

SM Auto Stamping Limited



Manufacturers of sheet metal pressed components & welded assemblies for Automobile & Electrical OEMs. GSTIN.: 27AAKCS1177K1ZX CIN NO.: L27109MH2006PLC163789

Date: December 12, 2023

To
The Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai- 400001

Ref.: Scrip Code: 543065 / Scrip ID: SMAUTO

Dear Sir / Madam,

Sub: Public Announcement for buy-back of Equity Shares of SM Auto Stamping Limited ("Company")

Ref: Regulation 7(i) and 7(ii) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations")

With reference to the above-mentioned subject and in continuation of our earlier communication dated November 06, 2023, informing the Stock Exchange, that the Board of Directors approved the proposal for buy-back of upto 6,00,000 fully paid-up equity shares having a face value of ₹ 10/- (Rupees Ten only) each ("**Equity Shares**") of the Company, from its shareholders/beneficial owners, on a proportionate basis through a tender offer route, at a price of ₹ 60/- (Rupees Sixty only) per equity share, payable in cash, for an aggregate amount not exceeding ₹ 3,60,00,000/- (Rupees Three Crore and Sixty Lakh only) excluding transaction costs, applicable taxes and other incidental and related expenses ("**Buy-back**"), subject to approval from members of the Company.

The shareholders of the Company have approved the Buy-back by passing a special resolution through postal ballot. Kindly refer to our letter dated December 09, 2023 intimating the results of the Postal Ballot.

In this connection, we wish to inform you that pursuant to Regulation 7(i) of the SEBI Buyback Regulations, the Company has published a Public Announcement dated December 11, 2023 ("Public Announcement") for the Buyback on December 12, 2023 in the newspapers mentioned below:

Newspaper Language		Editions		
Financial Express English		All Editions		
Jansatta	Hindi	All Editions		
Aapla Mahanagar	Marathi	Being the Regional language of Nashik wherein the registered office of the Company is located		

In this regard, please find enclosed a copy of the Public Announcement, as published in the aforesaid newspapers.

Registered Office : J-41, MIDC Ambad, Nashik - 422010, Maharashtra, INDIA

Telephone : +91-253-6621106/07.

Il Plant : C-13, MIDC Ambad, Nashik - 422010, Maharashtra, INDIA

Telphone : +91-253-6621102, 6621103, 6621104



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Further, as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, a copy of this Public Announcement will be available on the Company's website at i.e., www.smautostamping.com, Manager to the Buyback website at i.e., www.saffronadvisor.com and is expected to be made available on the website of the SEBI at i.e., www.sebi.gov.in and on the website of the Stock Exchange at i.e., www.bseindia.com, during the period of the Buyback.

Kindly take note of the same.

Thanking you, Yours Faithfully,

For SM Auto Stamping Limited

Pawan Mahajan Company Secretary & Compliance Officer

Encl.: As Above

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SM AUTO STAMPING LIM

Corporate Identification Number (CIN): L27109MH2006PLC163789
Registered Office: J-41, MIDC Ambad, Nashik-422010, Maharashtra, India
Corporate Office: C-13, MIDC Ambad, Nashik-422010, Maharashtra, India
Tel. No.: +91 253 6621102; Fax: +91 253 6601444
Email: companysecretary@smautostamping.com; Website: www.smautostamping.com.
Contact Person: Pawan Mahajan, Company Secretary and Compliance Officer

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS BENEFICIAL OWNERS OF EQUITY SHARES OF SM AUTO STAMPING LIMITED I CONNECTION WHIT THE BUYBACK OF EQUITY SHARES ON A PROOFINIONATE BAS THROUGH A TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD (INDIA)BUYBACK OF SECURITIES RECULATIONS, 2018, ANAIENDED

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AND SHIXT LAKIN DOLL), FROM THE FQUITY SHARERING DEER. BENEFICEL OWNERS
THE FQUITY SHARES OF THE COMPANY AS ON THE RECORD DATE, ON A PROFORTIONA
AND SHINDHOOD HEAVED FOFFER FOR THE SHOT HEST FOR CHECKEN AND ACCEPTABLE.

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

- DETAILSOFTHE BUN-BACK OFFER AND BUN-BACK PRICE

 The bard of Direction of the Company the Board', which expension shall include any committee consist and authorized by the Board to accratic in powers cluded to bey-back i.e., the "Buy-back Committee"), a beauting held on Montal, November 66, 2022 [Float Meeting], but a subject to the approach of the Member the Company by we pof as special resolution through postal bullot and analysis on such approach of the Member the Company by we pof as peculi resolution through postal bullot and analysis on such approach of the Member of the Company by we post a proper such a supervise of the Company as on the Record Date, on a proportionable basis, through the Test offer route using Stock Exchange Mechanism in accordance with the provisions of the Companies Act, 2013 annualed the "Act?" read with the rules financi under the Act including the Companies Act, 2013 annualed the "Act?" read with the rules financi under the Act including the Companies Act, 2013 annualed the "Act?" read with the rules financi under the Act including the Companies Act, 2013 annualed the "Act?" read with the rules financi under the Act including the Companies Act, 2013 annualed the "Act?" read with the rules financi under the Act including the Companies Act, 2013 annualed the "Act?" read with the rules financi under the Act including the Companies Act, 2013 annualed the "Act and the Act an
- The Buy-back is further subject to approvals, permissions, consents, sanctions and ex-necessary, and subject to such conditions and modifications, if any, from time to time from a
- BOUR.

 The Buy-back Size do not include any expenses incurred or to be incurred for the Buy-back viz. the tax under the Income Tax Act, 1961 and other applicable laws, brokerage costs, fees, turnover changes, or transaction tax and goods and service to act, (if any), stamptude, and visor-legal fees, falling fees to SEIG other Appropriate Authorities, Stock Exchange changes, printing and dispatch expenses, if any antonucement publication expenses and other incidental and related expenses and charges CTIMA.
- Contr.),
 The Buyback is pressuant to Article 25 of the Articles of Association of the Company, and the preSections 65, 09, 70 and other applicable provisions, if any, of the Ast, the relevant raise fittends
 relicing the Share Copital Roles, beth Management and Administration Roles, SEIL Literalise
 results applicable, and the SEIR Buyback Regulations read with SEIR Circulars or notifications,
 applicable, and the SEIR Buyback Regulations read with SEIR Circulars or notifications,
 applicable, and they agreement and contractions.
- applicable, including any uncondument dereot.

 The Boy-back Size represents 18.40% and 17.50% of the aggregate paid-up capital and free reserve Computs, as por the standardors undired financial statements and consolidated and statements and consolidated and statements and consolidated undired financial statements of the Computery for the coded Segenther 30, 2023, in compliance with the provisio to Section 60(2)% of the Act and per Coded Segenther 30, 2023, in compliance with the provisio to Section 60(2)% of the Act and per coded segenther 30, 2023, in compliance with the provision for the contract per consolidated and statements of the contract per consolidat

- redod Segrember 30, 2022, in compliance with the proviso to Section 60(22b) of the Act and proviso to Regulation of the SEB 100 qu-size keightions further, the Maximum flux-plowd Shares represents 250°/red. when the section of the Act and the SEB 110 qu-size keightions for the Act and Regulation of the SEB 10 qu-size keightions for the Act and the SEB 110 qu-size keightion (270 qu) and the SEB 110 qu-size keightion (270 qu) and the SEB 110 qu-size keightion (270 qu) and the SEB 110 qu) and the SEB 110 qu-size keightion (270 qu) and the SEB 110 qu) and the SEB

NECESSITY FOR THE BUY BACK

- NCCSSITYFORTHERUYBACK
 The flay-back is being undertaken by the Company after taking into account the strategic and operational currentments of the Company in the medium term and for returning sumplus funds to the ishareholders in ordered ward efficient material.

 The flay-back is being undertaken, the medium term and for returning sumplus funds to the ishareholders in ordered ward efficient material.

 The flay-back is being undertaken, the requirements of though reasons.

