

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

This Letter of Offer is being sent to you, being an Eligible Shareholder of Elegant Marbles and Grani Industries Limited (the “Company”) as on Record Date (as defined hereinafter) in accordance with the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, as amended (“SEBI Buyback Regulations”). If the Eligible Shareholders require any clarifications regarding, the actions to be taken, they may consult their stock broker or investment consultants or the Manager to the buyback i.e., Sundae Capital Advisors Private Limited or the Registrar to the Buyback i.e., Link Intime India Private Limited. Please refer to the section on “Key Definitions” on page 2 for definition of the capitalized terms used herein.



ELEGANT MARBLES AND GRANI INDUSTRIES LIMITED

Registered Office: E -7/9, RIICO Industrial Area, Abu Road, Sirohi, Rajasthan, 307026, India
Corporate Office and Correspondence Address: Elegant House, Raghuvanshi Mills Compound, Senapati Bapat Marg,
Lower Parel (West), Mumbai, Maharashtra, 400013, India
CIN: L14101RJ1984PLC003134 | **Tel:** +91-22-24960771 / 24939676 |
Website: www.elegantmarbles.com, **Email:** companysecretary@elegantmarbles.com
Compliance Officer and Company Secretary: Ms. Pooja Ponda

OFFER TO BUYBACK OF UPTO 6,97,000 (SIX LAKHS NINETY SEVEN THOUSAND ONLY) FULLY PAID-UP EQUITY SHARES, OF FACE VALUE OF RS. 10/- (RUPEES TEN ONLY) EACH (“EQUITY SHARES”), REPRESENTING 19.04% OF THE ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY AS ON SEPTEMBER 30, 2023 (“BUYBACK”). THE BUYBACK WILL BE UNDERTAKEN ON A PROPORTIONATE BASIS, FROM THE ELIGIBLE SHAREHOLDERS HOLDING EQUITY SHARES AS ON JANUARY 05, 2024 (“RECORD DATE”), BY WAY OF A TENDER OFFER ROUTE THROUGH THE STOCK EXCHANGE MECHANISM (“TENDER OFFER”), FOR CASH AT A PRICE OF RS. 385/- (THREE HUNDRED AND EIGHTY FIVE ONLY) (“BUYBACK PRICE”) PER EQUITY SHARE FOR AN AGGREGATE AMOUNT NOT EXCEEDING RS. 26,83,45,000 (INDIAN RUPEES TWENTY-SIX CRORES EIGHTY-THREE LAKH AND FORTY-FIVE THOUSAND ONLY) (“BUYBACK SIZE”) EXCLUDING EXPENSES INCURRED OR TO BE INCURRED FOR THE BUYBACK LIKE FEES PAYABLE TO THE SEBI, MERCHANT BANKER FEES, STOCK EXCHANGE FEE FOR USAGE OF THEIR PLATFORM FOR BUYBACK, TRANSACTION COSTS VIZ. BROKERAGE, APPLICABLE TAXES INTER- ALIA INCLUDING TAX ON DISTRIBUTED INCOME TO SHAREHOLDERS, SECURITIES TRANSACTION TAX, GOODS AND SERVICES TAX, STAMP DUTY, ETC., PUBLIC ANNOUNCEMENT PUBLICATION EXPENSES, PRINTING AND DISPATCH EXPENSES AND OTHER INCIDENTAL AND RELATED EXPENSES (“TRANSACTION COST”), AND SAID BUYBACK SIZE REPRESENTS 24.88% OF THE PAID-UP SHARE CAPITAL AND FREE RESERVES OF THE COMPANY AS PER THE AUDITED FINANCIAL STATEMENTS AS AT SEPTEMBER 30, 2023.

- The Buyback is being undertaken by the Company in accordance with Article 56 of the Articles of Association of the Company, the provisions of Sections 68, 69, 70, 179 and other applicable provisions of the Companies Act, 2013 (“Act”), the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014 (“Rules”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable and Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (the “SEBI Buyback Regulations”) and the SEBI Circulars. The Buyback is further subject to such other approvals, and permissions, as may be required from time to time from any statutory, regulatory or governmental authorities under applicable law.
- The Buyback Offer size represents up to 24.88% of the aggregate paid-up equity capital and free reserves of the Company as per the audited financial statements as at September 30, 2023 (i.e. the latest audited financial statements available as on the date of Board Meeting recommending the proposal of the Buyback, which was on November 11, 2023) which is within the statutory limits of 25% of the fully paid-up equity capital and free reserves as per the last audited financial statements of the Company.
- This Letter of Offer is sent to the Eligible Shareholders as on the Record Date, i.e. January 05, 2024.
- A copy of the Public Announcement dated December 23, 2023, published on December 26, 2023 (“Public Announcement”) is available and the Letter of Offer (including the Tender Form(s)) (“Letter of Offer”) shall be available on the website of the Company, Securities and Exchange Board of India, the Stock Exchange, the Manager and the Registrar to the Buyback at www.elegantmarbles.com, www.sebi.gov.in, www.bseindia.com, www.sundaecapital.com, and www.linkintime.co.in respectively.
- For the procedure for acceptance and tender of Equity Shares as well as for mode of payment of consideration to Eligible Shareholders, please see the section entitled “Procedure for Tendering Equity Shares and Settlement” on page 29 of this Letter of Offer. The Form of Acceptance-cum-Acknowledgement (“Tender Form”) is enclosed with this Letter of Offer.
- Eligible Shareholders are advised to refer to the sections entitled “Details of Statutory Approvals” and “Note on Taxation” on pages 24 and 36 respectively, of this Letter of Offer, before tendering their Equity Shares in the Buyback.

BUYBACK PROGRAMME

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| Buyback opening date | January 11, 2024, Thursday |
| Buyback closing date | January 17, 2024, Wednesday |
| Last date / time for receipt of the completed Tender Offer Form and other specified documents by the Registrar to the Buyback: | January 19, 2024, Friday |
| MANAGER TO THE BUYBACK | REGISTRAR TO THE BUYBACK |
| | |
| Sundae Capital Advisors Private Limited 404, 4 th Floor, Vaibhav Chambers, Bandra Kurla Complex, Bandra East, Mumbai, 400 051, Maharashtra, India Tel. No. +91 22 3501 4499 Email: elegant.buyback@sundaecapital.com Investor Grievance e-mail id: grievances.mb@sundaecapital.com Website: www.sundaecapital.com SEBI Regn. No.: INM000012494 Validity Period: Permanent CIN: U65990DL2016PTC305412 Contact Person: Rajiv Sharma / Anchal Lohia | Link Intime India Private Limited C - 101, 247 Park, LBS Road, Vikhroli West, Mumbai, 400083, Maharashtra, India Tel. No.: +91 81081 14949 Fax No.: +91 22 4918 6195 Email: elegantmarbles.buyback2023@linkintime.co.in Website: www.linkintime.co.in SEBI Regn. No.: INR000004082 Validity of Registration: Permanent CIN: U67190MH1999PTC118368 Contact Person: Mr. Shanti Gopalakrishnan |

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1. SCHEDULE OF ACTIVITIES

| Particulars | Date | Day |
|--|-------------------|------------|
| Date of Board Meeting approving the proposal of the Buyback | November 11, 2023 | Saturday |
| Date of declaration of results of postal ballot for special resolution by the Equity Shareholders of the Company, approving the Buyback | December 22, 2023 | Friday |
| Date of publication of the Public Announcement for the Buyback | December 26, 2023 | Tuesday |
| Record Date for determining the Buyback Entitlement and the names of Eligible Shareholders | January 05, 2024 | Friday |
| Last date for dispatch of Letter of Offer | January 09, 2024 | Tuesday |
| Date of Opening of the Buyback | January 11, 2024 | Thursday |
| Date of Closing of the Buyback | January 17, 2024 | Wednesday |
| Last date of receipt of the completed Tender Forms and other specified documents by the Registrar to the Buyback* | January 19, 2024 | Friday |
| Last date of verification of Shares tendered by the Registrar to the Buyback | January 19, 2024 | Friday |
| Last date for settlement of bids on the Stock Exchange | January 24, 2024 | Wednesday |
| Last date of dispatch of share certificate(s) by Registrar / payment of consideration to shareholders / return of unaccepted demat shares by Stock Exchange to Eligible Shareholders | January 24, 2024 | Wednesday |
| Last date of extinguishment of Equity Shares | February 05, 2024 | Monday |

* Eligible Shareholders are required to submit their form(s) with their broker for bidding. After entering a valid bid, the seller member should send either by registered post / courier to the Registrar to the Buyback the Tender Forms along with the requisite documents, superscribing the envelope as “**Elegant Marbles and Grani Industries Limited – Buyback 2023**”, or hand deliver the same to the Registrar to the Buyback at the address mentioned on the cover page or in Clause 18 of this Letter of Offer.

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

2. KEY DEFINITIONS

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

The words and expressions used in this Letter of Offer, but not defined herein shall have the meaning ascribed to such terms under the SEBI Buyback Regulations, the Companies Act, 2013, the Depositories Act, and the rules and regulations made thereunder.

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| Act / Companies Act | The Companies Act, 2013, as amended and applicable rules thereunder |
| Acceptance | 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 the Designated Stock Exchange in the form of a separate window in accordance with the SEBI Circulars. |
| Additional Equity Shares or Additional Shares | Additional Equity Shares tendered by an Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder |
| Articles | Articles of Association of the Company |
| Board / Board of Directors | 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 Offer / Offer | Buyback Offer | Offer to Buyback up to 6,97,000 fully paid-up Equity Shares of face value Rs. 10/- each of the Company at a price of Rs. 385/- per Equity Share for an aggregate amount of not exceeding Rs. 2,683.45 Lakhs (Rupees Twenty Six Crores Eighty Three Lakhs Forty Five Thousand only), excluding transaction costs, applicable taxes, other incidental and related expenses from the Equity Shareholders of the Company as on the Record Date, on a proportionate basis, in accordance with the SEBI Buyback Regulations and relevant provisions of the Act by way of a Tender Offer Route through the stock exchange mechanism |
| Buyback Entitlement or Entitlement | | The number of Equity Shares that an Eligible Shareholder is entitled to tender, in the Buyback, based on the number of Equity Shares held by such Eligible Shareholder, on the Record Date and the ratio of Buyback as applicable in the category to which such Eligible Shareholder belongs |
| Buyback Price | | Price at which Equity Shares will be bought back from the Eligible Equity Shareholders i.e. Rs. 385/- (Three Hundred and Eighty Five only) per fully paid up Equity Share, payable in cash. |
| CDSL | | Central Depository Services (India) Limited |
| Company | | Elegant Marbles and Grani Industries Limited |
| Company's Buyer | Broker / Buyer Broker | Eureka Stock & Share Broking Services Limited |
| DP | | Depository Participant |
| Depositories | | Collectively, National Securities Depository Limited and Central Depository Services (India) Limited |
| Designated Exchange / DSE | Stock | The designated stock exchange for the Buyback is BSE Limited. |
| Director(s) | | Director(s) of the Company |
| Eligible Shareholder or Eligible Person(s) | | All Person(s) /shareholders / beneficial owners of shares holding Equity Shares as on record date and who are eligible to participate in the Buyback |
| Equity Shares / Shares | | Fully paid-up equity shares of the Company each having a face value of Rs. 10/- (Rupees Ten Only). |
| Escrow Account | | The Escrow Account titled "Elegant Marbles & Grani Industries Limited Buyback Escrow Account" opened with the Escrow Agent in terms of Escrow Agreement. |
| Escrow Agent | | ICICI Bank Limited |
| Escrow Agreement | | The Escrow Agreement dated December 13, 2023 entered into between the Company, the Manager and the Escrow Agent |
| FEMA | | Foreign Exchange Management Act, 1999, as amended from time to time |
| FII | | Foreign Institutional Investors |
| General Category | | Category of Eligible Shareholders other than Small Shareholders |
| IT Act | | Income-tax Act, 1961, as amended from time to time |
| Letter of Offer | | The Letter of offer dated January 06, 2024 containing disclosures in relation to the Buyback as specified in the SEBI Buyback Regulations |
| Manager to the Buyback / Manage to the Offer / Manager | | Sundae Capital Advisors Private Limited |
| NRI / Non Resident Indian | | A person resident outside India, who is a citizen of India or a person of Indian origin, and shall have the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time |
| NSDL | | National Securities Depository Limited |
| Public Announcement | | The Public Announcement, made in accordance with the SEBI Buyback Regulations, dated December 23, 2023, published in all editions of the Business Standard – English and Hindi and Jagruk Times – Sirohi – Hindi on December 26, 2023 each with wide circulation. |
| Promoter & Promoter Group | | <u>Promoters:</u> Rajesh Agrawal Rakesh Agrawal <u>Promoter Group:</u> Alka Agrawal |

| | |
|---|---|
| | Divya Agrawal Gita Agrawal Indu Agrawal |
| Ratio of Buyback | The ratio of the Buyback: (i) in case of Small Shareholders, 86 Equity Shares for every 353 Equity Shares held by such Small Shareholder on the Record Date; and (ii) for Eligible Shareholders other than Small Shareholders, 161 Equity Share for every 878 Equity Shares held by such Eligible Shareholder on the Record Date |
| RBI | The Reserve Bank of India |
| Record Date | January 05, 2024 i.e. the date for the purpose of determining the Buyback Entitlement and the names of the Eligible Shareholders, to whom the Letter of Offer and Tender Form is being sent and who are eligible to participate in the Buyback Offer in accordance with Buyback Regulations. |
| Registrar to the Buyback | Link Intime India Private Limited |
| SEBI | Securities and Exchange Board of India |
| SEBI Buyback Regulations | Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, as amended |
| SEBI Circulars | Tendering of Equity Shares by Shareholders and settlement of the same, through the stock exchange mechanism as specified by SEBI in the circular bearing number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 and CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and circular bearing number SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023, as may be amended from time to time. |
| Shareholders | Holders of Equity Shares and includes beneficial owners thereof |
| Shareholder's Broker | A Stock Broker of an Eligible Shareholder through whom the Eligible Shareholder wants to participate in the Buyback |
| Small Shareholder | 'Small Shareholder' means an eligible shareholder, who holds shares or other specified securities whose market value, on the basis of closing price of shares or other specified securities, on the recognized stock exchange in which highest trading volume in respect of such security, as on record date i.e. January 05, 2024 is not more than Rs. 200,000/- (Rupees Two Lakh Only) as defined in Regulation 2(i)(n) of the Buyback Regulations |
| Stock Exchange | BSE, being the stock exchange where the Equity Shares of the Company are listed |
| Takeover Regulations | The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time |
| Tender offer | Method of buyback as defined in Regulation 2(1)(q) of the SEBI Buyback Regulations read with Regulation 9(vii) of the Buyback Regulations using stock exchange mechanism |
| Tender Offer Form / Form of Acceptance | The form of Acceptance-cum-Acknowledgement to be filled in by the Shareholders to participate in the Buyback. |
| TRS | Transaction Registration Slip |

3. DISCLAIMER CLAUSE

- 3.1 As required, a copy of the Letter of Offer has been submitted to Securities and Exchange Board of India ("SEBI"). It is to be distinctly understood that submission of the Letter of Offer with 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 the Letter of Offer. The Manager to the Buyback, Sundae Capital Advisors Private Limited has certified that the disclosures made in the Letter of Offer are generally adequate and are in conformity with the provisions of Companies Act and the SEBI Buyback Regulations. This requirement is to facilitate investors to take an informed decision for tendering their shares in the Buyback.
- 3.2 It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in the Letter of Offer, the Manager to the Buyback offer is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose. Pursuant to this requirement, Manager to the Buyback Offer, Sundae Capital Advisors Private Limited has furnished to SEBI a due diligence certificate dated January 06, 2024 in

accordance with the SEBI Buyback Regulations which reads as follows:

“We have examined various documents and materials relevant to the Buyback as part of the due diligence carried out by us in connection with the finalization of the public announcement dated December 23, 2023 published on December 26, 2023 (the “Public Announcement”) and Letter of Offer dated January 06, 2024. On the basis of such examination and the discussions with the Company, we hereby state that:

- **The Public Announcement and Letter of Offer is in conformity with the documents, materials and papers relevant to the Buyback;**
- **All the legal requirements connected with the said offer including the SEBI (Buyback of Securities) Regulations, 2018, as amended, have been duly complied with;**
- **The disclosures in the Public Announcement and Letter of Offer are, to the best of our knowledge, true, fair and adequate in all material respects for the shareholders of the Company to make a well informed decision in respect of the captioned Buyback;**
- **Funds used for Buyback shall be as per the provisions of the Companies Act, 2013.”**

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

3.4 Promoters / Directors of the Company declare and confirm that no information / material likely to have a bearing on the decision of investors has been suppressed / withheld and / or incorporated in the manner that would amount to mis-statement / mis-representation 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 / mis-representation, the Promoters / Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act, 2013 and the SEBI Buyback Regulations.

3.5 Promoters / Directors also declare and confirm that funds borrowed from banks and / or financial institutions will not be used for the Buyback.

