email dated December 27, 2022 in relation to SCN issued against Mr. Ashok Jaipuria, Mr. Rakesh Nangia may be suitably incorporated in the Letter of Offer along with other correspondences dated December 21, 2022, December 22, 2022, December 27, 2022 and December 28, 2022, January 02, 2023, January 03, 2023, January 06, 2023 and January 12, 2023.						
7.	With respect to shareholders holding shares in physical form, you are advised to dispatch letter of offer, as per the timelines prescribed in the Regulations and ensure that such shareholders have received hard copy of letter of offer before opening of the offer and submit a report to SEBI after completion of the offer, in the following format:						

Ad



		N.	Б	D-4-	Mad	No. of	No. of	No.										
No.								of										
				T				•										
		shar	• '				_	shar										
	holde	es			tch			es										
	rs	held	holdin				-	tend										
	holdin	in	g in	of				ered										
	g	physi	physic	offer		of	shares	in										
	share	cal	al			offer	in	physi										
	s in	form	form			physic		cal										
	physi					ally*	al form	form										
	cal																	
	form	1																
. —																		
*In case of letter of offer returned undelivered, submit details of efforts																		
/ steps taken to deliver the same."																		
Kindly ensure that all documents/ information referred in Draft letter Offer should be made available for inspection by shareholder(s). Al																		
									9. You are advised to issue an offer opening advertisement in the same newspaper daily in which PA was published. You are also advised to create a web link on the Website of Registrar to the Buyback to enable the shareholders to access the offer related forms and procedures. The offer opening advertisement shall also contain the details of such web									
	/ st Kind Offe prov You new crea the offe	no. of share holde rs holdin g share s in physical form *In case of / steps take! Kindly ensur Offer should provide the farewspaper of create a well the sharehold	no. of share shar holde es rs held holdin in g physi share cal s in form physi cal form *In case of letter of / steps taken to deliv Kindly ensure that a Offer should be ma provide the facility fo You are advised to newspaper daily in create a web link or the shareholders to offer opening advertiges.	no. of of share shar of share rs held holdin in g in physic share cal al s in form form physical form *In case of letter of offer returned form *In case	no. of share shar of dispa holde es share tch of rs held holdin letter holdin in g in of g physi physic share cal al s in form form physi cal form *In case of letter of offer returned unity steps taken to deliver the same." Kindly ensure that all documents/ inform Offer should be made available for provide the facility for carrying the inspection of the shareholders to access the offer offer opening advertisement shall also	no. of share shar of dispa tch of dispa tch of rs held holdin letter holdin in g in of g physi physic share cal al s in form physi cal form *In case of letter of offer returned undelivered / steps taken to deliver the same." Kindly ensure that all documents/ informatio Offer should be made available for inspecti provide the facility for carrying the inspection to You are advised to issue an offer opening newspaper daily in which PA was published create a web link on the Website of Registrat the shareholders to access the offer related offer opening advertisement shall also contains.	no. of share shar of dispa dispa olders received holde es share to fee of shareh holdin in g in g physic share cal al s in form physic cal form *In case of letter of offer returned undelivered, submit / steps taken to deliver the same." *Kindly ensure that all documents/ information referred Offer should be made available for inspection by shorovide the facility for carrying the inspection through or you are advised to issue an offer opening advertise newspaper daily in which PA was published. You are create a web link on the Website of Registrar to the feet the shareholders to access the offer related forms and offer opening advertisement shall also contain the definition of the website of shareholders to access the offer related forms and offer opening advertisement shall also contain the definition of the website of the shareholders to access the offer related forms and offer opening advertisement shall also contain the definition of the website of the shareholders to access the offer related forms and offer opening advertisement shall also contain the definition of the website of the shareholders to access the offer related forms and offer opening advertisement shall also contain the definition of the website of the shareholders to access the offer related forms and offer opening advertisement shall also contain the definition of the website of the shareholders to access the offer related forms and offer opening advertisement shall also contain the definition of the website of the offer related forms and offer opening advertisement shall also contain the definition of the website of the offer related forms and offer opening advertisement shall also contain the definition of the offer related forms and offer opening advertisement shall also contain the definition of the offer related forms and offer opening advertisement shall also contain the definition of the offer related forms and offer opening advertisement shall also contain the offer opening advertisement shall also contain the offer opening adverti	no. of share shar of dispa dispa olders holder es share holdin letter holdin in g in of share share cal share share share share the holdin letter share share cal al form form physic cal form form state all documents/ information referred in Draft Offer should be made available for inspection by shareholder provide the facility for carrying the inspection through online model of the shareholders to access the offer related forms and procedulation of shareholders are also access the offer related forms and procedulation of shareholders are shareholders.										

Ad