 The flay-back which is being implemented through the tender offer centre approached under the SLI Bay-back Regulations, would move deducation of mutual read flagsity Shares are presented in the second of flagsity Shares are possible to the second of flagsity Shares are perfect and tenders 15% of the number of Equity Shares are been discussed or flames for singular shared works that this reversation for small antivolders would be soft at lay matter of public sharedoffers, who would be provided to the second of the
- The Buy-back may help in improving its return on equity, by reduction in the equity base, there leading to long term increase in shareholders' value; and
- leading to long term increase in shareholders' value; and The Buy-back gives an option to the shareholders bolding Equity Shares of the Company, who c choose to participate and get east in lieu of Equity Shares to be accepted under the Buy-back Offer they may choose not to participate and enjoy a resultant increase in their percentage shareholding, po the Buy-back Cliffer, without additional investment.
- MAXIMUM AMOUNT REQUIRED UNDER THE BUV-BACK AND ITS PERCENTAGE OF TE TOTAL PAID UP EQUITY SHARE CAPITAL AND FREE RESERVES AND SOURCES OF FUNDS FROMWHICH BUV-BACK WOULD BE FINANCES.
- THINS FROM THE STATE OF THE STA
- source as may're permitted by the SEH Buy-back Regulations or the Act.

 The Company shall transfer from its fire reserves, a sum equal to the nominal value of the Equity shares so boug back to the Capital Redemption Reserve Account and details of such transfer shall be disclosed in its subseque audited standalone and consolidated financial statements.

- The funds borrowed, if any, from banks and financial institutions will not be used for one purpos BUY-BACK PRICE AND THE BASIS OF ARRIVING AT THE BUY-BACK PRICE

- - Date 17.

 we constant use proposed of the thirty-back l'Infinition Members of 51.00%, over the closing market price of the Equity States on BEE, not withdrawing October 18, 2021, being a day on which the equity shares were quieted on BSE, preceding the infinitiation Date.

 premium of 26.05% over the evolume weighted overage market price of the Equity Shares on BSE, not worker proceding the infinitiation Date.

 premium of 26.05% over the evolume weighted overage market price of the Equity Shares on BSE, no accordant to the control of t

 - Premium of 38.34% over the closing price of the Equity Shares on BSE, as on the date of Boa Meeting ic., November 06, 2023.

rthe purpose of Buy-back. MUM NUMBER OF SECURITIES THAT THE COMPANY PROPOSES TO BUY-BACK

The Company proposes to buy-back of not exceeding 6,00,000 (six lakh) Equity Shares of the Compan representing 4,20% of the total number of equity shares in the total paid-up equity capital of the Company so March 31, 2023, which is within the limit of 25% as per the provisions of the Act and the SEBI Buy-but for the property of the state of the SEBI Shares in the second shares of the SEBI Shares in the second shares of the SEBI Shares in the SEBI Shares in the second shares of the SEBI Shares in the second shares of the SEBI Shares in the second shares of the SEBI Shares in the SEBI Shares in the second shares of the SEBI Shares in the second shares of the SEBI Shares in the SEBI Shares in the SEBI Shares in the SEBI Shares in the second shares of the SEBI Shares in the second shares in the SEBI Shares in the second shares in the SEBI Shares in the second s

METHOD TO BE ADOPTED FOR THE BUY-BACK The Buy-back salled been a proportionate beat integrable value of fire grade, a prescribed under the SEB Biy.

The Buy-back salled been a proportionate beat integrable value of present and the second secon

on such terms and conditions as may be deemed fifty the Company.

DETAILS OF THE SHAREHOLING AND TRANSACTIONS OF THE PROMOTERS MEMBERS OF THE PROMOTER GROUP, DIRECTORS OF PROMOTERS/MEMBERS OF THE PROMOTER CORULD PRECTORS, EXP MANAGERIAL PERSONNELAND PERSON IN CONTROL OF THE COMPANY, IN THE EQUITY SHARES OF THE COMPANY

S. No.	Name of the Shareholder	No. of Equity Shares held	% of Shareholding
1.	Alka Mukund Kulkarni	68,95,352	48.26
2.	Suresh Gunwant Fegde	35,52,164	24.86
3.	Mukund Narayan Kulkarni	100	Negligible
4.	Ajinkya Mukund Kulkarni	100	Negligible
5.	Jayant Suresh Fegde	100	Negligible
6.	Aditya Mukund Kulkarni	8	Negligible
7.	Reshma Jayant Fegde	8	Negligible
	TOTAL	1,04,47,832	73.12

- egate shareholding of the directors/pariners/trustees of the Promoter and Promoter Group pany, where the Promoter and Promoter Group is a company as on the Board Meeting Date stall hallot Notice, i.e., Monday, November 66, 2023 and on the date of the Public Announce becember 11, 2023: Not Applicable, as all the Promoters and Promoter Group of the Compa

	Public Announcement	i.e. December 11, 2023:		
S No		Designation	No. of Equity Shares held	% of Shareholding
1.	Alka Mukund Kulkarni	Non-Executive Director	68,95,352	48.26
2	Suresh Gunwant Fegde	Whole Time Director	35,52,164	24.86
- 3	Mukund Narayan Kulkarni	Managing Director	100	Negligible
4	Jayant Suresh Fegde	Non-Executive Director	100	Negligible
5	Sunilkumarsatyanarain Dayama	Non-Executive Independent Director		
- 6	Sanjay Ramchandra Bhargave	Non-Executive Independent Director		-
7.	Pawan Mahajan	Company Secretary & Compliance Officer		
- 8	Suresh Jagdale	Chief Financial Officer		
		TOTAL	1.04.47.716	22.12

- No Equity Shares of the Company were either purchased or sold (either through the stock exchange transactions) by the Promoter and Promoter Company and persons of the Promoter Company and persons control of the Company, Directors and Key Managerial Personal of the Company, during a period preceding the date of the Board Meeting Date dates of Postal Ballot Notice, i.e. Monday, November from the date of the Board Meeting Illed date of this Public Assumagement is December 11, 2025.
- The maximum and minimum price at which purchases and sales referred at point 7.2 above we the relevant dates: Not Applicable
- INTENTION OF THE PROMOTERS, MEMBERS OF THE PROMOTER GROUP AN PERSONS IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES IN THE BUY-BACK
 - BUVBACK in Items of the SEB Hay-back Regulations, under the tender offer roots, the promoters, members off group and persons in control of the Company has the approach person in control of the Company has the approach person in the Buyback. In this group and persons in control of the Company has the approach person in the Buyback in the person person in the Buyback in the person person person person in the Buyback in the person pers

	la	WS:	
f	S.No.	Name of the Promoter Shareholder	Maximum Number of Equity Shares intended to b
-			offered in the Buy-back
3	1.	Alka Mukund Kulkarni	4,00,000
	2.	Suresh Gunwant Fegde	2,00,000
1		TOTAL	6,00,000
J	8.2. Sir	nce the entire shareholding of Alka Mukund Kull	carni and Suresh Gunwant Fegde, who intend to particip

Price (₹) Value (₹) 2

e.	June 21, 2016	Transfer	(l)	10) 10	10	8,61,939
f.	Nov 12, 2018	Transfer	(1)	10) 10	10	8,61,938
g.	Aug 29, 2019	Acquisition of share	4	10) [1	40	8,61,942
		by way of Transfer of					
		shares					
h.	Sept 19, 2019	Bonus in the ratio of 7:1	60,33,594	10)		68,95,536
		i.e.,7 Equity Shares for					
_		every 1 Equity Share held					
i.	Oct 10, 2019	Acquisition of shares by	16	10) 10	160	68,95,552
_		way of Transfer of shares					
j.	Nov 15, 2019	Transfer	(200)	10) 10	2,000	68,95,352
	(ii) Sur	esh Gunwant Fegde					
S.	Date of	Nature of	No. of Shares	Face	Transaction	Transaction	Cumulative
No.	Transaction	Transaction	acquired/(sold)	Value (₹)	Price (₹)	Value (₹)	No. of Shares
ā.	Aug 14, 2006	Subscriber to MOA	3,400	10	10	34,000	3,400
Ъ.	March 29, 2009	Business Takeover	4,40,633	10	10	44,06,330	4,44,033
c.	Nov 21, 2012	Transfer	(2)	10	10	20	4,44,031
d.	Oct 10, 2013	Transfer	(2)	10	10	20	4,44,029
e.	June 08, 2015	Acquisition of share	3	10	10	30	4,44,032
		by way of Transfer of					
		shares					
f.	June 23, 2015	Transfer	(1)	10	10	10	4,44,031
8-	April 05, 2016	Transfer	(2)	10	10	20	4,44,029
h.	Aug 29, 2019	Acquisition of shares	2	10	10	20	4,44,031
		by way of Transfer of					
		shares					
i.	Sept 19, 2019	Bonus in the ratio of 7:1	31,08,217	10			35,52,248
		i.e.,7 Equity Shares for					
		every I Equity Share held					
j.	Oct 10, 2019	Acquisition of shares by	16	10	10	160	35,52,264
		way of Transfer of shares					
k.	Nov 15, 2019	Transfer	(100)	10	10	1,000	35,52,164