3.6 **NO OFFER TO SUBSCRIBE / PURCHASE / SELL, OR AN INVITATION TO SUBSCRIBE / PURCHASE / SELL, ANY SECURITIES OF THE COMPANY OR AS A SOLICITATION OR AN INVITATION TO SUBSCRIBE / PURCHASE / SELL ANY SECURITIES OF THE COMPANY INCLUDING THE EQUITY SHARES IS MADE IN A JURISDICTION, OTHER THAN INDIA, WHERE IT IS ILLEGAL, OR ANY ACTION OR APPROVAL IS REQUIRED, TO MAKE THIS BUYBACK.**

(a) The Public Announcement that was published on December 26, 2023 and this Letter of Offer in connection with this Buyback, has been prepared for the purposes of compliance with the regulations of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, as amended from time to time. Accordingly, the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. The Company and the Manager to the Buyback are under no obligation to update the information contained herein at any time after the date of the Letter of Offer. This Letter of Offer does not in any way constitute an offer in any form, or an invitation in any form to subscribe / purchase / sell, any securities of the Company in any jurisdiction or as a solicitation or an invitation in any form to subscribe / purchase / sell any securities including the Equity Shares of the Company.

(b) No action has been or will be taken by the Company or Manager to the Buyback to permit the Buyback in any jurisdiction where action would be required for that purpose. The Letter of Offer shall be dispatched to all Equity Shareholders whose names appear in the register of members of the Company, as on the Record Date. However, receipt of the Letter of Offer by any Eligible Seller in a jurisdiction in which it would be illegal to make this Buyback, or where making this Buyback would require any action to be taken (including, but not restricted to, registration of the Letter of Offer under any local securities laws of any jurisdiction outside of India), shall not be treated by such Eligible Seller as an offer or invitation to offer being made to them and shall be construed by them as being sent for information purposes only.

(c) Persons in possession of the Letter of Offer are required to inform themselves of any relevant restrictions in their respective jurisdictions. Any Eligible Seller 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

authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buyback.

- (d) The Buyback is being made for securities of an Indian Company and is subject to the laws of India. It is important for U.S. securities holders to be aware that this Letter of Offer is subject to tender offer laws and regulations in India that are different from those in the U.S. and has been prepared in accordance with Indian law, format and style, which differs from customary U.S. format and style. This Letter of Offer, does not in any way, constitute an offer to sell, or an invitation to sell, or buy any securities in the United States of America, or in any other jurisdiction in which offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. Users of the information contained in this Letter of Offer are requested to inform themselves about and to observe such restrictions.

3.7 Forward Looking Statement:

The Letter of Offer contains certain forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as ‘aim’, ‘anticipate’, ‘believe’, ‘expect’, ‘estimate’, ‘intend’, ‘objective’, ‘plan’, ‘project’, ‘will’, ‘will continue’, ‘will pursue’ or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

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 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.

4. TEXT OF THE RESOLUTION PASSED AT BOARD MEETING HELD ON NOVEMBER 11, 2023

The Buyback through Tender Offer has been duly authorized by resolutions passed by the Board of Directors of the Company at its meeting held on November 11, 2023. The text of the relevant resolutions passed is given below.

Quote

“RESOLVED THAT pursuant to the provisions contained in Article 56 of the Articles of Association of the Company and in accordance with the provisions of Sections 68, 69, 70, 110, 179 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (the “**Act**”) and the provisions contained in the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (“**SEBI Buyback Regulations**”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) (including any amendments, statutory modification(s) or re-enactment of the Act or SEBI Buyback Regulations or SEBI Listing Regulations, for the time being in force) and subject to the approval of the shareholders of the Company by way of a special resolution through a postal ballot and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (herein referred to as the “**Board**”, which expression shall include any Committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), the approval of the Board be and is hereby accorded for the buyback of upto **6,97,000 (Six Lakh Ninety Seven Thousand only)** fully paid up Equity Shares of face value of **Rs. 10/- each** (hereinafter referred to as the “**Equity Share(s)**” or “**Share(s)**”) of the Company at a price of **Rs. 385/- (Rupees Three Hundred and Eighty Five only)** per Share (“**Buyback**

Price”) payable in cash for an aggregate Buyback consideration not exceeding **Rs. 26,83,45,000 (Rupees Twenty Six Crore Eighty Three Lakh Forty Five Thousand only)** (“**Maximum Offer Size**”), which is 24.88% of the paid up share capital and free reserves of the Company as per the latest audited standalone financial statements of the Company, for the period ended September 30, 2023 through “Tender Offer” route as prescribed under the SEBI Buyback Regulations (the process being referred herein as “**Buyback**”) from the equity shareholders / beneficial owners of the Equity Shares of the Company.”

“RESOLVED FURTHER THAT the Maximum Offer Size shall not include any expenses incurred or to be incurred for the Buyback like fees payable to the SEBI, merchant banker fees, stock exchange fee for usage of their platform for Buyback, transaction costs viz. brokerage, applicable taxes inter- alia including tax on distributed income to shareholders, Securities Transaction Tax, Goods and Services Tax, Stamp duty, etc., public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses.”

“RESOLVED FURTHER THAT in terms of Regulation 5(via) of the SEBI Buyback Regulations, the Board of Directors or Buyback Committee of the company may consider, till one working day prior to the record date, increase the maximum buy-back price and decrease the number of securities proposed to be bought back, such that there is no change in the aggregate size of the buy-back.”

“RESOLVED FURTHER THAT the proposed Buyback be implemented through Tender Offer route as prescribed under the SEBI Buyback Regulations from the equity shareholders of the Company as on the Record Date including the Promoter and Promoter Group, persons in control (including such person acting in concert) of the Company (as disclosed under the shareholding pattern filings made by the Company from time to time under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and SEBI (Substantial Acquisition of Shares and Takeover) Regulations 2011, as amended) 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 would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI LODR Regulations.”

“RESOLVED FURTHER THAT the Buyback shall be implemented using the Mechanism for acquisition of shares through the Stock Exchanges notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 and SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, as amended from time to time.”

“RESOLVED FURTHER THAT such Buyback may be made out of the Company’s current surplus and / or cash balances and / or internal accruals / operating cash inflows and / or free reserves and / or such other sources as may be permitted by law through “Tender Offer” route and as required by the SEBI Buyback Regulations and the Companies Act, 2013; the Company may buyback equity shares from all the existing Members holding equity shares of the Company on a proportionate basis, provided 15% (Fifteen Percent) of the number of equity shares which the Company proposes to buyback or number of equity shares entitled as per the shareholding of small shareholders, whichever is higher, shall be reserved for the small shareholders, as prescribed under proviso to Regulation 6 of the SEBI Buyback Regulations.”

“RESOLVED FURTHER THAT the Buyback from Non-Resident Members holding equity shares of the Company, Overseas Corporate Bodies (OCBs), Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) and shareholders of foreign nationality, if any, 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 (RBI) under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any including any amendments, statutory modification or re-enactments for the time being in force.”

RESOLVED FURTHER THAT a draft of the Postal Ballot Notice to be sent to the shareholders for approval of the Buy-back as placed before the Board be and is hereby noted and the Buyback Committee be and is hereby authorized to approved and issue the aforesaid notice and to do all such acts, matters, deeds and things as may be required in connection with postal ballot.

RESOLVED FURTHER THAT Mr. Parbat Chaudhary, (Membership No. (22429) be and is hereby appointed as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

RESOLVED FURTHER THAT the Company do utilize the services of Central Depository Services Limited

("CDSL") for providing e-voting platform in compliance with the provisions of Section 108 of the Act, 2013 read with applicable provisions of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

"RESOLVED FURTHER THAT a Committee ("Buyback Committee") be and is hereby constituted comprising of Mr. Rajesh Agrawal, Chairman and Managing Director, Mr. Rakesh Agrawal, Managing Director, Mr. Hitesh Kothari, Chief Financial Officer and Ms. Pooja Ponda, Company Secretary, to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper, in the best interest of the Company and its shareholders in connection with the Buyback, including but not limited to the following:

- i. finalizing the terms of the Buyback like entitlement ratio, the timeframe for completion of Buyback,
- ii. to take note of BSE Limited ("BSE") as the designated stock exchange for the purpose of Buyback, as the equity shares of the Company are listed on the same exclusively;
- iii. appointment of Solicitors, Depository Participants, Advertising Agencies and such other Advisors / Consultants / Intermediaries / Agencies, as may be required, for the implementation of the Buyback and to finalize the terms of their appointment;
- iv. Preparation, signing of the Public Announcement, Letter of Offer, documents, papers, undertaking, affidavits, newspaper advertisement etc., including filing of relevant documents with the Securities and Exchange Board of India (SEBI), BSE, the Registrar of Companies and other appropriate authorities;
- v. to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from the SEBI, RBI under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder;
- vi. to initiate all necessary actions obtaining all necessary certificates and reports from Statutory Auditors and other third parties as required under applicable law,
- vii. to enter into Escrow arrangements as required or desirable in terms of the SEBI Buyback Regulations; issue necessary bank guarantee, opening, operation and closure of all necessary accounts including escrow account, special payment account, Demat Escrow Account as required or desirable in terms of the SEBI Buyback Regulations;
- viii. extinguishment of dematerialized shares and physical destruction of share certificates in respect of the equity shares bought back by the Company and filing of certificates of extinguishment required to be filed in connection with the Buyback on behalf of the Company and/or the Board; and
- ix. to accept and make any alteration(s), modification (s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback."

"RESOLVED FURTHER THAT BSE Limited is being appointed to act as the designated stock exchange for the purpose of this Buyback and matters connected therewith."

"RESOLVED FURTHER THAT M/s. Sundae Capital Advisors Private Limited (the "**Merchant Banker**") be and is hereby appointed as merchant banker for the purpose of the Buyback in terms of the SEBI Buyback Regulations and Mr. Rajesh Agrawal, Chairman & Managing Director of the Company and/or Mr. Rakesh Agrawal, Managing Director of the Company, is hereby authorized to finalize the remuneration payable to them and the terms and conditions relating to such appointment, and sign such documents as may be required in this regard."

"RESOLVED FURTHER THAT Mr. Rajesh Agrawal, Chairman & Managing Director of the Company and/or Mr. Rakesh Agrawal, Managing Director of the Company of the Company be and are hereby severally authorized to provide deposit of acceptable securities, including units of mutual funds, held by and in the name of the Company with appropriate margin for the purpose of escrow account required in compliance with the SEBI Buyback Regulations and to mark lien in favor of the Merchant Banker and to authorize the Merchant Banker to sell such lien marked securities for the purpose of payment obligation under the Buyback, if required."

"RESOLVED FURTHER THAT the Company do enter into escrow agreement with ICICI Bank Limited for opening of accounts required for the purpose of Buyback in the name "Elegant Marbles and Grani Industries Limited Buyback Escrow Account" and "Elegant Marbles and Grani Industries Limited Buyback Special Account" and the said account(s) be operated by the authorized representatives of Sundae Capital Advisors

Private Limited as per their Board Resolution and Mr. Rajesh Agrawal, Chairman & Managing Director of the Company and/or Mr. Rakesh Agrawal, Managing Director of the Company be and are hereby severally authorized to finalize the agreement and to sign such agreement or documents as may be required in this regard.”

“RESOLVED FURTHER THAT the Company shall maintain a Register of securities bought back wherein details of Equity Shares bought back, consideration paid for the Equity Shares bought back, date of cancellation of Equity Shares and date of extinguishing and physically destroying the Equity Shares and such other particulars as may be prescribed in relation to the Buy-back shall be entered and that Ms. Pooja Ponda, Company Secretary of the Company be and is hereby authorised to authenticate the entries made in the said Register.”

“RESOLVED FURTHER THAT nothing contained herein above shall confer any right on the part of any shareholder to offer and/ or any obligation on the part of the Company or the Board or the Committee to Buyback any shares, and/or impair any power of the Company or the Board or the Committee to terminate any process in relation to such Buyback, if so permissible by law.”

“RESOLVED FURTHER THAT in accordance with the provision of Section 68 of the Act, the draft Declaration of Solvency along with annexures thereof, as placed before the Board be and is hereby approved and Mr. Rajesh Agrawal, Chairman & Managing Director of the Company and Mr. Rakesh Agrawal, Managing Director of the Company , be and are hereby jointly authorized to sign the same, and file the same with the Registrar of Companies / Ministry of Corporate Affairs, Stock Exchanges and the SEBI in accordance with applicable law.”

“RESOLVED FURTHER THAT the drafts of the requisite Auditors’ Certificates, placed before the meeting, be and are hereby noted and that the same be issued by the Statutory Auditors.”

“RESOLVED FURTHER THAT the following confirmation be and is hereby made by the Board that it has made the necessary and full enquiry into the affairs and prospects of the Company and has formed the opinion:

- i. that there are no defaults subsisting in repayment of deposits, redemption of debentures or preference shares or repayment of term loans to any financial institutions or banks;
- ii. That immediately following the date of the Board Meeting held on November 11, 2023, and the date on which the results of the Postal Ballot will be declared, there will be no grounds on which the Company could be found unable to pay its debts;
- iii. that as regards the Company’s prospects for the year immediately following the date of the Board Meeting held on November 11, 2023, and the year immediately following the date on which the results of the Postal Ballot will be declared, approving the Buyback having regard to the Board’s intentions with respect to, the management of the Company’s business during that year and to the amount and character of the financial resources, which will, in the Board’s view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of declaration of result of the postal ballot approving the Buyback; and
- iv. that in forming its opinion aforesaid, 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 (to the extent notified and in force).”

“RESOLVED FURTHER THAT the Board hereby confirms that:

- i. All the Equity Shares for Buyback are fully paid-up;
- ii. the Company shall not issue any Equity Shares or specified securities including by way of bonus till the date of closure of the Buyback;
- iii. the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable;
- iv. the Company shall not raise further capital for a period of one year from the closure of the Buyback, except in discharge of subsisting obligations;
- v. the Company shall not buyback its Equity Shares from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in terms of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, as amended from time to time;

- vi. that the aggregate amount of the Buyback i.e., Rs. 26,83,45,000 (Rupees Twenty Six Crore Eighty Three Lakh Forty Five Thousand only) is within the limit of 25% of the aggregate of the fully paid up equity share capital and free reserves of the Company as on September 30, 2023;
- vii. that the maximum number of Equity Shares proposed to be bought back under the Buyback, i.e., 6,97,000 (Six Lakh Ninety Seven Thousand only) shall not exceed 25% of the total number of Equity Shares in the paid-up Equity Share capital as per the audited balance sheet as on September 30, 2023;
- viii. there are no defaults subsisting in the repayment of deposits, redemption of debentures or preference shares or repayment of any term loans to any financial institution or banks;
- ix. the Company has been in compliance with Sections 92, 123 and 129 of the Act;
- x. the Company shall not make any offer of buyback within a period of one year reckoned from the date of closure of the Buyback;
- xi. there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, as on date; and
- xii. the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up Equity Share capital and free reserves after the Buyback as prescribed under the Act.”

“RESOLVED FURTHER THAT M/s. Eureka Stock & Share Borking Services Limited be and is hereby appointed as the Buyer Broker for the Buyback of Equity Shares in accordance with the SEBI Buyback Regulations and Mr. Rajesh Agrawal, Chairman & Managing Director of the Company be and is hereby severally authorized to finalize the remuneration payable to them and the terms and conditions relating to such appointment.”

“RESOLVED FURTHER THAT the Company be and is hereby authorized to open an Escrow Demat account and a Trading account with M/s. Eureka Stock & Share Borking Services Limited and Mr. Rajesh Agrawal, Chairman & Managing Director of the Company and/or Mr. Rakesh Agrawal, Managing Director of the Company be and is hereby severally authorized to sign necessary forms and documents as may be required in this connection.”

“RESOLVED FURTHER THAT in compliance with the Buyback Regulations, M/s. Universal Capital Securities Private Limited be and is hereby appointed as the Registrar for the Buyback at such remuneration as mutually agreed with them.”

“RESOLVED FURTHER THAT Ms. Pooja Ponda, Company Secretary of the Company be and is hereby appointed as Compliance Officer under the SEBI Buyback Regulations who shall co-ordinate the activities for the Buyback with the SEBI, the Merchant Banker, Appointed Broker, Stock Exchanges, shareholders of the Company and other connected intermediaries and regulatory authorities, if required, and establishment of Investor Service Centre through M/s Universal Capital Services Private Limited, the Registrar and Share Transfer Agents appointed for this Buyback of the Company.”

“RESOLVED FURTHER THAT Mr. Rajesh Agrawal, Chairman & Managing Director of the Company and/or Mr. Rakesh Agrawal, Managing Director of the Company of the Company be and are hereby severally authorized to apply with National Depository Securities Limited and / or Central Depository Services (India) Limited for necessary corporate action for extinguishment of equity shares bought back in dematerialized form.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Rajesh Agrawal, Chairman & Managing Director of the Company, and Mr. Rakesh Agrawal, Managing Director of the Company, be and are hereby severally authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise to file requisite forms, information or documents with the Registrar of Companies, SEBI, Stock Exchanges or any other regulatory authority and generally, to do all acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback.”

“RESOLVED FURTHER THAT a copy of this resolution be submitted to the concerned authorities as and when necessary.”

Unquote

Further, as approved by NCLT, Universal Capital Securities Private Limited has merged with Link Intime India Private Limited with effect from December 22, 2023.

5. DETAILS OF THE PUBLIC ANNOUNCEMENT

In accordance with the provisions of the Regulation 7(i) of the SEBI Buyback Regulations, the Company has made a Public Announcement for the Buyback of Equity Shares which was published on December 26, 2023 in the following newspapers:

| Sr. No. | Name of the Newspaper | Language | Edition |
|---------|-----------------------|----------|----------------|
| 1. | Business Standard | English | All editions |
| 2. | Business Standard | Hindi | All editions |
| 3. | Jagruk Times | Hindi | Sirohi Edition |

The Public Announcement was issued within two working days from the date of passing of the special resolution passed by the Postal Ballot through Remote E-voting on December 22, 2023, approving the Buyback.