- The Buy-sak will not result in say benefit to the promoters, senthers of the promoter group and person control of the Congruy or and Directions and Key Managarial Preservation of the Congruys except to the earls consideration received by them from the Cornpays pursuant to their respective participation in the fact in their expective a question of the Congruy and the changes in the challending as per business of the congruy and the changes in the challending as the change in the challending as the change in the changes which will be changed in the case of the changes in the change in change in control of the Promoters of the Compute porsistant completion of Big-back with the cetal in any change in control of the Promoters of the Compute porsistant completion of Big-back with the cetal in any change in control of the change in control of the change in change in control of the change in change in change in control of the change in ch

INFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE SEBI BU CK REGULATIONS AND THEACT

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 all the copity shares of the Company are fully paid-up.

 all the copity shares of the Company are fully paid-up.

 for Company shall one insue and laten are justly 'absense or other specified securities including by way of bone issue till the expire of the buy-lack period it. From the date of decluration of results of the Postal Brail Confess on which they postner of consideration to linear doubled way have as excepted the huy-base direction and in accordance with the Act and the STBI Bray-lack Regulations ('Bray-back Period'). The state of the

- subsisting obligations: the Company shall not hap-back its Equity Shares or other specified securities from any person negatitated deal whether on or off the stock exchanges or through spot transactions or through any arrangement in the implementation of the Bip-back; subsequently and the stock of the Bip-back is, up to \$3,00,000-(Eupsea Three Crow Sixty Laknow to create 42% of the bip-back is and the stock of the bip-back is per the audited standalore and consolidated financial statements of the Company for the laff yea Segmenta-109, 2023.
- remoter 10, 20,15; number of English Shares proposed to be purchased under the Buy-back i.e. 60,000 (Six Lakha) Eg. res does not exceed 25% of the usual number of Equity shares in the usual paid-up equity capital to graphy and mismical Vera redold March 31, 2022; are no pending sherrose of amalgamation or compromise or arrangement pursuant to the cheme? in wholing the Company, and no public announcement of the Buy-back shall be made dul-dency of any suds 55-500.

- penturing of any start science, the Company shall not make any further offer of buy-back within a period of one year reckoned from the expiry of the Buy-back Period. The Company shall not withdraw the Buy-back offer after the letter of offer is filed with the SEBI or the public amount current of the offer of the Buy-back is made;
- public announcement of the outer of the Day-back in summer as prescribed under the Act and/or the SEBI Buy-back Regulations and any other applicable laws;
- the Company shall not utilize any horsework funds, whether secured or unsecured, of any form or nature, for basis or financial institutions for the purpose of buying back its Equity Sharres sendered in the Buyl-sack; the Company shall not directly or indirectly purchase its own Equity Sharres sendered in the Buyl-sack; and the Company shall not directly or indirectly purchase its own Equity Sharres shorogla say subsidiary companies, or through any investment company or group investment company or group investment company or group investment company.
- the Company shall earmark and make arrangements for adequate sources of funds for the pur Buy-back in accordance with the SEBI Buy-back Regulations;
- risions of Section 92, 123, 127 and 129 of the Act
- the company is in compliance with the provisions of Section 97, 123, 127 and 129 of 106 Act; the Company will now consequent reduction of in share capital post fills, which was the English yells bought has let, by the Company will be extinguished and physically destroyed in the manner prescribed to EFG 110 beyond the EFG 110 beyond th
- the ratio of the aggregate of secured and unsecured debat so well by the Company after the Buy-back shall b less than or equal to 2:1 of its paid-up capital and free reserves based on the audited standalone an consolidated financial statements of the Company as on half-year ended September 30, 2023 respectively, a prescribed under the Act and the SEBI Buy-back Regulations;
- proceeding under the Act and the SEB Bitsy-back Regulations; the Company shall trained from its fee receiver or securities permian account and or such sources as mit be permitted by law, a same equal to the norminal value of the Equity Shares bought back through the Bit tooks it the capital schemeling inservae account and the details of seath transfers shall the delawage in subsequent analored standation and convolution of murcual assements of the Company for the half by exactly separation (2022). The Big-back shall not result in delasting of the Equity Shares or other specified securities from BS Limitated (2004). Exhause 5.

- Limited ("Sock Exchange"); the Bug-back would swiject to the condition of maintaining minimum public shareholding require as specified in Regulation 38 of the SEBI Listing Regulations and under the Securiors Co (Regulation 28 of the SEBI Listing Regulations and under the Securiors Co (Regulation (Alegoritation) Table, 1977, assumeded, as per Regulation (Artifice) of the SEBI Buy-back Regulations, the promoters and members of promoter grown, and their associates shall not deal in the Equity Shares or order specified securiors of the Co critical frough the stock exchanges or off-market transactions (including inter-sections for the Continual Continua
- to By-back will not be in contravention of Regulation 4(vii) of SEBI Buy-back Regulation Company has not made the offer of Buy-back within a period of one year reckoned from the date buy-back period for perceding offer or Duy-back; and the period of one year reckoned from the date buy-back period of the preceding offer or Duy-back; and the Company shall not undertake the Buy-back tunks it has obtained the prior consent of its led of breach of any overant with such lenders;

CONFIRMATIONS FROM THE BOARD OF DIRECTORS OF THE COMPAN

- As required under cluster to at Schedult I in accordance with Regulation 5(19/0) of the SEBI Big Regulation, the Bords bardey offinite mid- under 5 full requiry into the affirst and prospects. Company and has formed an opinion that: immediately following the date of Postal meeting, being November 6, 2012 "Board Resolution" and the now which the result of the shareholder's resolution passed by way of postal ballow will be decented ("Sarriera Bords"). Resolution") approach to the barder-blood will be good and the which the Company could be found turn to the Resolution of the Sarriera Bords and the Sarriera Bords an

- REPORT BY THE COMPANY'S STATUTORY AUDITOR

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Dar's M'Malini.

Re Statutory, Audillers' Report in respect of proposed buy back of equity shares by SSI Acto Stamping Res Statutory, Audillers' Report in respect of proposed buy back of equity shares by SSI Acto Stamping College College

The Board of Directors of the Company have approved a proposal for buyback of Equity Shares by the Company its Meeting held on Monday the 06" November 2023, in pursuance of the provisions of Sections 68, 69 and 70 of 1 Act and the Buyback Regulations.

the Statement and applying an appropriate those of preparation, we make the contraction of the Company and to Company and to The Interest Office of the Company and to The Interest Office of the Company and to The Interest Office of the Company and the Interest Office of the Inter















- we have inquired into the state of affairs of the Company in relation to the half yearly audited fina statements as at Sentember 30, 2023:
- statements as at September 30, 20,25; the amount of permissible capital payment as stated in Annexure A, has been properly determ considering the half yearly audited financial statements as at September 30, 2023 in accordance Section 68(2)c) of the Act and Regulation 4(1) of the Buyback Regulations; and
- Section (SA, Ce) or the Act and regulation (1) of the intrystock regulations; and the Board of Directors of the Company, in their Meeting held on Monday the 60° November 2023 h formed the opinion as specified in Clause (x) of Schedule 1 to the Bryback Regulations, on reasona grounds and that the Company will not, having regard to its situe of affairs, be rendered insolved defined in management responsibility above) within a period of one year from the alforesaid date we regard to the prospood byth sch are decleared.
- regard to the proposed buy hock are declared.