A copy of the Public Announcement is available on the website of the Company, i.e. www.elegantmarbles.com, the Manager to the Buyback, i.e. www.sundaecapital.com, the website of SEBI, i.e. www.sebi.gov.in, on the website of the Stock Exchange at www.bseindia.com and on the website of Registrar to the Buyback www.linkintime.co.in.

After dispatch of the Letter of Offer, the Company will publish an advertisement in all editions of the Business Standard, an English and Hindi daily and Sirohi edition of Jagruk Times, a regional language Hindi daily to inform the Eligible Shareholders about the completion of dispatch of letter of offer. The dispatch advertisement will also include the link for shareholders to check their entitlement under the Buyback.

6. DETAILS OF THE BUYBACK OFFER

- 6.1 The Board of Directors of the Company, at its meeting held on November 11, 2023 had, subject to the approval of Shareholders of the Company and all statutory, regulatory or governmental authorities as may be required under applicable laws, approved a buyback of up to 6,97,000 Equity Shares of the Company for an aggregate amount not exceeding Rs. 2,683.45 Lakhs (Rupees Twenty-Six Crores Eighty-Three Lakhs and Forty-Five Thousand only) (the “**Buyback Size**”) excluding expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, merchant banker fees, stock exchange fee for usage of their platform for Buyback, transaction costs viz. brokerage, applicable taxes inter- alia including tax on distributed income to shareholders, Securities Transaction Tax, Goods and Services Tax, Stamp duty, etc., public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses (“**Transaction Cost**”) (representing 24.88% of the aggregate of the paid up share capital and free reserves as per the audited financial statements, respectively as on September 30, 2023) at a price of Rs. 385/- (Three Hundred and Eighty Five only) (the “**Buyback Price**”) per Equity Share from the existing Members / Shareholders holding equity shares of the Company on a proportionate basis through the “Tender Offer” route as prescribed under the SEBI Buyback Regulations read with SEBI Circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular no. CFD/DCR2/CIR/P/2013/131 dated December 09, 2016 and CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and circular bearing number SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023, and in accordance with the Act & the Rules made thereunder (the “**Buyback**”). The Buyback Size in within the limits as specified under the proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations.
- 6.2 The Buyback shall be undertaken on a proportionate basis from the Shareholders as on January 05, 2024 (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, facilitated by tendering of Equity Shares by such Shareholders and settlement of the same, through the stock exchange mechanism as specified by SEBI in the circular bearing number CIR/ CFD/POLICY CELL/1/2015 dated April 13, 2015 read with circular no. CFD/DCR2/CIR/P/2013/131 dated December 09, 2016 and CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and circular bearing number SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023, (the “**SEBI Circulars**”).
- 6.3 In terms of the SEBI Buyback Regulations, under Tender Offer route, the Promoter and the Promoter Group of the Company has the option to participate in the Buyback. In this regard, The Promoters and the Promoter Group entities vide their individual letters dated November 11, 2023 have informed the Company regarding their intention to participate in the Buyback. The extent of their participation in the Buyback has been detailed in Clause 9.2 of this Letter of Offer.

- 6.4 The Buyback is in accordance with the provisions contained in the Article 56 of the Articles of Association of the Company, Section 68, 69, 70 and 179 and all other applicable provisions, if any of the Companies Act 2013, Companies (Share Capital and Debentures) Rules, 2014 to the extent applicable, the Companies (Management and Administration) Rules, 2014 and the provisions of the SEBI Buyback Regulations to the extent applicable. The Buyback is subject to the approvals, permissions and sanctions of statutory, regulatory or Governmental authorities as may be required under applicable laws from time to time, including but not limited to the approvals of SEBI and BSE, wherever applicable.
- 6.5 The aggregate Paid-up equity capital and Free Reserves of the Company as on September 30, 2023 was Rs. 10,784.33 Lakhs (Rupees Ten Thousand Seven Hundred Eighty Four Lakhs and Thirty Three Thousand Only, rounded off) based on the audited financial statements and under the provisions of the Act, the funds deployed for Buyback approved by the Board of Directors will not exceed 25% of the Paid-up capital and Free Reserves of the Company under Shareholder's approval route. Accordingly, the maximum amount that can be utilized in the present Buyback is Rs. 2,696.08 Lakhs (Rupees Two Thousand Six Hundred and Ninety Six Lakhs and Eight Thousand Only rounded off). The aggregate amount proposed to be utilised for the Buyback is upto Rs. 2,683.45 (Rupees Two Thousand Six Hundred and Eighty Three Lakhs and Forty Five Thousand only) excluding expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, merchant banker fees, stock exchange fee for usage of their platform for Buyback, transaction costs viz. brokerage, applicable taxes inter- alia including tax on distributed income to shareholders, Securities Transaction Tax, Goods and Services Tax, Stamp duty, etc., public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, which is within the maximum amount as aforesaid.
- 6.6 Further, under the Act, the number of equity shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity share capital of the Company in that financial year. Since the Company proposes to Buyback 6,97,000 Equity Shares through this buyback, which represents 19.04% of the total number of equity shares in the total paid up equity share capital of the Company, the same is within the aforesaid 25% limit.
- 6.7 The Buyback Price of Rs. 385/- per Equity Share represents (a) a premium of approx. 90.64% over the closing prices on the BSE on November 07, 2023, being the working day immediately preceding the date on which Company intimated the Stock Exchange of the date of meeting of the Board of Directors wherein the proposal for Buyback was considered; (b) a premium of approx. 112.60% over the volume weighted average price of the Equity Shares on the BSE during the 60 working days preceding November 08, 2023, being the day on which Company intimated the Stock Exchange of the date of meeting of the Board of Directors wherein the proposal for Buyback was considered; and (c) a premium of approx. 96.51% over the volume weighted average market price of the Equity Shares on BSE, for 10 trading days preceding the date of intimation to the BSE for the Board Meeting to consider the proposal of the Buyback.
- 6.8 Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the Promoter Group in the Company may increase or decrease from the existing shareholding of the total equity capital and voting rights of the Company. The Promoter Group of the Company are already in control over the Company and therefore such further increase or decrease in voting rights of the Promoter Group will not result in any change in control over the Company.
- 6.9 Details of shareholding of the Promoters of the Company :
- 6.9.1 The aggregate shareholding of the Promoters and the Promoter Group of the Company as on date is as follows:

| Sr. No. | Name | No. of Equity shares held | No. of Equity Shares in Demat Form | Percentage of Equity Share Capital |
|---------|-------------------------------|---------------------------|------------------------------------|------------------------------------|
| 1. | Mr. Rajesh Agrawal | 8,65,473 | 8,65,473 | 23.65 |
| 2. | Mr. Rakesh Ramswaroop Agrawal | 8,68,273 | 8,68,273 | 23.72 |
| 3. | Ms. Alka Agrawal | 4,46,745 | 4,46,745 | 12.21 |
| 4. | Ms. Divya Agrawal | 4,28,345 | 4,28,345 | 11.70 |
| 5. | Ms. Indu Sachin Sanghi | 15,600 | 15,600 | 0.43 |
| 6. | Mrs. Gita Agrawal* | - | - | - |
| | Total | 26,24,436 | 26,24,436 | 71.71 |

* Mrs. Gita Agrawal is also a member of the Promoter group of the Company but does not hold any equity shares in the Company.

Post the Buyback, the public shareholding of the Company shall not fall below the minimum level as required under Regulation 38 of the SEBI Listing Regulations.

6.9.2 Aggregate shares purchased or sold by the Promoter and Promoter Group, persons in control, Directors of companies which are a part of the Promoter and Promoter Group and Directors and Key Managerial Personnel of the Company during a period of six months preceding the date of the Board Meeting at which the Buyback was approved and the date of this Letter of Offer, i.e., January 06, 2024.

(a) **Aggregate number of shares purchased or sold by the Promoter and Promoter Group and persons who are in control:**

➤ Apart from inter-se transfers between the promoter and promoter group as detailed below, no shares were purchased or sold by the Promoter and Promoter Group.

1. Mr. Rajesh Agrawal

| Date of Transaction | Nature of Transaction | Number of equity shares acquired / (disposed) | Face value (Rs.) | Issue/ Acquisition/ Sale Price per Equity Share (Rs.) | Consideration (cash, other than cash, etc.) |
|---------------------|--|---|------------------|---|---|
| 25/09/2023 | Inter-se Transfer to Member of the Promoter group Alka Agrawal | (25,000) | 10 | Nil | Gift |
| Total | | (25,000) | | | |

2. Mr. Rakesh Agrawal

| Date of Transaction | Nature of Transaction | Number of equity shares acquired / (disposed) | Face value (Rs.) | Issue/ Acquisition/ Sale Price per Equity Share (Rs.) | Consideration (cash, other than cash, etc.) |
|---------------------|---|---|------------------|---|---|
| 25/09/2023 | Inter-se Transfer to member of the Promoter group Divya Agrawal | (25,000) | 10 | Nil | Gift |
| Total | | (25,000) | | | |

3. Ms. Alka Agrawal

| Date of Transaction | Nature of Transaction | Number of equity shares acquired / (disposed) | Face value (Rs.) | Issue/ Acquisition/ Sale Price per Equity Share (Rs.) | Consideration (cash, other than cash, etc.) |
|---------------------|--|---|------------------|---|---|
| 25/09/2023 | Inter-se Transfer from Promoter Rajesh Agrawal | 25,000 | 10 | Nil | Gift |
| Total | | 25,000 | | | |

4. Ms. Divya Agrawal

| Date of Transaction | Nature of Transaction | Number of equity shares acquired / (disposed) | Face value (Rs.) | Issue/ Acquisition/ Sale Price per Equity Share (Rs.) | Consideration (cash, other than cash, etc.) |
|---------------------|-----------------------|---|------------------|---|---|
| | | | | | |

| | | | | | | |
|--------------|------------------------------------|----------------------|---------------|----|-----|------|
| 25/09/2023 | Inter-se from Rakesh Agrawal | Transfer Promoter | 25,000 | 10 | Nil | Gift |
| Total | | | 25,000 | | | |

- (b) No shares were purchased or sold by the Directors of companies which are part of the Promoter and Promoter Group.
- (c) No shares were purchased or sold by the Directors and Key Managerial Personnel of the Company.

7. AUTHORITY FOR THE BUYBACK

The Buyback is being undertaken by the Company in accordance with Article 56 of the Articles of Association of the Company, the provisions of section 68, 69, 70, 179 and other applicable provisions of the Companies Act, the Rules thereunder and the SEBI Buyback Regulations. The Buyback is subject to such other approvals and permissions, as may be required from statutory, regulatory or governmental authorities under applicable law.

The Buyback has been authorised by the resolution of the Board of Directors passed at their meeting which was held on Saturday, November 11, 2023. The shareholders have approved the Buyback by a special resolution passed by the Postal Ballot through Remote E-voting on December 22, 2023 and the results of which were announced on December 22, 2023.

8. NECESSITY OF THE BUYBACK

Buyback is the purchase of its own Equity Shares by the Company. The objective is to maximize returns to investors, to reduce total number of shares and enhance overall shareholders value by returning cash to shareholders in an efficient and investor friendly manner. The Board of Directors of the Company at its meeting held on November 11, 2023 considered the accumulated Free Reserves as well as cash liquidity reflected in the audited financial statements as at and for the period ended September 30, 2023 and benefits to the members holding Equity Shares of the Company and decided to allocate a sum of Rs. 2,683.45 Lakhs (Rupees Twenty-Six Crores Eighty-Three Lakh and Forty-Five Thousand only) (which is 24.88% of the total paid-up equity capital and free reserves, as per the financial statements of the Company as at and for the period ended September 30, 2023), excluding expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, merchant banker fees, stock exchange fee for usage of their platform for Buyback, transaction costs viz. brokerage, applicable taxes inter- alia including tax on distributed income to shareholders, Securities Transaction Tax, Goods and Services Tax, Stamp duty, etc., public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, which is within the maximum amount as aforesaid, for returning to the members holding Equity shares through Buyback.

The Company's management strives to increase Shareholder's value and the Buyback would result in, amongst other things:

- The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby enhancing the overall return to shareholders;
- 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 their entitlement or 15% of the number of 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 may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value;
- The Buyback gives an option to the Shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment.
- Optimizes the capital structure.

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

9.1 The Buyback is not likely to cause any material impact on the earnings of the Company except a reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. The Buyback will optimize returns to the shareholders and enhance overall shareholders value. The Buyback is not expected to impact growth opportunities for the Company.

9.2 In terms of the SEBI Buyback Regulations, under Tender Offer route, the Promoter Group has the option to participate in the Buyback. In this regard, all the Promoters and the Promoter Group entities vide their individual letters dated November 11, 2023 have informed the Company regarding their intention to participate in the Buyback and offer to tender their pro rata entitlement against the shares held by them as on the Record Date and may also tender such additional number of shares, as they may decide subsequently depending upon publicly available information at the time of such decision making, in compliance with the SEBI Buyback Regulations. However, the Promoter and Promoter Group shall not tender more than 6,97,000 Equity Shares under the Buyback, being the total number of Equity Shares available for Buyback.

9.3 The details of the date and price of acquisition of the Equity Shares that Promoter & Promoter Group intends to tender are set out below:

(i) Mr. Rajesh Agrawal

| Date of Transaction | Nature of Transaction | Number of equity shares | Face value (Rs.) | Issue/ Acquisition/ Sale Price per Equity Share (Rs.) | Consideration |
|---------------------|--|-------------------------|------------------|---|-------------------------------------|
| 03/06/1994 | Bonus Issue | 7,34,647 | 10 | Nil | Issue of Bonus Shares |
| 26/10/1995 | Purchase | 60,400 | 10 | 24.00 | Purchase of Shares from Open Market |
| 02/03/2022 | Purchase | 23,650 | 10 | 99.18 | Cash Consideration |
| 15/03/2023 | Inter-se Transfer from member of the Promoter group Gita Agrawal | 46,776 | 10 | Nil | Gift |
| Total | | 8,65,473 | | | |

(ii) Mr. Rakesh Ramswaroop Agrawal

| Date of Transaction | Nature of Transaction | Number of equity shares | Face value (Rs.) | Issue/ Acquisition/ Sale Price per Equity Share (Rs.) | Consideration |
|---------------------|--|-------------------------|------------------|---|-----------------------|
| 03/06/1994 | Bonus Issue | 6,87,592 | 10 | Nil | Issue of Bonus Shares |
| 02/03/2022 | Purchase from Open Market | 5,610 | 10 | 104.97 | Cash Consideration |
| 15/03/2023 | Inter-se Transfer from member of the Promoter Group Gita Agrawal | 1,75,071 | 10 | Nil | Gift |
| Total | | 8,68,273 | | | |

(iii) Ms. Alka Agrawal

| Date of Transaction | Nature of Transaction | Number of equity shares | Face value (Rs.) | Issue/ Acquisition/ Sale Price per Equity Share (Rs.) | Consideration |
|---------------------|--|-------------------------|------------------|---|-----------------------|
| 03/06/1994 | Bonus Issue | 4,21,745 | 10 | Nil | Issue of Bonus Shares |
| 25/09/2023 | Inter-se Transfer from Promoter Rajesh Agrawal | 25,000 | 10 | Nil | Gift |
| Total | | 4,46,745 | | | |

(iv) **Ms. Divya Agrawal**

| Date of Transaction | Nature of Transaction | Number of equity shares | Face value (Rs.) | Issue/ Acquisition/ Sale Price per Equity Share (Rs.) | Consideration |
|---------------------|--|-------------------------|------------------|---|-----------------------|
| 03/06/1994 | Bonus Issue | 4,03,345 | 10 | Nil | Issue of Bonus Shares |
| 25/09/2023 | Inter-se Transfer from Promoter Rajesh Agrawal | 25,000 | 10 | Nil | Gift |
| Total | | 4,28,345 | | | |

(v) **Ms. Indu Sachin Sanghi**

| Date of Transaction | Nature of Transaction | Number of equity shares | Face value (Rs.) | Issue/ Acquisition/ Sale Price per Equity Share (Rs.) | Consideration |
|---------------------|-----------------------|-------------------------|------------------|---|----------------------------|
| 03/06/1994 | Bonus Issue | 200 | 10 | Nil | Issue of Bonus Shares |
| 29/09/1997 | Purchase | 15,100 | 10 | 16.50 | Purchase of |
| 26/09/1998 | Purchase | 300 | 10 | 14.35 | Shares through Open market |
| Total | | 15,600 | | | |

Ms. Gita Agrawal is also the a member of the Promoters Group of the Company but does not hold any equity shares in the Company.

- 9.4 Consequent to the Buyback and based on the number of Shares bought back from the shareholders, the shareholding pattern of the Company would undergo a consequential change. Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the Promoter Group in the Company may increase or decrease 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 Shareholders up to their Buyback Entitlement, the aggregate shareholding of the Promoter Group, post the Buyback may increase to 72.33% from 71.71% prior to the Buyback, and the aggregate shareholding of the public in the Company post Buyback may decrease to 27.67% from 28.29% prior to the Buyback.

The Promoter Group of the Company are already in control over the Company and therefore such further increase or decrease in voting rights of the Promoter Group will not result in any change in control over or otherwise affect the existing management structure of the Company.