 All yearly assisted financial statements referred to in paragraph 7 above, have been audited by us, on what is used an unmodified audit opinion in our report dated five November 2023. We conducted our audit placely failured statements in accordance with the Standards on Auditing specified under Section 143 for Act and other applicable authoristies proconcenents issued by the Institute of Charteré Accountail Celle CACT, Those Standards respire that we plan and perform the adult to obtain reasonable assume that the CACT, Those Standards respire that we plan and perform the adult to obtain reasonable assume the CACT. Those Standards respire that we plan and perform the adult to obtain reasonable assume that the CACT is the CACT of t
- our engagement in sometimes with any transactions to identify matters that may be of profestional interests. Our engagement in the Sec performing proceeds to obtain sufficients appropriate evidence reporting. The procedures selected depend on the auditor's judgement, including the assessment with the best performing. We accombing performed the fellowing precedures.

 (ii) Examined that the amount of permissible capital payment for the buy bed, as detailed in the accordance with the Section ORIQ; but the Central Regulation of 10 of the Supsis Medical England and Central Regulation of 10 of the Supsis Medical England (iii) Inquiried into the state of affiliats of the Company with reference to the audited financial stagement of the Supsis Medical England (iii) Inquiried into the state of affiliats of the Company with reference to the audited financial stagement of the Supsis Medical England (iii) Inquiried (iii) Inqu

- September 30, 2023;
 Traced the amounts of paid-up equity share capital, retained earnings and gene Amocure A from the audited financial statements as at September 30, 2023;
 Verified the arithmetical accuracy of the amounts mentioned in Annexure A;
 Examined authorization for byty back from the Articles of Association of the Co of Directors in its meeting held on Monday the 06" November 2023.

- (v) Examined authorization for boy bock from the Artistes of Association of the Company, approved by Book of Protection is inscribed pilod in Monthly the ON November 2012. Bets owned by the Company as the of Standard of the Company as the office of Standard of Standa

- relatinguistics conducted and our estimation as above, we report that:

 We have inquired into the start of affairs of the Congany in relation to its half yearly and statements as at and for the year enabled September 30, 2023, which have been approved by Dection of the Congany in endangly, their November 2023.

 The amount of permissible capital payment towards the proposed bytheir designity above as the Satement andiched horsoid, as a diseased, as in our twee has been proposely admirated the Satement andiched horsoid, as formers, at in our twee has been proposely admirated and first reserves; used in the companion of permissible capital payment to where the account from the analoted horsoid, as formers, at in our twee has been proposely admirated.

 The Board of Directions of the Company, at their meeting held on Monday the 60° November of the control of the proposely admirated in the control of the proposely admirated their points of a specific of incurse for 16 Schodiele In the Hoyelet Regulations of defined in management responsibility above) within a period of one year from the form of the control of the proposely admirated the points of the proposely admirated the proprise and the proprise of the proprise o

Restriction on use:

This report has been issued at the request of the Company solely for use of the Company (i) in connection will proposed by place of county that me of the Company in mentioned in paragraph's above, (iii) to conder he beauty of the control of

Annexure A - Statement of Permissioner Capaca Sequence.

Computation of animunt foremissible capital asymment towards but back of equity shares in accordan with Section 68(2)(4) of the Companies Act, 2015, "The Act" and Regulation 4(1) of Securities in Exchange Board of India (Bay-Back of Securities) Regulations, 2018, as amended, based on half year—"that fore-good to-comments again and for the year coulded Spetunder 3(9, 2023.

		INR in Lakh
	Particulars	Amount
(A)	Paid up Equity Share Capital as on 30° September, 2023.	1428.78
	(14287832 fully paid up Equity Shares of INR 10/- each)	
(B)	Free reserves*	
	Security premium	243.80
	Reserves	112.07
	Surplus	172.37
Total Fre	ne Reserves	528.24
Total of 1	Paid-up Equity Share Capital and Free Reserves (A+B)	1957.02
Maximum	m amount permissible for buyback under Section 68(2)(c) of	
the Act as	nd Regulation 4(i) of the SEBI Buyback Regulations (25% of the	
Total of the	he Paid up Equity Share Capital and Free Reserves)	489.26
Amount	approved by the board of directors subject to approval of shareholders	
for the bu	syback in the meeting held on Monday 6th November 2023	360.00

For and on behalf of Board of Directors of	For S.R. RAHALKAR & ASSOCIATES
SM Auto Stamping Limited	CHARTERED ACCOUNTANTS
(Formerly known as S M	Firm Registration No.108283W
Auto Stamping Private Limited)	
Pawan Mahajan	S.R. Rahalkar
Company Secretary	Partner
Membership Number-65674	Membership Number-14505
	UDIN: 23014509BGUQTR7305
Date:06/11/2023	

Unquote PRIOR APPROVALS FROM LENDERS

- approvals as may be required from the lenders pursuant to the provis

 RECORD DATE AND SHAREHOLDER ENTITLEMENT
- RECORD ATE AND SHAREHOLDER ENTITLEMENT

 A required under the SEEI Bluy-back Regulations, the Company has fixed Frishy, December 22, 2023 as of record date; "Record Date," for the purpose of determining the entitlement and the names of the Eligible Activation of the Company of

- mode only, within two (2) working days from the recover uses an animal rate, or the factor of Older, a request has to be east on the Company or Registant to the Buyy-back and the same that provided.

 See that the being that has a part of the Buy back is divided in non-supprise (a) received on the Company of the Buy back is divided in non-supprise (a) received by the Company of the Buy back of the Company of the Buy Share having the Company of the Buy Share having that the London (1) the Company of the Buy Share having that the London (1) the Company of the Buy Share having the Company of the Buy Share having that the London (1) the Company of the Buy Share having the Buy Share have the Buy Share h
- some executing us on Recentage that the provision to Recentage that a CASSON But A
- besofts in age number of public shareholders, who would get classified as "multi shareholder". It leaded on the shareholderding out the Record hay. He company will determine the entitement of each eligit shareholder including small interholders, to tender that Pauly Shares in the hip what. This entitlement shareholders was the result of the public shareholder in the hip what. This entitlement is the shareholder as the Record hate and the raise of the 30-std septimes in the category to which shareholder and better the shareholder are the first shareholder are the first shareholder and the shareholder
- in the Bay-back.

 In accordance with Regulation 9(x) of the SBB Bay-back Regulations, in order to resusce that the same Elig Shareholder with multiple demant accounts' folion does not receive a higher entitlement under the Sea Shareholder category, the Equip Shareholder with common PAN and libe cloth together for determining the category (Small Shareholder or General Category) and their entitlement under the Sea Shareholder category, the Equip Shareholder or General Category) and their entitlement under the Sea Shareholder category of the PAN so and possible of the Common PAN and the cloth together for determining the category (Small Shareholder or General Category) and their entitlement under the PAN so and possible of the PAN so and the Common PAN are not proposed to be dispelled expensed determining their entitlement and will be considered separately, where these Equip Share are held for different their contributions and while the Common PAN are not proposed to be dispelled expensed.

- have tendered over and allow their entitlement in the other energy.