- 9.5 The post Buyback, debt-equity ratio of the Company will be below the maximum allowable limit of 2:1 specified under the Act.
- 9.6 In compliance with Regulation 24(i)(b) of SEBI Buyback Regulations, the Company shall not issue any equity shares or other equity securities (including by way of bonus) till the date of closure of the Buyback. The Company shall not raise further capital for a period of one year from the closure of the Buyback.
- 9.7 Salient financial parameters consequent to the Buyback based on the audited financial statements as on September 30, 2023, of the Company are as under:

| Ratios | Amount (Rs. Crores) | |
|---|---------------------|--------------|
| | Pre Buyback | Post Buyback |
| Net Worth (Rs. in crores) ^(a) | 140.82 | 113.29 |
| Return on Networth (%age) ^(b) | 1.85 | 2.30 |
| Earnings Per Share (in Rs.) ^(c) | | |
| - Basic | 7.10 | 8.78 |
| - Diluted | 7.10 | 8.78 |
| Book Value per Share (in Rs.) ^(d) | 384.77 | 384.71 |
| Price / Earnings multiple as per latest audited Financial Statements ^(e) | 31.07 | 25.14 |
| Total Debt / Equity Ratio ^{(f) *} | - | - |

* The company doesn't have any Debt in its books.

Note:

- (a) Net worth is calculated as aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited financial statements as on September 30, 2023, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation. However, this includes outstanding balance of FVTOCI as on September 2023.
- (b) Return on Net Worth = Profit after tax for the year / Net Worth (as above)
- (c) Earnings per Share = Profit after Tax for the year / Average number of shares outstanding for the period.
Earnings per Share post Buyback is computed based on the number of equity shares outstanding after assuming full acceptance
- (d) Book value per Share = Net Worth (as above) / Number of shares at the end of the period
- (e) Price / Earnings multiple as per latest Audited Financial Statements = Market Value per Share / Basic Earnings per Share
Market Value per Share has been taken as Rs. 220.60 (closing price on BSE as of November 08, 2023, being the day on which Company intimated the Stock Exchange of the date of meeting of the Board of Directors wherein the proposal for Buyback was considered, for both pre and post buyback)
- (f) Total Debt / Equity Ratio = Total Debt / Net Worth (as above). Presently the total debt of the company comprises of interest free sales tax deferral incentive / loan and further for the purpose of consolidated financial statements, also includes loan from non controlling interest availed by subsidiary.

10. BASIS FOR CALCULATING BUYBACK PRICE

- 10.1 The Equity Shares of the Company are proposed to be bought back at a price of Rs. 385/- (Rupees three hundred and eighty five) per Equity Share. The Buyback Price 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 of the Company on BSE Limited, where the equity shares of the Company are listed, the net-worth of the Company, price earnings ratio, industry multiple and the possible impact of the Buyback on the key financial ratios of the Company.
- 10.2 The Buyback Price of Rs. 385/- per Equity Share represents (a) a premium of approx. 90.64% over the closing prices on the BSE on November 07, 2023, being the working day immediately preceding the date on which Company intimated the Stock Exchange of the date of meeting of the Board of Directors wherein the proposal for Buyback was considered; (b) a premium of approx. 112.60% over the volume weighted average price of the Equity Shares on the BSE during the 60 working days preceding November 08, 2023, being the day on which Company intimated the Stock Exchange of the date of meeting of the Board of Directors wherein the proposal for Buyback was considered; and (c) a premium of approx. 96.51% over the volume weighted average market price of the Equity Shares on BSE, for 10 trading days preceding the date of intimation to the BSE for the Board Meeting to consider the proposal of the Buyback.
- 10.3 The closing market price of the Equity Shares as on November 07, 2023, being the working day immediately preceding the date on which Company intimated Stock Exchange of the date of meeting of the Board of Directors wherein the proposal for the Buyback was considered was Rs. 201.95/- on BSE.
- 10.4 The pre Buyback basic and diluted earnings per Equity Share of the Company, both, on standalone basis was Rs. 7.10 during the half year ended September 30, 2023, which is expected to increase to Rs. 8.78 per Equity share, (assuming no dilutive equity shares exists), post Buyback assuming full acceptance under the Buyback Offer.
- 10.5 The Return on Networth, on standalone basis, of the Company was 1.85% as on September 30, 2023 which is expected to increase to 2.28% after the Buyback, assuming full acceptance under the Buyback Offer.

11. SOURCES OF FUNDS FOR THE BUYBACK

- 11.1 Assuming full acceptance, the funds that would be utilized by the Company for the purpose of the Buyback would be Rs. 2,683.45 Lakhs (Rupees Twenty-Six Crores Eighty-Three Lakh and Forty-Five Thousand only) (excluding expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, merchant banker fees, stock exchange fee for usage of their platform for Buyback, transaction costs viz. brokerage, applicable taxes inter- alia including tax on distributed income to shareholders, Securities Transaction Tax,

Goods and Services Tax, Stamp duty, etc., public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses).

- 11.2 The Buyback shall be made out of the Free Reserves of the Company as at September 30, 2023 based on the audited standalone financial statements of the Company as at September 30, 2023. The Company shall transfer a sum equal to the nominal value of the Equity Shares so bought back through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited Balance Sheet.
- 11.3 The funds for the Buyback will be sourced from internal accruals of the Company. The source of funds to be utilised for the buyback equity shares is out of the profits earned by the Company (i.e. internal accruals) and / or liquidation of existing non trade investments being held by the Company. The Company does not intend to raise any debt for the explicit purposes of the Buyback. Thus, borrowed funds, if any will not be used for the Buyback. However, if required, the Company may borrow funds in the ordinary course of its business.
- 11.4 This Buyback is not likely to cause any material impact on the earnings of the Company, except a reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income.

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

- 12.1 The funds that the Company would utilise for the purpose of the Buyback would be Rs. 2,683.45 Lakhs (Rupees Twenty-Six Crores Eighty-Three Lakh and Forty-Five Thousand only). In accordance with Regulation 9(xi)(b)(i) of the SEBI Buyback Regulations, the Company is required to deposit Rs. 6,70,86,250 (Rupees Six Crores Seventy Lakhs Eighty Six Thousand Two Hundred and Fifty only) in the Escrow Account.
- 12.2 In accordance with the with Regulation 9(xi) of the SEBI Buyback Regulations, the Company has appointed ICICI Bank Limited as the Escrow Agent for the aforementioned Buyback, and the Company, the Manager to the Buyback and the Escrow Agent have entered into an Escrow Agreement on December 13, 2023, pursuant to which the Escrow Account in the name and style “Elegant Marbles & Grani Industries Limited Buyback Escrow Account” bearing account number 000405153193 has been opened with the Escrow Agent. Pursuant to the Escrow Agreement, the Company has deposited a sum of Rs. 7,01,00,000 (Rupees Seven Crores One Lakh only) by December 26, 2023, (i.e. within two working days from the date of the Public Announcement) in cash in the Escrow Account which is equivalent to the requirement of escrow mechanism as required under Regulation 9(xi)(b) of the SEBI Buyback Regulations. The Manager has been empowered to operate the Escrow Account in accordance with the SEBI Buyback Regulations.
- 12.3 Based on the resolution of the Board passed on November 11, 2023 in this regard and other facts / documents, CA Deepak Mehta (Mem. No.: 044141), Deepak Mehta & Associates , having their office at Dahisar (E), Mumbai , have certified, vide their certificate dated December 27, 2023 (UDIN: 23044141BGXUXL7261) that the Company has adequate firm and financial resources to meet the financial obligations under buyback offer.
- 12.4 The Company will, immediately after the date of closure of this Buyback offer, deposit in a special account such sum as would together with 90% of the amount lying in the Escrow Account make up the entire sum due and payable as consideration for the Buyback. The Company may transfer the funds from the Escrow Account to the special account in accordance with the provisions of Regulation 10(i) of the SEBI Buyback Regulations.
- 12.5 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.

13. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- (a) As on the date of this Letter of Offer, the Share Capital Structure of the Company is as follows:

| Particulars | Amount (Rs. in lakhs) |
|--|-----------------------|
| Authorised Capital | |
| 50,00,000 Equity Shares of Rs. 10/- each | 500.00 |
| Total Authorised Share Capital | 500.00 |
| Issued Capital | |

| Particulars | Amount (Rs. in lakhs) |
|--|-----------------------|
| 36,60,000 Equity shares of Rs. 10/- each | 366.00 |
| Subscribed and Paid Up Capital | |
| 36,60,000 Equity shares of Rs. 10/- each | 366.00 |

- (b) Assuming full acceptance in the Buyback, the Share Capital Structure of the Company post Buyback would be as follows:

| Particulars | Amount (Rs. in crores) |
|--|------------------------|
| Authorised Capital | |
| 50,00,000 Equity Shares of Rs. 10/- each | 500.00 |
| Total Authorised Share Capital | 500.00 |
| Issued Capital | |
| 29,63,000 Equity shares of Rs. 10/- each | 296.30 |
| Subscribed and Paid Up Capital | |
| 29,63,000 Equity shares of Rs. 10/- each | 296.30 |

Confirmations

- The Company has not undertaken any Buyback of its Equity Shares in the last one Year from the date of the meeting of the Board in which the proposal for this Buyback was approved by the Board, i.e. November 11, 2023.
 - The Company's Equity Shares are fully Paid-up and there are no partly Paid-up Equity Shares with calls-in-arrears.
 - The Company will not issue any Equity Shares including by way of bonus, from the date of Public Announcement till the date of closure of this Buyback in accordance with Regulation 24(i)(b) of the SEBI Buyback Regulations.
 - Further as on the date, there is no pending scheme of amalgamation or compromise or arrangement pursuant to any provisions of the Act.
 - In terms of the provisions of Regulation 4(viii) of the SEBI Buyback Regulations, immediately upon completion of the tendering period and settlement of validly tendered equity shares under the Buyback Offer, our Company will extinguish the paid up share capital with such number of shares bought back and consequent reduction of capital will be effected.
- (c) No Buyback of securities were undertaken by the Company in the last three years.
- (d) The pre and post Buyback shareholding pattern of the Company is as follows:

| Category of Shareholders | Pre Buyback Shareholding Pattern (as on January 05, 2024) | | Post Buyback Shareholding Pattern * | |
|--|---|--------------|-------------------------------------|--------------|
| | No. of Shares | % Holding | No. of Shares | % Holding |
| Promoters Shareholding | | | | |
| Indian | 26,24,436 | 71.71 | 21,43,190 | 72.33 |
| Foreign | - | - | - | - |
| Sub Total (A) | 26,24,436 | 71.71 | 21,43,190 | 72.33 |
| Public Shareholding | | | | |
| Institutions | | | | |
| Mutual Funds / UTI | - | - | | |
| Other Financial Institutions | - | - | | |
| Insurance Companies | - | - | | |
| Alternative Investment Funds | - | - | | |
| NBFCs registered with RBI | 550 | 0.02 | | |
| FII / FPI | - | - | | |
| Others | - | - | 8,19,810 | 27.67 |
| Non Institutions | | | | |
| Investor Education and Protection Fund (IEPF) | 40,026 | 1.09 | | |
| Resident Individuals holding nominal share capital up to Rs. 2 lakhs | 5,02,785 | 13.74 | | |

| Category of Shareholders | Pre Buyback Shareholding Pattern (as on January 05, 2024) | | Post Buyback Shareholding Pattern * | |
|---|---|---------------|-------------------------------------|---------------|
| | No. of Shares | % Holding | No. of Shares | % Holding |
| Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs | 4,26,044 | 11.64 | | |
| Non Resident Indians (NRIs) | 8,663 | 0.24 | | |
| Bodies Corporate | 9,466 | 0.26 | | |
| Others | 48,030 | 1.31 | | |
| Sub Total (B) | 10,35,564 | 28.29 | 8,19,810 | 27.67 |
| Grand Total (A)+(B) | 36,60,000 | 100.00 | 29,63,000 | 100.00 |

* Assuming response to the Buyback Offer to the fullest extent. However, the actual shareholding pattern post Buyback would depend upon the actual number of Equity shares bought back from each such shareholder.

- (e) The company has 3,832 shareholders as on Record date i.e. January 05, 2024.
- (f) As per the provisions of the Act and the SEBI Buyback Regulations, the Company will not be allowed to issue fresh Equity Shares for a period of one year or such other period after the completion of the Buyback as may be amended by any statutory modification(s) or re-enactment of the Act or SEBI Buyback Regulations for the time being in force. However, this restriction would not apply to issuance of bonus shares or shares issued in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares.
- (g) The aggregate shareholding of the Promoters, Promoter Group and Persons who are in control of the Company is 26,24,436 Equity Shares of face value Rs. 10/- each representing 71.71% of the existing equity Paid up equity share capital of the Company. Assuming response to the Buyback to the fullest extent, the aggregate shareholding of the Promoters and Promoter Group of the Company, post Buyback will increase to 72.33% of the post Buyback equity share capital of the Company.
- (h) The Promoter and Promoter Group has not sold or purchased any equity shares of the Company during the period of 12 months preceding the date of the Public Announcement except as disclosed in Clause 6.9.2 above. Further the Promoter and Promoter Group has not sold or purchased any equity shares of the Company from the date of Public Announcement to the date of the Letter of Offer except as disclosed in Clause 6.9.2.

14. BRIEF INFORMATION ABOUT THE COMPANY

14.1 HISTORY OF THE COMPANY

Elegant Marbles and Grani Industries Limited was incorporated on November 05, 1984 as Elegant Marbles and Grani Industries Private Limited. The company has its registered office at E -7/9, RIICO Industrial Area, Abu Road, Sirohi, Rajasthan, 307026, India. The company got converted into a Public Limited Company on July 11, 1994. The company came out with an Initial Public Offer in the year November, 1994 and subsequently got its shares listed on February 07, 1995 at BSE Limited. The equity shares of the company are currently listed at BSE Limited (Scrip Code: 526705). The Corporate Office of the company is situated at Elegant House, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai, Maharashtra, 400013, India.

14.2 OVERVIEW OF THE BUSINESS

The company is primarily engaged in the business of manufacturing, importing and trading of choicest and exclusive range of quality granites, marbles and allied products. The Company has its showrooms at Vile Parle and Lower Parel, Mumbai. The company is characterized as a lean organization structure, continuous improvement in process efficiencies and optimization of resource utilization. It has been constantly growing at a decent pace and enhancing shareholder's value every year. The company endeavors to innovate in technology and marketing of its products and has transformed over the period of time by catering to the changing demands and aspirations of its customers through its diverse product portfolio, thus creating a niche for itself in the industry.

Growth of the Business over a period of time:

The total income of the Company, on standalone basis, for the year ended March 31, 2022 was Rs. 2,981.74 Lakhs which for the year ended March 31, 2023 increased to Rs. 3,784.81 Lakhs registering a growth of 26.93% and Rs. 1,7568.79 Lakhs for the half year ended September 30, 2023. Further, the net profit (before other comprehensive income) of the Company, on standalone basis, for the year ended March 31, 2022 was Rs. 268.86 Lakhs which for the financial year ended March 31, 2023 increased to Rs. 303.86 Lakhs, registering the growth of 13.02% year-on-year basis and Rs. 260.03 Lakhs for the half year ended September 30, 2023.

14.3 HISTORY OF THE EQUITY SHARE CAPITAL OF THE COMPANY

The details of changes in the share capital of the Company since incorporation as certified by the Company are as follows:

| Date of Allotment | No. of Equity Shares | Face Value (Rs.) | Issue Price (Rs.) | Nature of Allotment | Cumulative No. of Equity Shares | Cumulative Paid-up share capital (Rs.) |
|---|----------------------|------------------|-------------------|--------------------------|---------------------------------|--|
| 05-11-1984 | 200 | 100 | 100 | Cash | 200 | 20,000 |
| 07-01-1985 | 2,300 | 100 | 100 | Cash | 2,500 | 2,50,000 |
| 15-07-1987 | 1,000 | 100 | 100 | Cash | 3,500 | 3,50,000 |
| 25-03-1992 | 7,000 | 100 | 100 | Cash | 10,500 | 10,50,000 |
| 22-02-1993 | 10,500 | 100 | - | Bonus | 21,000 | 21,00,000 |
| 21,000 equity shares of face value of Rs. 100/- per share were sub-divided into 2,10,000 equity shares of face value of Rs. 10/- each on May 24, 1994 | | | | | | |
| 03-06-1994 | 31,50,000 | 10 | Nil | Bonus | 33,60,000 | 3,36,00,000 |
| 07-02-1995 | 11,40,000 | 10 | 35 | Offer to Public in IPO | 45,00,000 | 4,50,00,000 |
| 26-03-2018 | (8,40,000) | 10 | NA | Buyback of Equity shares | 36,60,000 | 3,66,00,000 |

* Date of payment to the shareholders under Buyback through Tender offer.