 Shareholder participation in Beyl-sock will be voluntary, Shareholders holding Equity Shares of each chose to participate and receiver each in lieu of Equity Shares accepted under the Boy-back. However, the second to participate and engine a resultant acroses in their preventings shareholding, after the chosen and to participate and engine a resultant acroses in their preventings shareholding, after the except a part of fleric entitlement. Shareholders boding, Equity Shares of the Compared has been dending additional bartes (over and above their entitlements) and participation of some other baseroloders, if may, if the participation of some other baseroloders, if may is a transfer of the properties of the pr

- and such improveds shall be required to be the tool by such more resident four folders themselves. Detailed instructions for participation in the byte shall (need or Figure 5) States in the Body-sack) as well as nelevant insteaded will be sciedaded in the Letter of Offer which will be sent through entil along with the too self-water of the sent through the sciedars of the sent through the sent through entil along with the tool their crustall IDs represent with the Company-Menagine of the Body-sack or Registers to the Body-sack However, on necept of a request by the Company-Menagine to the Body-sack or Registers to the Body-sack covers a capy of Letter of Offer in physical form from that Mendeloct to whom Letter of Offer and how covers a capy of Letter of Offer in physical form from that Mendeloct to whom Letter of Offer and how the Company of the Company o

PROCESS AND METHODOLOGY FOR THE RUY-RACK

account of the Bloy-back would see tunne a yfollower: Early Desking-Priorat Instead
Name CPost Desking-Priorate
Name CP

- Linguist Sammodalens with switch to loader their Equity States in the tays beat. It he distins of the Acquaints in Water Advanced to the Acquaints with the Equity Shares will be placed in the Acquaints with the Equity Shares will be placed by the Eligible Shareholder in Acquaints with the Equity Shares will be placed by the Eligible Shareholder in the Equity Shares will be placed by the Eligible Shareholder in the Equity Shares will be placed and the Acquaints with the Equity Shares will be placed and the Acquaints with the Equity Shares will be placed and the Acquaints with the Equity Shares will be placed by the Equity Shares will be placed as the Acquaints with the Equity Shares will be placed as the Acquaints with the Equity Shares will be placed as the Acquaints with the Equity Shares will be placed by the Equity Shares will be placed by the Equity Shares will be acquaint to the Equity Shares will be placed by the Equity Shares when the Equity Shares will be Equity Shares will be Equity Shares when the Equity Shares were the Equity Shares were the Equity Shares when the Equity Shares were the Equity Shares were the Equity Shares were the Equity Shares when the Equity Shares were the Equity Shares were the Equity Shares when the Equity Shares were the Equity Shar
- A STATE OF THE STA

- and to such request being under process up of the duplicate share consecutive to the contract of the company and the duplicate share concentration with Engelation 24(c) of the Biophack Engelation. the Company shall not hayback up the State and not because the State and the Company shall not hayback upon transferable. Equil Shares until the pendency of the lock-in or until such Equivant transferable.
- ome transterable.

 Secular to be followed by Equity Shareholders holding Equity Shares in the dematerialise
 Eligible Shareholders who desire to tender their demat shares under the Buy-back would
 through their respective Shareholder Broker by indicating to the concerned Shareholder Bro
 of Equity Shares they intend to ender under the Buy-back.
 - The Shareholder Broker would be required to place an order! bid on behalf of the Eligible Shareholder wish to troder demat shares in the Buy-back using the Acquisition Window of the Designated Eschange (BRS) for further details, Eligible Shareholders may refer to the circulars issued by BSI Indian Clearing Corporation Limited ("Clearing Corporation")
 - The relevant details and the settlement number under which the lien will be marked on the Equity S tendered for the Buy-back shall be informed in a separate circular that will be issued by the Designated Sexhange and/or the Clearing Corporation.
 - Executing arms on the Central Configuration.

 The line shall the method by the Shareholder's firsker in doman account of the Blighib Shareholder's leguly Shares condered in the Bay-back. The details of the shares search as the state of the shareholder is the shareholder in the Bay-back of the shareholder is the shareholder in the shareholder is the shareholder is the discount of the Elighib Shareholder's is their one depository and claring member pool and cloeprostic account of the Elighib Shareholder's is the shareholder is depository, the Equity Shares sentered safet he Bay-back of Depository Tender Offer ("IDI") instructions shall be initiated by the Elighib Shareholder's independent of depository to claring member pool cleaning corporation account at target depository. State of the provider of the Configuration o
 - For custedian participant orders for demat shares, early pay-in is mandatory prior to co bid by custodian participant. The custodian participant shall either confirm or regular the closing of radiag hours on the slad day of the tendering period. Thereafter, all unconfi-deemed to be rejected. For all confirmed custodian participant orders, order modificat custodian confirmation and the revised order shall be sent to the custodian again for confi
 - Upon piccing the bid, the Shrendeder Broker will provide a Transaction Registration Sign TTMs because 19th the rest, excluding biddings prison in the Elighe's Astrodistion on speak south the orders's between placed ITMs will contain do nike of order submerted like held D murbor, application number, DTM learning to the place of the providence of the contained the providence of the complete of the complete of the complete of the providence of the complete of their General contained with Eligible Shareholder shall be deemed by one been necessarily as the submitted by the contained by the contained the submitted of the providence of the complete of the providence of the contained by the contained the submitted of the providence of the provide

 - tions. [Highligh shareholders who have tendered their demat shares in the buy-back shall also provide all relevant documents, which are necessary to ensure transferability of the doesn't shares in respect of the tender from the sent. Such documents may include before to find minimal (b)) (Johy shareholders down of attenuts, if any person other than the eligible shareholder has segred the tender from; (ii) shay statestimetrated copy of electronic confirmed and john sent on efficience and successor meritimes legal intender to extraor the eligible shareholder is sent entire to the property of the eligible shareholder is document, or extraor the eligible shareholder is document.

- a) In accordance with SEBI Circular No.SEBIJHO/CFD/CMDIJCIR/P/ 2020/144, dated July 31, 2020
 shareholders holding shares in physical form are allowed to tender such shares in a buy-back undertak
 through tender offer route. However, such tendering shall be as per the provisions of the SEBI Buy-ba
 Regulations and terms of Letter of Offer.
- Regulations and terms of Letter of Office.

 Eligible Sharchofsor's water bolding hybrical abares and intend to praticipate in the Buy-back will required to approach their confidence of their days of their confidence of their days of their confidence of their days of the common will be added the office of their confidence of their days of the confidence of their days of their days of their manufacture (a. b. yill approach abare certificate(s), (c) which their transfer from (b) of majorited Sharchofstern ame order and as per self-a designated Sharchofstern ame order and as per self-a designated Sharchofstern ame order and as per self-a designated Sharchofstern (a) and their days of the company, (d) self-attended copy of PAN Cards of all Eligible Sharchofstern (e) and other confidence of the Company, (d) self-attended copy of PAN Cards of all Eligible Sharchofstern (e) and position of the company, (d) self-attended copy of PAN Cards of all Eligible Sharchofstern (e) and position of the company (e) self-attended copy of PAN Cards of all Eligible Sharchofstern (e) and position of the company (e) self-attended copy of PAN Cards of all Eligible Sharchofstern (e) and position of the company (e) self-attended copy of PAN Cards of all Eligible Sharchofstern (e) reported (e) and position of the company (e) and the
- following documents: wide/Andhare and, voter identity can'd or passport.

 Based on addressed documents, the occurred Shareholder Botte valued place an order/hid on behalf of the Elighde Shareholders holding faquity Shares in physical form who wish to entact Equity Shares in the light Elighde Shareholders holding faquity Shares in physical form who wish to entact Equity Shares in the light change in the common form of the extra the common formation of the extra the common for comm

- In case any Eligible Shareholder has submitted Equity Shares in physical form for dema Eligible Shareholders should ensure that the process of getting the Equity Shares completed well in time so that they can participate in the Buy-back before the closure of the
- shares and other refevents documents as required for transfer, if any. In the inchering process, Secretification from any dop process the codes review from the High-Bartherholders. Participation in the High-back by the Eligible Sharthelders will be subject to sex on distributed more participation in the High-back by the Eligible Sharthelders will be subject to sex on distributed more participation of the High-back by the Eligible Sharthelders, will be subject to opinize the participation of the High-back by the High-back b

METHOD OF SETTLEMENT

- con finalization of the basis of acceptance as per the SEBI Buy-back Regulations:

 The settlement of trades shall be carried out in the manner similar to settlement of transarket.
- mattet.