14.4 DETAILS OF THE BOARD OF DIRECTORS OF THE COMPANY

a. Details of the Board of Directors of the Company as on the date of the Letter of Offer

| Name and DIN of the Director | Designation | Qualifications | Date of Appointment / Reappointment | Age | Directorships in Other Companies |
|--|------------------------------|-----------------------------|-------------------------------------|----------|---|
| Rajesh Ramswaroop Agrawal DIN: 00017931 Occupation : Entrepreneur | Chairman & Managing Director | Chartered Accountant (C.A.) | August 01, 2009 | 61 years | <ul style="list-style-type: none"> • Madhu Holdings Private Limited • Eternal Holdings LLP • Alka Granites LLP • Elegant Financial Services LLP • Everfresh Properties LLP • Peaceful Properties LLP • Everlasting Properties LLP • India Realty Excellence Fund II LLP |

| Name and DIN of the Director | Designation | Qualifications | Date of Appointment / Reappointment | Age | Directorships in Other Companies |
|--|-------------------|---|-------------------------------------|----------|--|
| Rakesh Agrawal DIN: 00017951 Occupation: Entrepreneur | Managing Director | Bachelor of Commerce (B.Com) | October 01, 2015 | 58 years | <ul style="list-style-type: none"> • Midaspace Private Limited • Madhu Holdings Private Limited • Eternal Holdings LLP • Alka Granites LLP • Elegant Financial Services LLP • Everfresh Properties LLP • Peaceful Properties LLP • Ware Innovations LLP • Everlasting Properties LLP • India Realty Excellence Fund II LLP |
| Yogita Rakesh Agrawal DIN: 06965966 Occupation: Entrepreneur | Director | Bachelor of Fine Arts (Product Design) at Parsons, New York | September 24, 2014 | 30 years | <ul style="list-style-type: none"> • Ware Innovations LLP • Khello Khillo Design LLP |
| Ramchandra Radhakrishna Chawla DIN: 00017992 Occupation: Professional | Director | B.Sc (Eng.) & GD (Architect) | January 01, 1985 | 80 years | <ul style="list-style-type: none"> • Chandan Tex-Chem (India) Private Limited • Shree Alang Gases and Air Products Private Limited • Sehaj impex Private Limited • Radhka Leasing Private Limited • Chawla Architects and Consultants Private Limited • Mona Oxygen Private Limited • DHK Investment Company (Private Co with unlimited Liability) |
| Raj Kumar Mittal DIN: 00020255 Occupation: Professional | Director | B.Com. (Hons), F.C.A. | December 24, 2002 | 80 years | <ul style="list-style-type: none"> • CS Enterprises Private Limited • Mumbai Vaish Seva Sansthan • Vithal Traders and Consultants Private Limited |
| Om Prakash Singhal DIN: 02585264 Occupation: Professional | Director | BA (Hon's), LLB, CAIIB(FIIB), ACS (inter) | May 09, 2015 | 78 years | <ul style="list-style-type: none"> • Sakuma Exports Limited |

b. Changes in the Board of Directors of the Company during the last three years

| Name of the Director | Appointment / Re-appointment / Resignation | Effective Date | Reasons |
|----------------------|--|--------------------|---|
| Rajesh Agrawal | Re-appointment | August 02, 2023 | Re-appointed as the Chairman & Managing Director of the Company |
| Rakesh Agrawal | Re-appointment | August 02, 2023 | Re-appointed as the Managing Director of the Company |
| Yogita Agrawal | Re-appointment | August 02, 2023 | Re-appointed as Non-Executive Non-Independent Director by means of Retirement by Rotation |
| Om Parkash Singal | Re-appointment | September 03, 2020 | Re-appointed as Independent Director of the Company |

The Buyback will not result in any benefit to any Director of the Company or to the Promoter Group of the Company except to the extent of their intention to participate in the Buyback, including Additional Shares tendered, 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.

15. FINANCIAL INFORMATION ABOUT THE COMPANY

- 15.1 The salient financial information of the Company as extracted from the audited Financial Statements for the period ended September 30, 2023 and last three financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 are as given below:

Standalone Financial Statements

| Particulars | Six months ended Sept 30, 2023 (audited) | Financial year ended March 31 | | |
|---|--|-------------------------------|------------------|-----------------|
| | | 2023 (Audited) | 2022 (Audited) | 2021 (Audited) |
| Equity Share Capital | 366.00 | 366.00 | 366.00 | 366.00 |
| Reserves and Surplus | 13,716.49 | 10,229.77 | 10,183.76 | 8,776.19 |
| Total Equity (Equity Share Capital & Reserves and Surplus) | 14,082.49 | 10,595.77 | 10,549.76 | 9,142.19 |
| Net worth (as per Section 68 of the Companies Act) | 14,082.49 | 10,595.77 | 10,549.76 | 9,142.19 |
| Total Income | 1768.79 | 3,784.81 | 2,981.74 | 1,195.10 |
| Profit before Depreciation, Interest and Tax & exceptional items | 285.91 | 301.08 | 333.15 | (65.03) |
| Interest | 0 | 0 | 0 | 0 |
| Depreciation | 19.84 | 29.94 | 19.89 | 13.42 |
| Exceptional items | (90.79) | (150.84) | 0 | 0 |
| Profit before Tax | 356.86 | 421.98 | 313.26 | (78.45) |
| Tax | 96.83 | 118.12 | 44.40 | 0.15 |
| Profit After Tax for the period | 260.03 | 303.86 | 268.86 | (78.60) |

Key Financial Ratios

| Particulars | Six Months period ended | Financial year ended | | |
|--|------------------------------|--------------------------|--------------------------|--------------------------|
| | September 30, 2023 (Audited) | March 31, 2023 (Audited) | March 31, 2022 (Audited) | March 31, 2021 (Audited) |
| Earnings per Share (EPS) - Basic (Rs.) | 7.1 | 8.30 | 7.35 | (2.15) |
| Earnings per Share (EPS) - Diluted (Rs.) | 7.1 | 8.30 | 7.35 | (2.15) |
| Book Value Per Share (Rs.) | 384.77 | 289.50 | 288.24 | 249.79 |
| Return on Net worth (%) | 1.85 | 2.87 | 2.55 | (0.86) |
| Debt Equity Ratio * | - | - | - | - |

* The company doesn't have any Debts in its books.

Note (for Clause 15.1 above):

(1) Net worth is calculated as aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited financial statements, but does not include reserves created out of revaluation of assets, other comprehensive income, write-back of depreciation and amalgamation.

(2) Book value per Share = Net Worth (as above) / Number of Shares at the end of the period

(3) Return on Net Worth = Profit After Tax for the year / Net Worth (as above)

(4) Total Debt Equity Ratio = Total Debt / Net Worth (as above)

- 15.2 The Company shall comply with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, wherever and if applicable. The Company hereby declares that it has complied with sections 68, 69 and 70 of the Companies Act and the Companies (Share Capital and Debentures) Rules, 2014.

15.3 No person falling under the Insider Trading has undertaken any transaction in the equity shares of the Company on the basis of unpublished price sensitive information relating to buy-back of equity shares proposed to be undertaken by the Company.

15.4 There are no directions subsisting or proceedings pending against the Company, Promoters, Manager and Registrar to the Buyback Offer, under the Securities and Exchange Board of India Act, 1992 and regulations made thereunder.

16. STOCK MARKET DATA

16.1 The Equity Shares of the Company are currently listed and traded on BSE.

16.2 The closing market price of the Equity Shares as on November 07, 2023, being the working day immediately preceding the date on which Company intimated Stock exchange of the date of meeting of the Board of Directors wherein the proposal for the Buyback was considered was Rs. 201.95 on BSE.

16.3 The closing market price of the Equity Shares as on November 10, 2023, being the working day immediately preceding the date of meeting of the Board of Directors wherein the proposal for the Buyback was considered was Rs. 249.75 on BSE.

16.4 The high, low, average market price and total volume of Equity Shares traded in the last three Years (2020 to 2022 periods) and the monthly high, low, average market price and total volume of Equity Shares traded for the six months preceding the month in which Public Announcement given on BSE are set out below:

16.4.1 BSE

| Period | High | | Low | | Weighted Average Price | Total Traded Quantity in the Period | Total Traded Value (Rs. Lakhs) in the Period | | |
|----------------|-------------|------------|----------------------|-------------|------------------------|-------------------------------------|--|----------|----------------------|
| | Price (Rs.) | Date | No. of shares traded | Price (Rs.) | | | | Date | No. of shares traded |
| November 2023 | 333.80 | 17/11/2023 | 2,806 | 187.00 | 01/11/2023 | 1,143 | 316.33 | 1,87,225 | 5,92,24,242 |
| October 2023 | 208.7 | 12/10/2023 | 890 | 170.35 | 05/10/2023 | 15,884 | 185.96 | 45,847 | 85,25,872 |
| September 2023 | 186.85 | 29/09/2023 | 681 | 160 | 25/09/2023 | 1,309 | 172.24 | 15,693 | 27,02,974 |
| August 2023 | 173.00 | 31/08/2023 | 463 | 150.15 | 01/08/2023 | 742 | 164.19 | 14,550 | 23,88,953 |
| July 2023 | 178.00 | 06/07/2023 | 1,574 | 144.45 | 17/07/2023 | 385 | 163.15 | 18,213 | 29,71,540 |
| June 2023 | 204.00 | 22/06/2023 | 8,962 | 139.05 | 02/06/2023 | 8,962 | 170.86 | 81,853 | 1,39,85,035 |
| Year 2022 | 172.90 | 27/04/2022 | 2,787 | 93.00 | 07/03/2022 | 5,401 | 120.12 | 1,92,602 | 2,31,35,991 |
| Year 2021 | 157.50 | 28/05/2021 | 6,627 | 54.80 | 04/01/2021 | 334 | 107.47 | 1,11,229 | 1,19,53,373 |
| Year 2020 | 99.00 | 06/02/2020 | 510 | 52.00 | 03/06/2020 | 446 | 66.33 | 1,04,707 | 69,45,205 |

Source: www.bseindia.com

For the purpose of aforesaid tables:

- Year is a calendar year commencing from January 01 and ending on December 31.
- Weighted Average Price (Total Turnover / Total Traded Quantity) for all trading days during the said period
- High price is the maximum of the daily high prices and Low price is the minimum of the daily low prices of the Equity Shares of our Company for the year, or the month, as the case may be
- In case of two days with the same high / low, the date with higher volume has been considered

17. DETAILS OF STATUTORY APPROVALS

17.1 The Buyback Offer is subject to approval, if any required, under the provisions of the Companies Act, the SEBI Buyback Regulations, SEBI and/or such other applicable rules and regulations in force.

17.2 Buyback from Non-Resident Shareholders will be subject to approvals, if any, of the appropriate authorities as applicable. Non-Resident Indians (“NRI”) and erstwhile Overseas Corporate Bodies (“OCB”) must obtain all approvals required to tender the Equity Shares held by them in this Buyback (including without limitation the approval from the RBI). It is the obligation of such non-resident shareholders, NRI, OCB 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 to the Eligible Shareholder in respect of whom no prior RBI approval is

required and not accept Equity Shares from the Eligible Shareholder in respect of whom prior RBI approval is required in the event copies of such approvals are not submitted. The Company will make due compliances of applicable rules and regulations under FEMA Regulations.

- 17.3 As on date, there are no other statutory or regulatory approvals required to implement the Buyback, other than that indicated above. If any statutory or regulatory approval becomes applicable subsequently, the Buyback will be subject to such statutory or regulatory approval(s). 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 Exchange.
- 17.4 The Buyback has been approved by the Board of Directors in their meeting held on November 11, 2023. Further, the shareholders have approved the Buyback by way of a special resolution passed by the Postal Ballot through Remote E-voting on December 22, 2023 and the results of which were announced on December 22, 2023.

18. DETAILS OF REGISTRAR TO THE BUYBACK

Eligible Persons who wish to tender their Equity Shares in the Buyback Offer can either send it by registered post/courier or hand deliver the Tender Form and TRS generated by the Exchange Bidding System along with all the relevant documents to the Registrar to the Buyback, super scribing the envelope as “**Elegant Marbles and Grani Industries Limited – Buyback 2023**”.

In case of query, the shareholders may contact the registrar during working hours i.e. 10 am to 5 pm all working days from Monday to Friday:

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

| | |
|---------------------------------------|--|
| Name | Link Intime India Private Limited |
| Address | C - 101, 247 Park, LBS Road, Vikhroli West, Mumbai, 400083, Maharashtra, India |
| Phone | +91 81081 14949 |
| Fax | +91 22 4918 6195 |
| Contact Person | Mr. Shanti Gopalakrishnan |
| E-mail | elegantmarbles.buyback2023@linkintime.co.in |
| Website | www.linkintime.co.in |
| SEBI Registration No. | INR000004082 |
| Validity Period for SEBI Registration | Permanent |

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

19. PROCESS AND METHODOLOGY FOR THE BUYBACK

The Company proposes to Buyback up to 6,97,000 Equity Shares, representing 19.04% of the total issued and Paid-up equity capital of the Company, at a price of Rs. 385/- per Equity Share payable in cash for an amount aggregating not exceeding Rs. 2,683.45 Lakhs (Rupees Twenty-Six Crores Eighty-Three Lakh and Forty-Five Thousand only) excluding expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, merchant banker fees, stock exchange fee for usage of their platform for Buyback, transaction costs viz. brokerage, applicable taxes inter- alia including tax on distributed income to shareholders, Securities Transaction Tax, Goods and Services Tax, Stamp duty, etc., public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses being up to 24.88% of the fully paid-up equity capital and free reserves, as per the audited financial statements, of the Company for the period ended September 30, 2023, from the Eligible Shareholders on a proportionate basis through Tender Offer in accordance with the provisions of the Act, the Rules thereunder and the SEBI Regulations. The Buyback is subject to receipt of any approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, including SEBI and the Stock Exchange. The Equity Shareholders approved the Buyback by way of a special resolution through postal ballot, the results of which were announced on December 22, 2023.

The Company expresses no opinion as to whether Eligible Shareholders should participate in the Buyback and, accordingly, Eligible Shareholders are advised to consult their own advisors to consider participation in the Buyback.

The aggregate shareholding of the Promoter Group is 26,24,436 Equity Shares which represents 71.71% of the existing equity share capital of the Company. In terms of the SEBI Buyback Regulations, under the Tender Offer, the Promoters of the Company have the option to participate in the Buyback. The Promoter and the Promoter Group entities vide their individual letters dated November 11, 2023 have informed the Company regarding their intention to participate in the Buyback and offer to tender at least such number of Equity Shares which would be equal to the proportionate entitlement of the Promoter Group out of the Equity Shares held by them as on the Record Date under the Buyback. In addition, the Promoter Group may also tender additional number of shares, as Promoter Group may decide subsequently, depending upon the publicly available information at the time of such decision making, in compliance with the SEBI Buyback Regulations. However, the Promoter and Promoter Group shall not tender more than 26,24,436 Equity Shares under the Buyback, being the total number of Equity Shares available for Buyback.

Assuming response to Buyback is to the extent of 100% (full acceptance) from all Shareholders up to their Buyback Entitlement, the aggregate Shareholding of the promoters, post Buyback may increase to 72.33% from 71.71%. Also, if none of the public shareholders participate and only Promoter and Promoter group participate to the extent of the Buyback entitlement, their shareholding may reduce from 71.71% to 67.42% of the total paid up share capital of the Company.

Record Date and Ratio of Buyback as per the Buyback Entitlement in each Category:

The Board had fixed January 05, 2024 as the Record Date for the purpose of determining the Buyback Entitlement and the names of the Shareholders, who are eligible to participate in the Buyback Offer.

The Equity Shares proposed to be bought back by the Company shall be divided in two categories:

- (i) Reserved category for Small Shareholders (“**Reserved Category**”); and
- (ii) General Category for other Eligible Shareholders (“**General Category**”).

As defined in the SEBI Buyback Regulations, a “Small Shareholder” is a Shareholder who holds Equity Shares having market value, on the basis of closing price of shares on the recognized stock exchange in which the highest trading volume in respect of such shares, as on Record Date is not more than Rs. 200,000/- (Rupees Two Lakhs Only).

The closing price of the equity shares of the Company on the Record Date, i.e. January 05, 2024 on BSE, was Rs. 339.05 per Equity Share. Accordingly, the Shareholders holding not more than 589 Equity Shares as on the Record Date are classified as ‘Small Shareholders’ for the purpose of the Buyback Offer.

Based on the above definition, there are 3,751 Small Shareholders with aggregate shareholding of 4,29,138 Shares, as on the Record Date, which constitutes 11.73% of the outstanding Paid up equity share capital of the Company and 15.00% of the number of Equity Shares which are proposed to be bought back under this Buyback.

In compliance with Regulation 6 of the SEBI Buyback Regulations, the reservation for the Small Shareholders, will be 1,04,550 Equity Shares (“**Reserved Portion**”) which is higher of:

- i. Fifteen percent of the number of Equity Shares which the Company proposes to Buyback, being 1,04,550 Equity Shares; or
- ii. The number of Equity Shares entitled as per their shareholding as on Record Date, being 4,29,138 Equity Shares.

All the outstanding Equity Shares have been used for computing the entitlement of Small Shareholders since the Promoter also intends to offer Equity Shares held by them in the Buyback.

The Reserved Portion for Small Shareholders will be 1,04,550 Equity Shares (higher of (i) and (ii) above). Accordingly, General Category for all other Equity Shareholders shall consist of 5,29,450 Equity Shares (the “**General Portion**”).

Based on the above, the Buyback Entitlement ratio for both categories is decided as below:

| Category of Shareholders | Ratio of Buyback * |
|--|--|
| Reserved category for Small Shareholders | 86 Equity Share for every 353 Equity Shares held on the Record Date |
| General category for all other Eligible Shareholders | 161 Equity Share for every 878 Equity Shares held on the Record Date |

*The above Ratio of Buyback is approximate and providing indicative 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 24.3590% and General category for all other Eligible Shareholders is 18.3333%.

Fractional Entitlements

If the Buyback Entitlement under the Buyback, after applying the abovementioned ratios to the Equity Shares held on Record Date, is not a round number (i.e. 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 4 or less Equity Shares as on Record Date will be dispatched a Tender Form with zero entitlement. Such Small Shareholders are entitled to tender Additional Equity Shares as part of the Buyback and will be given preference in the Acceptance of one Equity Share, if such Small Shareholders have tendered for Additional Equity Shares.