 The Company will pay the consideration to the Company Broker, which will transfer the consideration partialing on the hydrox to the Claring Compension's bank accounts; as per the prescribed chiedal. If the prescribed chiedal is the prescribed chiedal in the prescribed
- For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-ou their respective Shareholder broker's settlement accounts for releasing the same to the
- In case of certain Bigliob Shareholders viz., NRIs, non-residents etc., (where there a regulatory requirements pertaining to finds payout) who do not opt to settle thous proposed would be given to later properties Westerholder Blocker's Residentian accounts the respective Eligible Shareholder's account. For this purpose, the client type define the depositives, whereas finds proot pertaining to the bids strilled this tunisferred to the settlement bank account of the custodian, each in accordance mechanism preservition by the SSE and the Canager Comprision from the billion.
- Details in respect of shareholder's entitlement for tender offer process will be provided to the Clearia Corporation by the Company or Registrar to the Buy-back. On receipt of the same, Clearing Corporation we cancel lien on the excess or unaccepted blocked shares in the dermat account of the shareholder. On the settlement date, all blocked shares mentioned in the accepted blocked will be transferred to the Clearing Corporation.
- notined to be the by the Cauring Corporation directly to the exportion Eligible Sauthoristics cancer of caustician principant erectors, excee used that sears or transcription effects, excee used that sears or transcription control, exceeding the cancer of the case of inter depository, Clearing Concern to the exceeding the case of the case of inter depository, Clearing Concern the exceeding exceeding the search of the case of the case of the the interval of the case of the the first window are clease of DT in message from target depository. For under case to the part of cases of DT in the case of the case of the case of the case of DT in the case of DT in the case of DT in the case of the case
- The Fligible Shareholders of the demat shares will have to ensure that they keep the d ("DP") account active and unblocked to receive credit in case of return of demat share due non-acceptance in the Buy-share. Further, Highly-Stareholders will have to ensure the start of the s

- Company for the Equity Salaries acceptor under the 1899, 40s.C.

 Like Eligides Datardelists who intent to purique in the Buyl-sheck should consult their respective Sharehol Broker(s) for proprient to them of any cost, applicable taxes, changes and expenses (including bookerage), that may be level by the Shareholder for tending Equity Shir and the flusy-back forecondary mather transaction). The Buyl-shack consideration received by the Lilips of the Company and the Manager of the Buyl-shack control of the Shireholders for tending Equity Shireholders for tending Equity Shireholders for the Shireholders for the Shireholders for responsible to be supported by the Shireholders for the Shireholders for the Shireholders (company and the Manager in the Buyl-shack export to responsible to be supported by the Shireholders for the Shireholders (see the Shireholders).
- xiv. The Equity Shares lying to the credit of the Company Demat Escrow Account and back and accepted in physical form will be extinguished in the manner and prescribed in the SEBI Buy-back Regulations.

COMPLIANCE OFFICER

case of any clarifications or to address investor grievance, the Eligible Shareholders may contact the eppliance Officer, during office hours i.e., from 10.00 a.m. to 5.00 p.m. on all working days except Saturday

ompany has appointed the following as the Registrar to the Buy-back



Bighaare Service Drivate Limited
Office No. Set. 2,6 Floor, Pinande Bissiness Park, Next to Ahura Centre,
Office No. Set. 2,6 Floor, Pinande Bissiness Park, Next to Ahura Centre,
Mithiada Care Don, Abadher (Barry, Mambels—19009), Mishnesshen, India.
E-mail ID: haydrode-flore alterplatementaline come.
Westler: www.haydaneerodes.com
Javestor Gierwane E-mail ID: investedis/highpharecedine.com
Davestor Gierwane E-mail ID: investedis/highpharecedine.com
Stell Registration No. 1NR000001355
Centater Pirson. Minan Eine

MANAGER TO THE BUY-BACK

SAFFRON

Website: www.saffronadvisor.com Corporate Identification Number: U67120MH2007PTC166711 SEBI Registration Number: INM000011211 Contact Person: Narendra Kumar Gamini / Satej Darde

DIRECTORS' RESPONSIBILITY
As per Regulation 24(0)(a) of the SEBI Buy-back Regulations, the Board accepts full and final res
all the information contained in this Public Amouncement and for the information containe
all the information is sold to be contained in the public Amouncement and for the information contained
advertisements, circulars, etc., which may be issued in relation to the Buy-back, and coul
information is such documents originated and eliformation from the information and originated in the sold to discussion.

For and on behalf of the Board of Directors of SM AUTO STAMPING LIMITED

Mukund Narayan Kulkarni	Suresh Gunwant Fegde	Pawan Mahajan
Sd/-	Sd/-	Sd/-
Chairman & Managing Director	Whole Time Director	Company Secretary & Compliance Officer
DIN: 00248797	DIN: 00248850	ICSI Membership Number: A65674

Place : Nasihk Date : December 11, 2023







FINANCIAL EXPRESS



SM AUTO STAMPING LIMITED

Corporate Identification Number (CIN): L27109MH2006PLC163789 Registered Office: J-41, MIDC Ambad, Nashik-422010, Maharashtra, India Corporate Office: C-13, MIDC Ambad, Nashik- 422010, Maharashtra, India Tel. No.: +91 253 6621102; Fax: +91 253 6601444

Email: companysecretary@smautostamping.com; Website: www.smautostamping.com. Contact Person: Pawan Mahajan, Company Secretary and Compliance Officer

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS BENEFICIAL OWNERS OF EQUITY SHARES OF SM AUTO STAMPING LIMITED IN CONNECTION WITH THE BUY-BACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH A TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This Public Announcement ("Public Announcement") is being made, in relation to the buy-back of fully paid-up equity shares, having a face value of ₹ 10/- (Rupees Ten only) each ("Equity Shares"), by SM Auto Stamping Limited ("Company") from the equity shareholders/ beneficial owners of the Company ("Buy-back") through the tender offer route using the Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting ("Stock Exchange Mechanism") notified by SEB1 vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and the SEBI Circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 including any amendments or statutory modifications for the time being in force ("SEBI Circulars") or such other circulars or notifications, as may be applicable, pursuant to the provisions of Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s), amendment(s) or re-enactments from time to time) ("SEBI Buy-back Regulations") and contains the disclosures as specified in Schedule II read with Schedule I of the SEBI Buy-back

OFFER TO BUY-BACK UP TO 6,00,000 (SIX LAKH) FULLY PAID-UP EQUITY SHARES HAVING FACE VALUE OF ₹ 10/- (RUPEES TEN ONLY) EACH OF THE COMPANY ("EQUITY SHARES") AT A PRICE OF \$ 60/- (RUPEES SIXTY ONLY) ("BUY-BACK PRICE") PER EQUITY SHARE, PAYABLE IN CASH, FOR AN AGGREGATE AMOUNT NOT EXCEEDING ₹3,60,00,000/- (RUPEES THREE CRORE AND SIXTY LAKH ONLY), FROM THE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF

off adjustments. All decimals have been rounded off to 2 (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 row in certain tables may not conform exactly to the total figure given for that column or row.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-