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

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

- a) 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.
- b) Post the Acceptance as described above, in case there are any Equity Shares left to be bought back from Small Shareholders in Reserved Category, the Small Shareholders who were entitled to tender Zero Equity Shares (on account of ignoring the fractional entitlement) and have tendered Additional Equity Shares as a part of the Buyback shall be given preference and one Equity Share each from the Additional Equity Shares tendered by these Small Shareholders shall be bought back in the Reserved Category.
- c) Post the Acceptance as described above, in case, there are Equity Shares left to be bought back in the Reserved category and there are any validly tendered unaccepted Equity Shares in the Reserved Category (“**Reserved Category Additional Shares**”), the Reserved Category Additional Shares shall be accepted in a proportionate manner and the Acceptance shall be made in accordance with the SEBI Buyback Regulations, i.e. valid Acceptance per Shareholder shall be equal to the Reserved Category Additional Shares by the Shareholder divided by the total Reserved Category Additional Shares and multiplied by the total number of Equity Shares remaining to be bought back in Reserved Category. For the purpose of this calculation, the Reserved Category Additional Shares taken into account for such Small Shareholders, from whom one Equity Share has been accepted in accordance with the clause above, shall be reduced by one.

Adjustment for fractional results in case of proportionate Acceptance, as described above:

- i. For any Small Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 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 Small 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.

Basis of Acceptance of Equity Shares validly tendered in the General Category

Subject to the provisions contained in this 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:

- a. 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.
- b. Post the Acceptance as described above, in case there are any Equity Shares left to be bought back in the General Category, and there are validly tendered Additional Shares in the General Category (“**the General Category Additional Shares**”), the General Category Additional Shares shall be accepted in proportion of the Additional Equity Shares tendered by them and the Acceptance per shareholder shall be made in accordance with the SEBI Buyback Regulations, i.e. valid Acceptance per shareholder shall be equal to the General Category Additional Equity Shares validly tendered by the Eligible Shareholders divided by

the total General Category Additional Equity Shares validly tendered in the General Category and multiplied by the total pending number of Equity Shares remaining to be Accepted in General Category.

Adjustment for fractional results in case of proportionate acceptance as described 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 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 one and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

Basis of Acceptance of Equity Shares between Categories

- a) In the event the Equity Shares tendered by the Small Shareholders in accordance with the process set out under the section entitled "*Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders*" is less than the Reserved Portion, Additional Equity Shares tendered by the Eligible Shareholders in the General Category over and above their Buyback Entitlement shall, in accordance with the Regulations, be accepted in proportion of the Additional Equity Shares tendered by them i.e. valid acceptances per shareholder shall be equal to the Additional Equity Shares validly tendered by an Eligible Shareholder in the General Category divided by the total Additional Equity Shares validly tendered in the General Category and multiplied by the Additional Equity Shares that can be accepted due to shortfall in the Reserved Portion.
- b) In the event the Equity Shares tendered by the Eligible Shareholders in the General Category in accordance with the process set out under the section entitled "*Basis of Acceptance of Equity Shares validly tendered in the General Category*" is less than the General Portion, Additional Equity Shares tendered by the Eligible Shareholders in the Reserved Category over and above their Buyback Entitlement shall, in accordance with the Regulations, be Accepted in proportion of the Additional Equity Shares tendered by them i.e. valid Acceptance per shareholder shall be equal to the Additional Equity Shares validly tendered by an Eligible Shareholder in the Reserved Category divided by the total Additional Equity Shares validly tendered in the Reserved Category and multiplied by the Additional Equity Shares that can be accepted due to shortfall in the General Portion.
- c) In case there is any Small Shareholder who has received a Tender Form with zero Buyback Entitlement and who has tendered Additional Shares shall be eligible for priority acceptance of one Equity Share before Acceptance as mentioned above in this paragraph, out of the Shares left to be bought back in the General Category, provided no Acceptance could take place from such Shareholder in accordance with the section entitled "*Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders*".

Adjustment for fractional results in case of proportionate acceptance as described 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 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 one and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

Miscellaneous

For avoidance of doubt, it is clarified that, in accordance with the clauses above:

- (a) **Equity Shares accepted under the Buyback from each Eligible Shareholder, shall be lower of the following:**
 - the number of Equity Shares tendered by the respective Shareholder or
 - the number of Equity Shares held by the respective Shareholder, as on the Record Date
- (b) **Equity Shares tendered by any Shareholder over and above the number of Equity Shares held by such Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.**

In order to ensure that the same Eligible Shareholder with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder category, the Equity Shares held by such Eligible Shareholder with a common PAN shall be clubbed together for determining the category (Small Shareholder or General Category) and the Buyback Entitlement. In case of joint shareholding, the Equity Shares held in cases where

the sequence of the PANs of the joint shareholders is identical shall be clubbed together. 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, insurance companies, foreign institutional investors/foreign portfolio investors etc. with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/sub-accounts 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 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.

Clubbing of Entitlement

- (a) In accordance with Regulation 9(ix) of Buy-back 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 will club together the Equity Shares held by such shareholders with a common PAN for determining the category (Small Shareholder or General Category) and the Buy-back Entitlement. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of Eligible Shareholders holding Equity Shares in physical form as on Record Date, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical.
- (b) The shareholding of institutional investors like mutual funds, pension funds / trusts, 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 Buy-back 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.

20. PROCEDURE FOR TENDERING EQUITY SHARES AND SETTLEMENT

- 20.1 The Buyback is open to all Eligible Shareholder holding Equity Shares of the Company as on the Record date, i.e. January 05, 2024 in physical form (“Physical Shares”) and the beneficial owners who on the Record Date were holding Equity Shares in the dematerialized form (“Demat Shares”).
- 20.2 The Company proposes to affect the Buyback through Tender Offer, on a proportionate basis. This Letter of Offer, outlining the terms of the Offer as well as the detailed disclosures as specified in the SEBI Buyback Regulations, will be mailed/couriered to Equity Shareholders of the Company 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.

Eligible Shareholders who have registered their email ids with the Depositories / the Company, shall be dispatched the Letter of Offer through electronic means. If Eligible Shareholders wish to obtain a physical copy of the Letter of Offer, they may send a request to the Company or Registrar at the address or email id mentioned at the cover page of this Letter of Offer.

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. In case of non-receipt of the Letter of Offer and the Tender Form, please follow the procedure mentioned in Clause 20.28.

- 20.3 The Company will not accept any Equity Shares offered for Buyback where 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.

- 20.4 The Company shall comply with Regulation 24(v) of the SEBI Buyback Regulations which states that the Company shall not Buyback locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable.
- 20.5 Eligible Shareholders are required to tender the applications separately from each demat account. 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, and such tendered shares may be accepted subject to appropriate verification and validation by the Registrar
- 20.6 The Company shall accept all the Equity Shares validly tendered for the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date and also Additional Equity Shares if any tendered by Eligible Shareholders will be accepted as per Clause 19 under “Process and Methodology for the Buyback”.
- 20.7 As disclosed in the section entitled “Process and Methodology for the Buyback” on page 25, the Equity Shares proposed to be bought as a part of the Buyback is divided into two categories; (a) Reserved Category for Small Shareholders; and (b) the General Category for other Eligible Shareholder, and the Buyback Entitlement of an Eligible Shareholder in each category shall be calculated accordingly.
- 20.8 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.
- 20.9 Shareholders’ participation in Buyback will be voluntary. Shareholders can choose to participate, in part or in full, and get cash in lieu of the Equity Shares accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. Shareholders may also tender a part of their Buyback Entitlement. Shareholders also have the option of tendering Additional Shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Shareholders, if any. Acceptance of any Shares tendered in excess of the Buyback Entitlement by the Shareholder, shall be in terms of procedure outlined in this Letter of Offer.
- 20.10 The maximum tender under the Buyback by any Shareholder cannot exceed the number of Equity Shares held by the Shareholder as on the Record Date.
- 20.11 The Buyback shall be implemented by the Company using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI circular No. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 and CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and circular bearing number SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023, and following the procedure prescribed in the Companies Act and the SEBI Buyback Regulations and as may be determined by the Board and on such terms and conditions as may be permitted by law from time to time.
- 20.12 The Acceptance of the Offer made by the Company is entirely at the discretion of the Shareholders of the Company. The Company does not accept any responsibility for the decision of any Shareholder to either participate or to not participate in the Offer. The Company will not be responsible in any manner for any loss of Share certificate(s) and other documents during transit and the Shareholders are advised to adequately safeguard their interest in this regard.
- 20.13 The maximum tender under the Buy-back by any Eligible Shareholder cannot exceed the number of shares held by the Eligible Shareholder on the Record Date.
- 20.14 For implementation of the Buyback, the Company has appointed Eureka Stock & Share Broking Services Limited as the registered broker to the Company (the “**Company Broker**”) through whom the purchases and settlements in respect of the Buyback would be made by the Company. The details of the Company’s Broker are as follows:

Eureka Stock & Share Broking Services Limited
DN-51, Merlin Infinite, 11th Floor

Salt Lake, Sector V, Kolkata - 700 091
Tel: +91 33 6628 0000
E-mail: debomita@eurekasec.com
Website: www.eurekasec.com

- 20.15 The Company will use the Acquisition Window of BSE, the Designated Stock Exchange to facilitate placing of sell orders by Shareholders who wish to tender their Equity Shares in the Buyback. The details of the platform will be as specified by BSE from time to time.
- 20.16 In the event Seller Member(s) are not registered with the Stock Exchange or if the Eligible Shareholders do not have any stock broker then that Eligible Shareholders can approach any stock broker registered with the Stock Exchange and can make a bid by using quick unique client code (UCC) facility through that stock broker registered with the Stock Exchange after submitting the details as may be required by the stock broker to be in compliance with the SEBI Buyback Regulations. In case Eligible Shareholders is not able to bid using quick UCC facility through any other stock broker registered with the Stock Exchange, then the Eligible Shareholders may approach Company's Broker viz. Eureka Stock & Share Broking Services Limited, to bid by using quick UCC facility.
- 20.17 The reporting requirements for Non-Resident Shareholders under Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended and any other rules, regulations, guidelines for remittance of funds shall be made by the Eligible Shareholder and / or the Seller Member through which the Eligible Shareholder places the bid.
- 20.18 All Eligible Shareholders, through their respective stock broker (“**Seller Member**”) will be eligible to place orders in the Acquisition Window.
- 20.19 At the beginning of the tendering period, the order for buying Equity Shares shall be placed by the Company through the Company’s Broker. During the tendering period, the order for selling the Equity shares will be placed by the shareholders through their respective Seller Member during normal trading hours of the secondary market.
- 20.20 Seller Member(s) can enter orders for Equity Shares in demat form.
- 20.21 Modification / cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the tendering period of the Buyback. Multiple bids made by single Shareholder for selling the Equity Shares shall be clubbed and considered as ‘one’ bid for the purposes of Acceptance.
- 20.22 The cumulative quantity tendered shall be made available on BSE (website: www.bseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.
- 20.23 All documents sent by the Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
- 20.24 **Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialised form:**
- Eligible Shareholders who desire to tender their Equity Shares in the electronic form under the Buyback would have to do so through their respective Shareholder Broker by indicating to their broker the details of Equity Shares they intend to tender under the Buyback.
 - 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 Stock Exchange.
 - The lien shall be marked in demat account of the Eligible Shareholders for the Equity Shares tendered in the Buy-back. The details of Equity Shares marked as lien in the demat account of the Eligible Shareholders shall be provided by Depositories to the Clearing Corporation.
 - In case, the Eligible Shareholder’s demat account is held with one depository and clearing member pool Stock Clearing member account is held with other depository, shares shall be blocked in the Eligible Shareholder’s 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 at target depository. The source depository shall block the Eligible Shareholder’s Equity Shares (i.e. transfers from free balance to blocked balance) and will send IDT message to target depository for confirming creation of lien. Details of Equity Shares blocked in the Eligible Shareholders demat account shall be provided by the target depository to the Clearing Corporation.

- 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 the closing of trading hours on the last day of the Date of closing of the Offer. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed Custodian Participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip (“TRS”) generated by the exchange bidding system to the Shareholder. TRS will contain the details of order submitted like Bid ID No., Application No., DP ID, Client ID, number of Equity Shares tendered etc.
- Eligible Shareholders who have tendered their Equity Shares in the Buyback can hand deliver Tender Form duly signed (by all Eligible Shareholders in case shares are in joint names) in same order in which they hold the Equity Shares, along with the TRS generated by the exchange bidding system at the Office of Registrar to the Buyback. TRS will be generated by the respective Shareholder Broker. Eligible Shareholders who cannot hand deliver the Tender Form and other documents at the Office of Registrar to the Buyback, may send the same by registered post/ speed post/ courier, at their own risk, superscribing the envelope as “**Elegant Marbles and Grani Industries Limited – Buyback 2023**”, to the Registrar to the Buyback not later than 2 (two) days from the Buyback Closing Date.
- In case of non-receipt of the completed Tender Form and other documents, but receipt of Equity Shares in the special account of the clearing corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for demat Eligible Shareholders.
- 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.

20.25 Procedure to be followed by Shareholders holding Equity Shares in the Physical form:

- In accordance with the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, SEBI has clarified that “*shareholders holding securities in physical form are allowed to tender shares in open offers, buy-backs through tender offer route and exit offers in case of voluntary or compulsory delisting. However, such tendering shall be as per the provisions of respective regulations*”. Accordingly, shareholders of the Company holding share in physical form can participate in the Buyback Offer subject to the provisions of the SEBI Buyback Regulations and the terms provided in the Letter of Offer.
- Public Shareholders who are holding physical Equity Shares and intend to participate in the Offer will be required to approach their respective Seller Member(s) along with the complete set of documents for verification procedures to be carried out including the (i) original Equity Share certificate(s), (ii) valid share transfer form(s) i.e. Form SH-4 duly filled and signed by the transferors (i.e. by all registered Public 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, (iii) self-attested copy of the Public Shareholder’s PAN Card, (iv) the Tender Form (duly signed by all Public Shareholders in case the Equity Shares are in joint names) the same order in which they hold Equity Shares, and (v) any other relevant documents such as, but not limited to, duly attested power of attorney, corporate authorization (including board resolution / specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original Public Shareholder has deceased, etc., as applicable. In addition, if the address of the Public Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Public 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.
- Based on the documents as mentioned above, the concerned Seller Member shall place the bid on behalf of Public Shareholders holding Equity Shares in physical form using the Acquisition Window of the Stock Exchange. Upon placing the bid, the Seller Member shall provide a TRS generated by the exchange bidding system to the Public Shareholder. The TRS will contain the details of order submitted like folio number, Equity Share certificate number, distinctive number, number of Equity Shares tendered, etc.
- The Seller Member / Public Shareholder is required to **deliver the original Equity Share certificate(s) and documents (as mentioned above) along with TRS either by registered post / speed post or courier or hand delivery to Registrar to the Offer (at the address mentioned at Clause 18) within 2 (two) days of bidding by Seller Member. The envelope should be super scribed as “Elegant Marbles and Grani Industries Limited – Buyback 2023”**. One copy of the TRS will be retained by Registrar to the Offer and it will provide acknowledgement of the same to the Seller Member / Public Shareholder.
- Public Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for acquisition under the Offer shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar to the Offer will verify such bids based on the

documents submitted on a daily basis and till such time BSE shall display such bids as ‘unconfirmed physical bids’. Once the Registrar to the Offer confirms the bids it will be treated as ‘Confirmed Bids’.

- All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) there a name mismatch in the Folio of the Public Shareholder; or (ii) 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 (iii) The documents mentioned in the Tender Form for Public Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours not later than 2 (two) days from the Buyback Closing Date; or (iv) If there is any other company share certificate enclosed with the Tender Form instead of the share certificate of the Company; or (v) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Public Shareholders; or (vi) If the Public Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate; or (vii) 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.
- In case any person who has submitted the Equity Shares held by them in the physical form for dematerialisation should ensure that the process of getting the Equity Shares dematerialised is completed before such Eligible Shareholders tender their Equity Shares in the Buy-back, so that they can participate in the Buy-back.
- An unregistered shareholder holding Physical Shares may also tender his Equity Shares for Buy-back by submitting the duly executed transfer deed for transfer of shares, purchased prior to 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.
- Modification / cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the tendering period of the Buyback. Multiple bids made by single Shareholder for selling the Equity Shares shall be clubbed and considered as ‘one’ bid for the purposes of Acceptance. The cumulative quantity tendered shall be made available on the website of BSE (website: www.bseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.
- The Company will not accept Equity Shares tendered for the Buyback which under restraint order of the court for transfer/ sale and/or title in respect of which is otherwise under dispute or where loss of share certificates 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.

20.26 Method of Settlement

Upon finalization 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 pertaining to the Buyback to the Company’s Broker which 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 Clearing Corporation from time to time. For Demat Shares accepted under the Buyback, such beneficial owners will receive funds pay-out 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 pay-out mechanism. If such shareholder’s bank account details are not available or if the funds transfer instruction is rejected by the RBI/ bank(s), due to any reasons, then the amount payable to the concerned shareholders will be transferred to the Shareholder Broker’s settlement bank account for onward transfer to such respective Eligible Shareholders.
- d) Details in respect of shareholder’s entitlement for tender offer process 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 Eligible Shareholder. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation.
- e) The Equity 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 the Stock Exchange.