- DETAILS OF THE BUY-BACK OFFER AND BUY-BACK PRICE
- The Board of Directors of the Company (the "Board", which expression shall include any committee constituted and authorized by the Board to exercise its powers related to buy-back i.e., the "Buy-back Committee"), at its meeting held on Monday, November 06, 2023 ("Board Meeting") had, subject to the approval of the Members of the Company by way of a special resolution through postal ballot and subject to such approvals of regulatory and/or statutory authorities as may be required under applicable laws, approved the buy-back of up to 6,00,000 (six lakh) Equity Shares ("Maximum Buy-back Shares"), from all of the equity shareholders / beneficial owners of the equity shares of the Company as on the Record Date, on a proportionate basis, through the Tender Offer route using Stock Exchange Mechanism in accordance with the provisions of the Companies Act, 2013, as amended (the "Act") read with the rules framed under the Act including the Companies (Share Capital and Debentures) Rules, 2014 ("Share Capital Rules"), the Companies (Management and Administration) Rules, 2014 ("Management and Administration Rules") and other relevant rules made thereunder, each as amended from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), to the extent applicable, SEBI Buy-back Regulations and the SEBI Circulars or notifications, including any amendments thereof, at a price of ₹ 60 (Rupees Sixty only) per Equity Share ("Buy-back Price") payable in cash for an aggregate consideration not exceeding ₹ 3,60,00,000 (Rupees Three Crore Sixty Lakh only) ("Buy-back Size") excluding transaction costs, applicable taxes and other incidental and related expenses ("Buy-back").
- The Buy-back is further subject to approvals, permissions, consents, sanctions and exemptions, as may be necessary, and subject to such conditions and modifications, if any, from time to time from statutory, regulatory or governmental authorities as required under applicable laws, including but not limited to Securities and Exchange Board of India ("SEBI"), Registrar of Companies, Mumbai ("RoC"), and the stock exchange where the Equity 7.1. Shares of the Company are listed i.e. BSE Limited ("BSE" or the "Stock Exchange") and/or other authorities institutions or bodies (together with SEBI and BSE the "Appropriate Authorities"), as maybe necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by them while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed and by the
- The Buy-back Size do not include any expenses incurred or to be incurred for the Buy-back viz. the tax payable under the Income Tax Act, 1961 and other applicable laws, brokerage costs, fees, turnover charges, securities transaction tax and goods and services tax (if any), stamp duty, advisors/legal fees, filing fees to SEBI and any other Appropriate Authorities, Stock Exchange charges, printing and dispatch expenses, if any, public announcement publication expenses and other incidental and related expenses and charges ("Transaction
- The Buy-back is pursuant to Article 25 of the Articles of Association of the Company, and the provisions of Sections 68, 69, 70 and other applicable provisions, if any, of the Act, the relevant rules framed thereunder, including the Share Capital Rules, the Management and Administration Rules, SEBI Listing Regulations, to the extent applicable, and the SEBI Buy-back Regulations read with SEBI Circulars or notifications, as may be applicable, including any amendment thereof. The Buy-back Size represents 18,40% and 17.05% of the aggregate paid-up capital and free reserves of the
- Company, as per the standalone audited financial statements and consolidated audited financial statements of the Company for the half year ended September 30, 2023, respectively, (the latest audited financial statements available as on the date of the Board Meeting, recommending the proposal of the Buy-back) and is within the prescribed limit of 25% of the aggregate paid-up capital and free reserves of the Company as per the standalone audited financial statements and consolidated audited financial statements of the Company for the half year ended September 30, 2023, in compliance with the proviso to Section 68(2)(b) of the Act and proviso to Regulation 4 of the SEBI Buy-back Regulations. Further, the Maximum Buy-back Shares represents 4.20% of the total number of equity shares in the total paid-up equity capital of the Company as on March 31, 2023, which is within the limit of 25% as per the provisions of the Act and the SEBI Buy-back Regulations.
- Since the Buy-back constitutes more than 10% of the total paid-up equity share capital, securities premium account and free reserves of the Company, in terms of Section 68(2)(b) of the Act and Regulation 5(i)(b) of the SEBI Buy-back Regulations, the Board had sought approval of the shareholders of the Company for the Buy back, by way of a special resolution. 1.7. The shareholders of the Company approved the Buy-back, by way of a special resolution, through postal ballot
- only by voting through electronic means ("remote e-voting") pursuant to a postal ballot notice dated November 06, 2023 (the "Postal Ballot Notice"), the results of which were announced on Saturday, December 09, 2023. The Equity Shares are listed only on SME platform of BSE Limited, Mumbai ("BSE" or "Stock Exchange").
- The Buy-back shall be undertaken on a proportionate basis from all the equity shareholders/beneficial owners of the Company, who hold Equity Shares as on Friday, December 22, 2023 ("Record Date") (such shareholders being the "Eligible Shareholders") through the tender offer route prescribed under Regulation 4(iv)(a) and Regulation 6 of the SEBI Buy-back Regulations and shall be implemented using the Stock Exchange Mechanism notified by SEBI vide the SEBI Circulars. In this regard, the Company will request BSE Limited ("BSE") to provide the acquisition window for facilitating tendering of Equity Shares under the Buy-back and for the purposes of this Buy-back, BSE will be the designated stock exchange. Please refer to Paragraph 14 below for details regarding the Record Date and Shareholder Entitlement for tendering in the Buy-back.
- 1.10. In terms of the SEBI Buy-back Regulations, under the tender offer route, the promoters, members of the promoter group and persons in control of the Company have an option to participate in the Buy-back. In this regard, Suresh 7.3. Gunwant Fegde and Alka Mukund Kulkarni, the Promoters of the Company, vide thier its letter(s) dated November 03, 2023, have expressed their intention to participate in the Buy-back and may tender, based on its entitlement, up to a maximum of 6,00,000 Equity Shares or such lower number of Equity Shares, in accordance with the provisions of the SEBI Buy-back Regulations. 1.11. The Buy-back will not result in any benefit to the promoters, members of the promoter group and persons in
- control of the Company or any Directors and Key Managerial Personnel of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as equity shareholders of the Company and the change in their shareholding as per the response received in the Buy-back, as a result of the extinguishment of equity shares which will lead to reduction in the equity share capital of the company post Buy-back. Any change in the Voting Rights of the Promoters of the Company pursuant to completion of Buy-back will not result in any change in control over the Company. 1.12. As required under Section 68(2)(d) of the Act and the SEBI Buy-back Regulations, the ratio of the aggregate of
- secured and unsecured debts owed by the Company after the Buy-back will be less than or equal to 2:1 of its paidup capital and free reserves based on the audited standalone and consolidated financial statements of the Company as on half year ended September 30, 2023 respectively, whichever sets out as lower amount. 1.13. The Buy-back would be subject to the condition of maintaining Minimum Public Shareholding requirements as
- specified in Regulation 38 of SEBI (LODR) Regulations, 2015, as amended. 1.14. Participation in the Buy-back by the Eligible Shareholders will be subject to tax on distributed income to such
- shareholders ("Buy-back Tax") in India and such tax obligation is to be discharged by the Company as per the procedure laid down in the applicable provisions of the Income Tax Act, 1961 read with applicable rules framed thereunder. However, in case of non-resident shareholders, this may be subject to capital gains taxation in hands of the shareholders in their respective tax jurisdiction. The transaction of the Buy-back would also be chargeable to securities transaction tax in India. Any consideration received by Eligible Shareholders pursuant to the Buyback of shares will not be included in the total taxable income of such shareholders. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own leg financial and tax advisors prior to participating in the Buy-back.
- 1.15. A copy of this Public Announcement is available on the Company's website at www.smautostamping.co Manager to the Buy-back's website at www.saffronadvisor.com and is expected to be available on the website the SEBI at www.sebi.gov.in and on the website of the Stock Exchange at www.bsesme.com, during the period the Buy-back.
- NECESSITY FOR THE BUY BACK The Buy-back is being undertaken by the Company after taking into account the strategic and operational ca
- requirements of the Company in the medium term and for returning surplus funds to the shareholders in effective and efficient manner. The Buy-back is being undertaken, inter-alia, for the following reasons:
- The Buy-back will help the Company to return surplus cash to its shareholders holding Equity Shareholders. thereby, enhancing the overall return to shareholders;
- The Buy-back, which is being implemented through the tender offer route as prescribed under the SE Buy-back Regulations, would involve allocation of number of Equity Shares as per their entitlement 15% of the number of Equity Shares to be bought back whichever is higher, reserved for the sm shareholders. The Company believes that this reservation for small shareholders would benefit a lar number of public shareholders, who would get classified as "small shareholder" as per Regulati 2(i)(n) of the SEBI Buy-back Regulations;
- The Buy-back may help in improving its return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value; and
- The Buy-back gives an option to the shareholders holding Equity Shares of the Company, who ca choose to participate and get cash in lieu of Equity Shares to be accepted under the Buy-back Offer they may choose not to participate and enjoy a resultant increase in their percentage shareholding, po the Buy-back Offer, without additional investment.
- MAXIMUM AMOUNT REQUIRED UNDER THE BUY-BACK AND ITS PERCENTAGE OF TH FUNDS FROM WHICH BUY-BACK WOULD BE FINANCED
 - The maximum amount required under the Buy-back will not exceed ₹ 3,60,00,000/- (Rupees Three Crore Six) Lakhs only) ("Buy-back Size"), excluding Transaction Costs. The said amount works out to 18.40% and 17.05 of the aggregate paid-up capital and free reserves of the Company, as per the standalone audited financi statements and consolidated audited financial statements of the Company for the half year ended September 3 2023 (the latest audited financial statements available as on the date of Board Meeting recommending the proposal of the Buy-back), respectively, and is within the prescribed limit of 25% of the aggregate paid-up capit and free reserves of the Company as per the standalone audited financial statements and consolidated audit financial statements of the Company for the half year ended September 30, 2023, in compliance with the provi to Section 68(2)(b) of the Act and proviso to Regulation 4 of the SEBI Buy-back Regulations. The funds for the implementation of the Buy-back (including the Transaction Costs) will be sourced out of the
 - TOTAL PAID UP EQUITY SHARE CAPITAL AND FREE RESERVES AND SOURCES O

- The funds borrowed, if any, from banks and financial institutions will not be used for the purpose of the Buy-back BUY-BACK PRICE AND THE BASIS OF ARRIVING AT THE BUY-BACK PRICE The Equity Shares of the Company are proposed to be bought back at a price of ₹ 60/- (Rupees Sixty only) ("Buy-
- The Buy-back Price has been arrived at after considering various factors including, but not limited to (i) the share price benchmarks on the BSE, the only stock exchange where the volume of trading in the Equity Shares of the Company is recorded, (ii) the net worth of the Company, and (iii) Earnings Per Equity Share (iv) the closing market price of the Equity Shares on the Stock Exchange where the Equity Shares are listed as on the date of intimation of the Board Meeting for considering Buy-back (v) Book Value (vi) the closing market price of the Equity Shares on the Stock Exchange where the Equity Shares are listed as on the date of the Board Meeting for 9. considering Buy-back.
- The Buy-back Price represents:

back Price") per Equity Share.