- f) 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.
- g) In the case of inter-depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. The 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 Eligible 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 Eligible Shareholder’s demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.
- h) The Equity Shares bought back in the demat form would be transferred to the special demat account of the Company opened for the Buyback (“**Company Demat Escrow Account**”).
- i) In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds pay-out including those prescribed by the RBI) who do not opt to settle through custodians, the funds pay-out would be given to their respective Shareholder Broker’s settlement account for releasing the same to such Eligible Shareholder’s account. For this purpose, the client type details would be collected from the Registrar to the Buyback.
- j) Every Shareholder Broker, who puts in a valid bid on behalf of an Eligible Shareholder, would issue a contract note and pay the consideration for the Equity Shares accepted under the Buyback and return the balance unaccepted demat Equity Shares to their respective clients. Company’s Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- k) Equity Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the selling Eligible Shareholder for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the selling Equity Shareholders from their respective Shareholder Broker, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Manager and Company accepts no responsibility to bear or pay such additional cost, applicable taxes, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.
- l) The Equity Shares lying to the credit of the Company Demat Account after the Buyback will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

ELIGIBLE SHAREHOLDERS WHO HAVE DEMATERIALIZED THEIR PHYSICAL EQUITY SHARES POST RECORD DATE AND TENDERED THEIR DEMAT EQUITY SHARES IN THE BUY-BACK MAY DELIVER THE TENDER FORM DULY SIGNED (BY ALL ELIGIBLE SHAREHOLDERS IN CASE SHARES ARE IN JOINT NAMES) IN THE SAME ORDER IN WHICH THEY HOLD THE EQUITY SHARES, ALONG WITH TRS GENERATED BY THE STOCK EXCHANGE BIDDING SYSTEM UPON PLACING OF A BID, EITHER BY REGISTERED POST, SPEED POST OR COURIER OR HAND DELIVERY TO THE REGISTRAR TO THE BUY-BACK AT THE ABOVE ADDRESS, SO THAT THE SAME ARE RECEIVED NOT LATER THAN JANUARY 19, 2024, FRIDAY BY 05:00 PM. THE ENVELOPE SHOULD BE SUPERSCRIBED AS “ELEGANT MARBLES AND GRANI INDUSTRIES LIMITED – BUYBACK 2023”.

20.27 For Equity Shares held by Eligible Shareholders, being Non-Resident Shareholders of Equity Shares:

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

Shares accepted under the Buy-back. In the event, such consent letter is not submitted by such non-resident Eligible Shareholder, the Company shall have the right to reject the Equity Shares tendered in the Buyback and acceptance of such Equity Shares shall be at the sole discretion of the Company subject to such conditions as the Company may deem fit including making payment for the same on a non-repatriation basis.

- (iv) If any of the above stated documents (as applicable) are not enclosed along with the Tender Form, the Equity Shares tendered under the Buy-back are liable to be rejected.

Any Eligible Shareholder who tenders his / her / its Equity Shares in the Offer shall be deemed to have declared, represented, warranted and agreed that he / she / it is authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buyback.

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

In case the Equity Shares are in dematerialised form: An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the website of the Company i.e., www.elegantmarbles.com or the website of the Registrar i.e. Link Intime India Private Limited or by providing their application in writing on plain paper to the Registrar, signed by Eligible Shareholder or all Eligible Shareholders (in case Equity Shares are in joint name), stating name and address of Eligible Shareholders, number of Equity Shares held as on the Record Date, Client ID number, DP Name / ID, beneficiary account number and number of Equity Shares tendered for the Buy-back. If any Eligible Shareholder who has been sent the Letter of Offer through electronic means wishes to obtain a physical copy of the Letter of Offer, they may send a request in writing to the Company or Registrar at the address or email ID mentioned at the cover page of the Letter of Offer stating name, address, number of Equity Shares held on Record Date, client ID number, DP name / ID, beneficiary account number. Upon receipt of such request, a physical copy of the Letter of Offer shall be provided to such Eligible Shareholder.

In case the Equity Shares are 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.elegantmarbles.com or the website of the Registrar i.e., www.unisec.in or by providing their application in writing on plain paper to the Registrar, 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 website of the Company i.e., www.elegantmarbles.com or the website of the Registrar i.e., www.unisec.in. Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents (as mentioned in Clause 20.25 above), reach the Registrar on or before the Buyback Closing Date (by 5:00 p.m.). If the signature(s) of the Eligible Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar / Company or are not in the same order (although attested), the Company / Registrar shall have a right to reject such applications.

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

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

In case any Eligible Shareholder initiates dematerialization of shares after Record Date/receipt of this Letter of Offer, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buy-back before Buy-back Closing Date.

20.29 **Rejection Criteria:**

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

- a. the Shareholder is not an Eligible Shareholder of the Company as on the Record Date; or
- b. if there is a name mismatch in the dematerialised account of the Shareholder / Folio No. and PAN; or
- c. receipt of the completed Tender Form and other documents but non-receipt of Equity Shares in the special account of the Clearing Corporation.

The Equity Shares tendered by Eligible Shareholders holding Physical Shares would be liable to be rejected on the following grounds:

- a. The documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours on January 19, 2024/; or
- b. If the share certificate is not enclosed with the Tender Form; or
- c. If there is any other company's share certificate enclosed with the Tender Form instead of the share certificate of the Company; or
- d. If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; or
- e. If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate; or
- f. In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with the Company or the Registrar; or
- g. Where 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

21. NOTE ON TAXATION

THE SUMMARY OF THE TAX CONSIDERATIONS IN THIS SECTION ARE BASED ON THE CURRENT PROVISIONS OF THE TAX LAWS OF INDIA AND THE REGULATIONS THEREUNDER, THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, WHICH ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT TAX IMPLICATIONS ON THESE TAX CONSIDERATIONS.

IN VIEW OF THE PARTICULARIZED NATURE OF TAX CONSEQUENCES, SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX PROVISIONS INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE TAX OFFICERS IN THEIR CASE, AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE.

THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF THIS TAX SUMMARY AND 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 SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.

I. GENERAL

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 ("ITA").

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

treatment prescribed under the relevant Double Taxation Avoidance Agreement (“DTAA”) subject to satisfaction of the relevant conditions including non-applicability of General Anti-Avoidance Rule (“GAAR”) and providing and maintaining necessary information and documents as prescribed under the ITA.

The summary tax implications on buy-back of equity shares listed on the stock exchange in India is set out below. All references to equity shares in this note refer to equity shares listed on the stock exchange in India unless stated otherwise.

INCOME TAX PROVISIONS IN RESPECT OF BUY-BACK OF SHARES LISTED ON THE RECOGNISED STOCK EXCHANGE

- a. Section 115QA of the Act provides for the levy of additional Income-tax at the rate of twenty per cent (excluding surcharge and Health and Education cess, as applicable) on any amount of distributed income by the company on buy-back of shares from a shareholder. Distributed Income is defined under section 115QA to include consideration paid by the company on buy-back of shares as reduced by the amount which was received by the company on issue of such shares, determined in the manner specified in Rule 40BB.
- b. The tax on the distributed income by the company shall be treated as the final payment of tax in respect of the said income and no further credit therefor shall be claimed by the company or by any other person in respect of the amount of tax so paid.
- c. No deduction under any other provision of this Act shall be allowed to the company or a shareholder in respect of the income which has been charged to tax.
- d. Pursuant to Section 10(34A) of the Income Tax Act, any income arising in the hands of shareholders on account of buy-back of shares by the as referred to in section 115QA has been exempted from tax.
- e. The consequential 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”) under sub-clause (34A) of Section 10 of ITA. In case of Non-resident Shareholders, 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.

II. TAX DEDUCTION AT SOURCE

The consequential income arising in the hands of shareholder will be exempted by virtue of sub clause (34A) of Section 10 of the ITA. Therefore, no TDS / WHT will be deductible on the said income.

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.

22. DECLARATION BY THE BOARD OF DIRECTORS

Declaration as required under clauses (ix) and clause (x) of Schedule I to the SEBI Buyback Regulations. The Board of Directors made the below mentioned declaration as on the date of passing the board resolution approving the Buyback i.e. November 11, 2023:

- i. that there are no defaults subsisting in repayment of deposits, redemption of debentures or preference shares or repayment of term loans to any financial institutions or banks
- ii. that immediately following the date of the Board Meeting held on November 11, 2023, there will be no grounds on which the Company could be found unable to pay its debts;
- iii. that as regards the Company’s prospects for the year immediately following the date of the Board Meeting held on November 11, 2023, having regard to the Board’s intentions with respect to the management of the Company’s business during that year and to the amount and character of the financial resources, which will, in the Board’s view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting approving the Buyback; and

- iv. that in forming its opinion aforesaid, 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 (to the extent notified and in force).

This declaration is made and issued under the authority of the Board of Directors in terms of the resolution passed at the meeting held on November 11, 2023.

For and on behalf of the Board of Directors of
Elegant Marbles & Grani Industries Limited

Sd/-

Rajesh Ramswaroop Agrawal
Director
(DIN: 00017931)

Sd/-

Rakesh Agarwal
Managing Director
(DIN: 00017951)

Sd/-

Pooja Ponda
Company Secretary &
Compliance Officer
(ACS 66677)

23. AUDITORS CERTIFICATE

The text of the Report addressed by the Statutory Auditor dated November 11, 2023 received from SDBA & Co., Statutory Auditors of the Company, addressed to the Company is reproduced below:

Quote

Private and confidential

To

The Board of Directors
Elegant Marbles & Grani Industries Limited
Elegant House, Raghuvanshi Mills Compound
Senapati Bapat Marg, Lower Parel (West)
Mumbai, 400 013, Maharashtra

Dear Sir/Madam,

Sub: Independent Auditors' Report in respect of proposed Buy-Back of equity shares by Elegant Marbles & Grani Industries Limited ("the Company") in terms of clause (xi) of Schedule I of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "SEBI Buy-Back Regulations")

1. This report is issued in accordance with the terms of our engagement letter dated October 31, 2023 with Elegant Marbles & Grani Industries Limited (the "**Company**").
2. The Board of Directors of the Company have approved a proposed Buy-Back of equity shares by the Company at its meeting held on November 11, 2023, in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 ('the Act') read with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buy-Back Regulations").
3. The accompanying Statement of permissible capital payment (including premium) ('**Annexure A**') as at September 30, 2023 (hereinafter referred as the "Statement") is prepared by the management of the Company, which we have signed for identification purpose only.

Management's Responsibility for the Statement

4. The preparation of the Statement in accordance with Section 68(2) of the Act and in compliance with Section 68, 69 and 70 of the Act and SEBI Buy-Back Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation, and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
5. The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion 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 i.e., November 11, 2023 (hereinafter referred as the “date of the Board meeting”) and will not be rendered insolvent within a period of one year from the date of declaration of result of the postal ballot approving the Buyback of Equity Shares, 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.

Auditors’ Responsibility

6. Pursuant to the requirements of the SEBI Buy-Back Regulations, it is our responsibility to provide reasonable assurance whether:
 - i. we have inquired into the state of affairs of the Company in relation to its audited condensed standalone interim financial statements as at and for the period ended September 30, 2023 read with the declaration of solvency approved by the Board of Directors dated November 11, 2023.
 - ii. the amount of the permissible capital payment (including premium) as stated in Annexure A for the proposed Buy-Back of equity shares has been properly determined considering the audited condensed standalone interim financial statements in accordance with Section 68(2)(c) of the Act and Regulation 4 of SEBI Buyback Regulations; and
 - iii. the Board of Directors of the Company in their meeting dated November 11, 2023, have formed the opinion as specified in clause (x) of Schedule I to the SEBI Buy-Back Regulations, on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of declaration of result of the postal ballot approving the Buyback of Equity Shares.
7. The audited condensed standalone interim financial statements for the period ended on September 30, 2023 referred to in paragraph 6 above, which we have considered for the purpose of this report, have been audited by us, on which we have issued unmodified audit opinions vide our reports dated November 11, 2023. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143 of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
8. Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting. The procedures selected depend on the auditor’s judgement, including the assessment of the risks associated with the above reporting. We accordingly performed the following procedures:
 - i. Examined that the amount of maximum permissible capital payment towards the Buy-Back of equity shares as detailed in Annexure A has been computed in accordance with the limits specified in Section 68(2) of the Act;
 - ii. Inquired into the state of affairs of the Company in relation to its audited standalone financial statements as at and for the period ended 30 September 2023.
 - iii. Obtained declaration of solvency as approved by the board of directors on November 11, 2023 pursuant to the requirements of clause (x) of Schedule I to the SEBI Buy-Back Regulations.
 - iv. Traced the amounts of paid-up equity share capital, retained earnings and General Reserves as mentioned in Annexure A from the audited standalone condensed standalone interim financial statements as at and for the period ended 30 September 2023;
 - v. Examined that the proposed Buy-Back of equity shares approved by Board of Directors in its meeting held on November 11, 2023 is authorized by the Articles of Association of the Company,
 - vi. Examined that all the shares for Buy-Back are fully paid-up;
 - vii. Verified the arithmetical accuracy of the amounts mentioned in Annexure A; and

- viii. Obtained appropriate representations from the Management of the Company.
9. 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 Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
10. 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.
11. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

Opinion

12. Based on inquiries conducted and our examination as above, we report that:
- a) We have inquired into the state of affairs of the Company in relation to its audited condensed interim standalone financial statements as at and for the period ended September 30, 2023 read with the declaration of solvency approved by board of directors on November 11, 2023;
- b) The amount of permissible capital payment (including premium) towards the proposed Buy- Back of equity shares as computed in the Statement attached herewith is, in our view properly determined in accordance with Section 68(2)(c) of the Act and Regulation 4 of SEBI Buy-Back Regulations. The amounts of share capital and free reserves have been extracted from the audited condensed standalone interim financial statements of the Company as at and for the period ended 30 September 2023; and
- c) the Board of Directors of the Company in their meeting dated November 11, 2023, have formed the opinion as specified in clause (x) of Schedule I to the SEBI Buy-Back Regulations, on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of declaration of result of the postal ballot approving the Buyback of Equity Shares.
13. Based on the representations made by the management, and other information and explanations given to us, which to the best of our knowledge and belief were necessary for this purpose, we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

Restriction on Use

14. This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed Buy-Back of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Act and Buy-Back Regulations, (ii) to enable the Board of Directors of the Company to include in the public announcement, letter of offer and other documents pertaining to Buy-Back of equity shares to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, Stock Exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the managers, each for the purpose of extinguishment of equity shares and for their diligence and may not be suitable for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **SDBA & Co.**
Chartered Accountants
Firm's Registration No: 142004W
Sd/-
Sanjeev A Mehta
Partner

Place: Mumbai
Date: November 11, 2023

Membership No: 041287
UDIN: [23041287BGXPAU6645]

Annexure A:

Statement of permissible capital payment (including premium)

Computation of amount of permissible capital payment towards buy back of equity shares of Elegant Marbles & Grani Industries Limited in accordance with proviso to Section 68 (2) of the Companies Act, 2013 (the "Act") and Regulation 4 of the SEBI Buy-Back Regulations, based on the audited condensed standalone interim financial statement as at and for the six-month period ended September 30, 2023:

| Particulars | Standalone (Rs. in lakhs) |
|--|--|
| Paid up equity share capital as on September 30, 2023 (36,60,000 equity shares of face value Rs. 10 each) | 366.00 |
| Free reserves as on September 30, 2023 # | |
| - Securities premium account | - |
| - General reserves | 774.22 |
| - Retained earnings | 9,644.11 |
| Total | 10,784.33 |
| Maximum amount permissible under the Act / SEBI Buyback Regulations with approval of the shareholders (25% of the total paid up equity share capital and free reserves). | 2,696.08 |
| Maximum amount approved by the Board of Directors in the meeting held on 11 November 2023 approving the Buyback, subject to shareholders' approval, based on the audited accounts as at and for the six-month period ended September 30, 2023. | 2,683.45 |

Free reserves are as per sub clause 43 of Section 2 and explanation II to Section 68 of the Act.

For **Elegant Marbles & Grani Industries Limited**
Sd/-
Rajesh Agrawal
Chairman & Managing Director

Place: Mumbai
Date: November 11, 2023

Unquote

24. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the Corporate Office of the company at Elegant House, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400013, Maharashtra, India between 10.00 am to 5.00 pm on all working days (Monday to Friday) during the offer period:

1. Certificate of Incorporation of the Company
2. Memorandum and Articles of Association of the Company.
3. Standalone Audited Financial Statements of the Company for the half year ended September 30, 2023 and Financial Years ended March 31, 2023, 2022 and 2021.
4. Copy of resolution passed by the Board of Directors at their meeting held on November 11, 2023.
5. Certified true copy of the special resolution along with Scrutinizer's Report passed by the Equity shareholders of the company by way of postal ballot, the results of which were announced on December 22, 2023.
6. Copy of report dated November 11, 2023 received from SDBA & co, the Statutory Auditors of the company, in terms of the SEBI Buyback Regulations.

7. Copy of the certificate from M/s. Deepak Mehta & Associates, Chartered Accountants, dated December 27, 2023 certifying that the Company has adequate funds for the purposes of buyback of 6,97,000 Equity Shares at the price of Rs. 385/- per Equity Share;
8. Public Announcement published on December 26, 2023.
9. Copy of Escrow Agreement dated December 13, 2023 executed between the Company, Manager to the Buyback and Escrow Agent.
10. Declaration of solvency and affidavit dated November 11, 2023, as prescribed under section 68(6) of the Companies Act.

A shareholder may also request the Company for inspection of the abovementioned documents through online mode. For the same, the shareholder will be required to submit his DP & client ID / Folio no. and such other details, as may be required by the Company.

25. DETAILS OF THE REMEDIES AVAILABLE TO THE ELIGIBLE SHAREHOLDERS / BENEFICIAL OWNERS

In case of any grievance relating to the Buyback (e.g. non-receipt of the Buyback consideration, share certificate, demat credit etc.) the investor can approach the Compliance Officer of the Company for the purpose of this Buyback.

If the Company makes any default in complying with the provisions of Section 68 of the Act or Rules thereunder, or SEBI Buyback Regulations, the Company or any officer of the Company who is in default shall be punishable in accordance with the provisions of the Act and Regulations

Details of the Compliance Officer

Ms. Pooja Ponda
 Company Secretary & Compliance Officer
 Membership no. A66677
 Elegant Marbles and Grani Industries Limited
 Elegant House, Raghuvanshi Mills Compound, Senapati Bapat Marg,
 Lower Parel (West), Mumbai – 400 013, Maharashtra, India
 Tel. No.: + 91 22 2496 0771 / 2493 9676
 Fax No.: + 91 22 2493 0782
 Email Id: companysecretary@elegantmarbles.com
 Website: www.elegantmarbles.com

Investor may contact the Compliance Officer for any clarification or to address their grievances, if any, during 10.00 a.m. to 5.00 p.m. on all working days from Monday to Friday.

Details of the Registrar of Companies

Registrar of Companies, Jaipur, Rajasthan
 Corporate Bhawan, G\6-7, Sardar Patel Road
 Jaipur - 302 001, Rajasthan, India.
 Email Id: roc.jaipur@mca.gov.in

26. DETAILS OF INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

In case of any query, the Eligible Shareholders may also contact the Registrar to the Buyback of the Company during working hours i.e. 10:00 a.m. to 5:00 p.m. on all working days at the following address from Monday to Friday:



Link Intime India Private Limited
 C - 101, 247 Park, LBS Road, Vikhroli West,
 Mumbai, 400 083, Maharashtra, India
 Tel. No.: +91 81081 14949
 Fax No.: +91 22 4918 6195
 Email: elegantmarbles.buyback2023@linkintime.co.in
 Website: www.linkintime.co.in
 SEBI Regn. No.: INR000004082

Validity of Registration: Permanent
Contact Person: Mr. Shanti Gopalakrishana

27. DETAILS OF THE MANAGER TO THE BUYBACK

The Company has appointed Sundae Capital Advisors Private Limited as the Manager to the Buyback and their contact details are given below:



Sundae Capital Advisors Private Limited
404, 4th floor, Vaibhav Chambers,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400 051, Maharashtra, India
Tel. No.: +91 22 3501 4499
Email: elegant.buyback@sundaecapital.com
Investor Grievance e-mail id: grievances.mb@sundaecapital.com
Website: www.sundaecapital.com
SEBI Regn. No.: INM000012494
Validity Period: Permanent
Contact Person: Rajiv Sharma / Anchal Lohia

28. DIRECTORS RESPONSIBILITY STATEMENT

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board of Directors of the Company accepts responsibility for the information contained in this Letter of Offer. This Letter of Offer is issued under the authority of the Board in terms of the resolution passed by the Board on November 11, 2023.

For and on behalf of the Board of Directors of
Elegant Marbles & Grani Industries Limited

Sd/-
Rajesh Ramswaroop Agrawal
Director
(DIN: 00017931)

Sd/-
Rakesh Agarwal
Managing Director
(DIN: 00017951)

Sd/-
Pooja Ponda
Company Secretary &
Compliance Officer
(ACS 66677)

Place: Mumbai
Date: January 06, 2024

| FORM OF ACCEPTANCE CUM ACKNOWLEDGMENT (FOR ELIGIBLE SHAREHOLDERS HOLDING SHARES IN DEMATERIALIZED FORM) | | | |
|--|-------------------|---------------------------------------|--------------------------------|
| | | OFFER OPENS ON | January 11, 2024, Thursday |
| | | OFFER CLOSES ON | January 17, 2024, Wednesday |
| Status: Please tick () | | | |
| | Individual | <input type="checkbox"/> | Foreign Institutional Investor |
| | Foreign Company | <input type="checkbox"/> | Non Resident Indian |
| | Body Corporate | <input type="checkbox"/> | Bank / Financial Institution |
| | VCF | <input type="checkbox"/> | Mutual Funds |
| | Partnership/LLP | <input type="checkbox"/> | Insurance Company |
| | Pension/PF | <input type="checkbox"/> | Others (Specify) |
| Tax Residency Status: Please tick appropriate box | | | |
| | Resident in India | <input type="checkbox"/> | Non Resident in India |
| | Resident of | <input type="checkbox"/> | (country of residence) |
| To | | | |
| Elegant Marbles & Grani Industries Limited | | For the Registrar to the Offer | |
| C/o. Link Intime India Private Limited | | Inward No. | |
| C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai 400 083, | | Date | |
| Maharashtra, India | | Stamp | |
| Tel: 8108114949; Fax: +91 22 4918 6195 | | | |

Dear Sirs,

Sub: Offer of buyback of up to 6,97,000 (Six Lakhs Ninety Seven Thousand only) equity shares of Elegant Marbles & Grani Industries Limited at a price of Rs. 385/- (Rupees Three Hundred and Eighty five only) per Equity Share payable in cash

- I/We (having read and understood the Letter of Offer dated January 06, 2024 issued by the Company), hereby tender my/Offer my/our Equity Shares in response to the Buyback in accordance with 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 below) and to issue instruction(s) to the Registrar to the Offer 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 Offer Price only after due verification of the validity of the documents and that the consideration will be paid as per Stock Exchange mechanism.
- I/We agree to return to the Company any Buyback consideration that may be wrongfully received by me / us.
- I/We agree to receive, at my own risk, the invalid/unaccepted Equity Shares under the Offer in the demat account from where I / We have tendered the Equity Shares in the Buyback. In case, if for any reason the Equity Shares cannot be credited to the demat account, I / We agree to receive a single share certificate for the unaccepted Equity Shares in physical form.
- 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 and the Buyback Regulations.
- 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 Act and the rules made thereunder, the Buyback Regulations and other applicable laws.
- 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 the Equity Shares by the Company, copy of the tax return filed in India, evidence of tax paid etc.
- Details of shares held and tendered / offered in the Buyback:

| Particulars | In Figures | In Words |
|--|------------|----------|
| Number of Equity Shares held as on Record Date (January 05, 2024) | | |
| Number of Equity Shares entitled for Buyback (Buyback Entitlement) | | |
| Number of Equity Shares offered for Buyback | | |

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

- Details of account with Depository Participant ("DP")

| | | | | |
|---|--------------------------|------|--------------------------|------|
| Name of the Depository (tick whichever is applicable) | <input type="checkbox"/> | NDSL | <input type="checkbox"/> | CDSL |
| Name of the Depository Participant | | | | |
| DP ID No. | | | | |
| Client ID No. with the Depository Participant | | | | |

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ACKNOWLEDGEMENT SLIP FOR ELEGANT MARBLES & GRANI INDUSTRIES LIMITED - BUYBACK 2023

(to be filled by the Eligible Shareholder) (subject to verification)

DP ID: _____

Client ID _____

Received from Mr. / Ms. / M/s. _____

Form of Acceptance-cum-Acknowledgement, Original TRS along with:

No. of Equity Shares offered for Buyback _____

STAMP OF BROKER

(In Figures) _____ (In Words) _____

13. Eligible Shareholders Details:

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

*Corporate must affix rubber stamp

14. Applicable for all Non-resident shareholders

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 Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended (the "FEMA Regulations") and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA Regulations and any other rules, regulations and guidelines, in regard to remittance of funds outside India. I / We undertake to pay income taxes in India on any income arising on such Buyback and taxable in accordance with prevailing income tax laws in India within 7th day of the succeeding month in which the Shares are bought back by the Company. 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.

Instructions:

1. This Offer will open on January 11, 2024, Thursday and close on January 17, 2024, Wednesday.
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 desire to tender their Equity Shares in the dematerialized form under the Buyback would have to do so through their respective Shareholder Broker by indicating the details of Equity Shares they intend to tender under the Buyback. For Tendering the Equity Shares in the Buyback, the Tender Form is required to be submitted to the Stock Broker only and not to the Registrar or to the Company or to the Manager. For, Further details, please see the procedure as specified in the section entitled "Procedure for Tender Offer and Settlement" of the Letter of Offer.
4. Shareholders should submit their duly filled Tender Form along with the TRS (Transaction Registration slip) generated by the exchange to at the office of Registrar to the Offer only after placing the bid via the Shareholder Broker.
5. **The Equity Shares tendered in the Buyback shall be rejected if (i) the Shareholder is not an Eligible Shareholder of the Company as on the Record Date; or (ii) if there is a name mismatch in the dematerialised account of the Shareholder / Folio No. and PAN; or (iii) in the event of non-receipt of the complete 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.**
6. The Eligible Shareholders will have to ensure that they keep the DP account active and unblocked.
7. In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the Buyback by providing their application in plain paper in writing 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.
8. Eligible Shareholders to whom the Buyback is made are free to tender Equity Shares to the Extent of their Buyback Entitlement in whole or in part or in excess of their Buyback Entitlement.
9. All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
10. 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 reporting's, 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.
11. For details, please also read and follow the procedure set out in the Clause 20 in the Letter of Offer.

All capitalized items shall have the meaning ascribed to them in the Letter of Offer.

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ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK SHOULD BE ADDRESSED TO THE REGISTRAR AT THE FOLLOWING ADDRESS QUOTING YOUR FOLIO NO / DPID/ CLIENT ID:

Link Intime India Private Limited
"Elegant Marbles and Grani Industries Limited – Buyback 2023"
C - 101, 247 Park, LBS Road, Vikhroli West,
Mumbai, 400083, Maharashtra, India
Tel. No.: +91 81081 14949; Fax No.: +91 22 4918 6195
Email: elegantmarbles.buyback2023@linkintime.co.in; Website: www.linkintime.co.in
Contact Person: Mr. Shanti Gopalakrishnan

**FORM OF ACCEPTANCE CUM ACKNOWLEDGMENT
(FOR ELIGIBLE SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM)**

| | |
|------------------------|-----------------------------|
| OFFER OPENS ON | January 11, 2024, Thursday |
| OFFER CLOSES ON | January 17, 2024, Wednesday |

| | |
|--|--------------------------------|
| Status: Please tick () | |
| Individual | Foreign Institutional Investor |
| Foreign Company | Non Resident Indian |
| Body Corporate | Bank / Financial Institution |
| VCF | Mutual Funds |
| Partnership/LLP | Insurance Company |
| Pension/PF | Others (Specify) |
| Tax Residency Status: Please tick appropriate box | |
| Resident in India | Non Resident in India |
| Resident of | (country of residence) |

To
Elegant Marbles & Grani Industries Limited
 C/o. Link Intime India Private Limited
 C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai 400 083,
 Maharashtra, India
 Tel: 8108114949; Fax: +91 22 4918 6195

| | |
|---------------------------------------|--|
| For the Registrar to the Offer | |
| Inward No. | |
| Date | |
| Stamp | |

Dear Sirs,

Sub: Offer of buyback of up to 6,97,000 (Six Lakhs Ninety Seven Thousand only) equity shares of Elegant Marbles & Grani Industries Limited at a price of Rs. 385/- (Rupees Three Hundred and Eighty five only) per Equity Share payable in cash

- I/We (having read and understood the Letter of Offer dated January 06, 2024 issued by the Company), hereby tender my/Offer my/our Equity Shares in response to the Buyback in accordance with 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 below) and to issue instruction(s) to the Registrar to the Offer 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 Offer Price only after due verification of the validity of the documents and that the consideration will be paid as per Stock Exchange mechanism.
- I/ We agree to return to the Company any Buyback consideration that may be wrongfully received by me / us.
- I/We agree to receive, at my own risk, the invalid/unaccepted Equity Shares under the Offer in the demat account from where I / We have tendered the Equity Shares in the Buyback. In case, if for any reason the Equity Shares cannot be credited to the demat account, I / We agree to receive a single share certificate for the unaccepted Equity Shares in physical form.
- 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 and the Buyback Regulations.
- 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 Act and the rules made thereunder, the Buyback Regulations and other applicable laws.
- 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 the Equity Shares by the Company, copy of the tax return filed in India, evidence of tax paid etc.
- Details of shares held and tendered / offered in the Buyback:

| Particulars | In Figures | In Words |
|--|------------|----------|
| Number of Equity Shares held as on Record Date (January 05, 2024) | | |
| Number of Equity Shares entitled for Buyback (Buyback Entitlement) | | |
| Number of Equity Shares offered for Buyback | | |

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

- Details of Equity Share Certificate(s) enclosed

| Sr. No. | Folio No. | Share Certificate(s) No. | Distinctive Nos. | | No. of Equity Shares |
|--|-----------|--------------------------|------------------|----|----------------------|
| | | | From | To | |
| 1 | | | | | |
| 2 | | | | | |
| 3 | | | | | |
| (If the space provided is inadequate, please attach a separate continuation Sheet) | | | | | Total → |

Tear Here

ACKNOWLEDGEMENT SLIP FOR ELEGANT MARBLES & GRANI INDUSTRIES LIMITED - BUYBACK 2023
 (to be filled by the Eligible Shareholder) (subject to verification)

DP ID: _____ Client ID _____
 Received from Mr. / Ms. / M/s. _____

Form of Acceptance-cum-Acknowledgement, Original TRS along with:/

No. of Equity Shares offered for Buyback

(In Figures) _____ (In Words) _____

STAMP OF BROKER

13. Details of other documents attached

| | |
|--|--|
| FORM OF ACCEPTANCE | ORIGINAL SHARE CERTIFICATE OF THE COMPANY |
| VALID SHARE TRANSFER DEED | SELF ATTESTED COPY OF PAN CARD |
| CORPORATE AUTHORIZATION | POWER OF ATTORNEY / SUCCESSION CERTIFICATE |
| RBI APPROVAL FOR ACQUIRING THE SHARES TENDERED UNDER THE OFFER | OTHER DOCUMENTS, AS APPLICABLE |

14. Eligible Shareholders Details:

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

*Corporate must affix rubber stamp

15. Applicable for all Non-resident shareholders

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 Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended (the "FEMA Regulations") and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA Regulations and any other rules, regulations and guidelines, in regard to remittance of funds outside India. I / We undertake to pay income taxes in India on any income arising on such Buyback and taxable in accordance with prevailing income tax laws in India within 7th day of the succeeding month in which the Shares are bought back by the Company. 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.

Instructions:

1. This Offer will open on January 11, 2024, Thursday and close on January 17, 2024, Wednesday.
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 desire to tender their Equity Shares in the physical form under the Buyback would have to do so through their respective Shareholder Broker by indicating the details of Equity Shares they intend to tender under the Buyback.
4. Eligible Shareholders who wish to tender their Equity Shares in response to this Buy-back should deliver the Form of Acceptance so as to reach before the close of business hours to the Registrar (as mentioned in the Letter of Offer) on or before January 19, 2024, Friday by 5 PM along with the documents mentioned in the Tender Form.
5. **The Equity Shares tendered in the Buyback shall be rejected if (i) there a name mismatch in the Folio of the Public Shareholder; or (ii) 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 (iii) The documents mentioned in the Tender Form for Public Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours of January 19, 2024 (by 5 p.m.); or (iv) If there is any other company share certificate enclosed with the Tender Form instead of the share certificate of the Company; or (v) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Public Shareholders; or (vi) If the Public Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate; or (vii) 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.**
6. In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the Buyback by providing their application in plain paper in writing 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, Folio No. and number of Equity Shares tendered.
7. Eligible Shareholders to whom the Buyback is made are free to tender Equity Shares to the Extent of their Buyback Entitlement in whole or in part or in excess of their Buyback Entitlement.
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 Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting's, 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. For details, please also read and follow the procedure set out in the Letter of Offer.

All capitalized items shall have the meaning ascribed to them in the Letter of Offer.

-----Tear Here-----

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK SHOULD BE ADDRESSED TO THE REGISTRAR AT THE FOLLOWING ADDRESS QUOTING YOUR FOLIO NO / DPID/ CLIENT ID:

**Link Intime India Private Limited
"Elegant Marbles and Grani Industries Limited – Buyback 2023"**

C - 101, 247 Park, LBS Road, Vikhroli West,
Mumbai, 400083, Maharashtra, India

Tel. No.: +91 81081 14949; Fax No.: +91 22 4918 6195

Email: elegantmarbles.buyback2023@linkintime.co.in; Website: www.linkintime.co.in

Contact Person: Mr. Shanti Gopalakrishnan

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: L14101RJ1984PLC003134

Name of the company (in full): Elegant Marbles and Grani Industries Limited

Name of the Stock Exchange where the company is listed, if any: BSE

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 (per Equity Share) | |
|-------------------------------------|----------|---|------------|
| In Figures | In Words | In words | In figures |
| | | | ₹ |

| Distinctive Number | From | | | | |
|--------------------------------|------|--|--|--|--|
| | To | | | | |
| Corresponding Certificate Nos: | | | | | |

Transferor's Particulars-

| Registered Folio Number | | | |
|---|-----------------|---------|--------------|
| No. | Name(s) in full | PAN NO. | Signature(s) |
| 1. | | | |
| 2. | | | |
| 3. | | | |
| I, hereby confirm that each of the Transferor has signed before me. | | | |
| Signature of Witness | | | |
| Name and address | | | |

Transferee's Particulars-

| Name in full | Father's/ mother's/ Spouse name | Address & E-mail ID | Occupation | Existing folio no., if any | Signature |
|--------------|--|---------------------|------------|----------------------------------|-----------|
| (1) | (2) | (3) | (4) | (5) | (6) |
| | | | | | |

Folio No. of Transferee: _____

Specimen Signature of Transferee: _____

Value of stamp affixed: _____(₹)

Enclosures:

- (1) Certificate of shares or debentures or other securities
- (2) If no certificate is issued, letter of allotment.

Stamps:

For office use only

Checked by _____ Signature tallied 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. _____