- premium of 36:46% to the volume weighted average market price of the Equity Share on BSE, during the three months preceding Saturday, October 28, 2023, being the date of intimation to the Stock Exchange of the date of the Board Meeting to consider the proposal of the Buy-back ("Intimation
- premium of 51.90% over the closing market price of the Equity Shares on BSE, as on Wednesday, October 18, 2023, being a day on which the equity shares were quoted on BSE, preceding the
- premium of 50.63% over the volume weighted average market price of the Equity Shares on BSE, for two weeks preceding the Intimation Date;

premium of 42.86% over the closing market price of the Equity Shares on BSE, as on Friday

- November 03, 2023, being a day on which the equity shares were quoted on BSE, preceding the date of Premium of 38.34% over the closing price of the Equity Shares on BSE, as on the date of Board
- Meeting i.e., November 06, 2023. Further, in accordance with Regulation 5(via) of the SEBI Buy-back Regulations, the Board/Buy-back Committee may increase the maximum Buy-back Price and decrease the number of Equity Shares proposed to be

bought back provided that there is no change in the Buy-back Size, till one working day prior to the Record Date

- fixed for the purpose of Buy-back. MAXIMUM NUMBER OF SECURITIES THAT THE COMPANY PROPOSES TO BUY-BACK The Company proposes to buy-back of not exceeding 6,00,000 (six lakh) Equity Shares of the Company representing 4.20% of the total number of equity shares in the total paid-up equity capital of the Company as on
- March 31, 2023, which is within the limit of 25% as per the provisions of the Act and the SEBI Buy-back METHOD TO BE ADOPTED FOR THE BUY-BACK

on such terms and conditions as may be deemed fit by the Company.

The Buy-back shall be on a proportionate basis, through the tender offer route, as prescribed under the SEBI Buyback Regulations, to the extent permissible, and the Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers underTakeovers, Buy Back and Delisting ("Stock Exchange Mechanism") notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI Circular CFD/DCR2/CIR/ P/2016/131 dated December 9, 2016 and the SEBI Circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021,including any amendments or statutory modifications for the time being in force ("SEBI Circulars"). The Buy-back will be implemented in accordance

with the Act read with the rules framed there under, to the extent applicable, the SEBI Buy-back Regulations and

- DETAILS OF THE SHAREHOLDING AND TRANSACTIONS OF THE PROMOTERS, MEMBERS OF THE PROMOTER GROUP, DIRECTORS OF PROMOTERS/MEMBERS OF THE PROMOTER GROUP, DIRECTORS, KEY MANAGERIAL PERSONNEL AND PERSON IN CONTROL OF THE COMPANY, IN THE EQUITY SHARES OF THE COMPANY
- The aggregate shareholding of (i) promoters, members of the promoter group ("Promoter Group") and persons in control of the Company; (ii) the directors/partners/trustees of the Promoter and Promoter Group of the Company; and (iii) directors and key managerial personnel of the Company as on the Board Meeting Date / date of Postal Ballot Notice, i.e., Monday, November 06, 2023 and on the date of the Public Announcement i.e.
 - Aggregate shareholding of the Promoter, Promoter Group and persons in control of the Company is as

S. No.	Name of the Shareholder	No. of Equity Shares held	% of Shareholding
12	Alka Mukund Kulkarni	68,95,352	48:26
2.	Suresh Gunwant Fegde	35,52,164	24.86
3.	Mukund Narayan Kulkarni	100	Negligible
4.	Ajinkya Mukund Kulkarni	100	Negligible
5.	Jayant Suresh Fegde	100	Negligible
6.	Aditya Mukund Kulkarni	8	Negligible
7.	Reshma Jayant Fegde	8	Negligible
	TOTAL	1,04,47,832	73.12

- Aggregate shareholding of the directors/partners/trustees of the Promoter and Promoter Group of the Company, where the Promoter and Promoter Group is a company as on the Board Meeting Date / date of Postal Ballot Notice, i.e., Monday, November 06, 2023 and on the date of the Public Announcement i.e. December 11, 2023; Not Applicable, as all the Promoters and Promoter Group of the Company are Aggregate Shareholding of the directors and key managerial personnel of the Company as on the Board
- Meeting Date / date of Postal Ballot Notice, i.e., Monday, November 06, 2023 and on the date of the Public Announcement i.e. December 11, 2023:

Mukund Kulkarni	Non-Executive Director	68,95,352	40.76
Anne Paris and Company of the Compan		100,90,002	48.26
sh Gunwant Fegde	Whole Time Director	35,52,164	24.86
und Narayan Kulkarni	Managing Director	100	Negligible
nt Suresh Fegde	Non-Executive Director	100	Negligible
kumarsatyanarain Dayama	Non-Executive Independent Director	38	1372
y Ramchandra Bhargave	Non-Executive Independent Director	1,00	127
ın Mahajan	Company Secretary & Compliance Officer	(4)	18
sh Jagdale	Chief Financial Officer	185	
	TOTAL	1,04,47,716	73.12
1	t Suresh Fegde kumarsatyanarain Dayama y Ramchandra Bhargave n Mahajan h Jagdale	t Suresh Fegde Non-Executive Director kumarsatyanarain Dayama Non-Executive Independent Director y Ramchandra Bhargave Non-Executive Independent Director n Mahajan Company Secretary & Compliance Officer h Jagdale Chief Financial Officer	t Suresh Fegde Non-Executive Director 100 kumarsatyanarain Dayama Non-Executive Independent Director - y Ramchandra Bhargave Non-Executive Independent Director - n Mahajan Company Secretary & Compliance Officer - h Jagdale Chief Financial Officer - TOTAL 1,04,47,716

- control of the Company, Directors and Key Managerial Personnel of the Company, during a period of six months preceding the date of the Board Meeting Date/date of Postal Ballot Notice, i.e. Monday, November 06, 2023, and from the date of the Board Meeting till the date of this Public Announcement i.e. December 11, 2023. The maximum and minimum price at which purchases and sales referred at point 7.2 above were made along with the relevant dates: Not Applicable
- INTENTION OF THE PROMOTERS, MEMBERS OF THE PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES IN THE
- BUY-BACK In terms of the SEBI Buy-back Regulations, under the tender offer route, the promoters, members of the promoter group and persons in control of the Company have an option to participate in the Buy-back. In this regard, Alka
- Mukund Kulkarni and Suresh Gunwant Fegde, the Promoters of the Company have expressed their intention to participate in the Buy-back vide their letter(s) dated November 03, 2023 and may tender, based on its entitlement, up to an aggregate maximum of 6,00,000 Equity Shares, as disclosed below, or such lower number of Equity Shares, in accordance with the provisions of the SEBI Buy-back Regulations or permitted under the applicable S. No. Name of the Promoter Shareholder Maximum Number of Equity Shares intended to be

SULTHINGS:		offered in the Buy-back
I.	Alka Mukund Kulkarni	4,00,000
2.	Suresh Gunwant Fegde	2,00,000
***	TOTAL	6,00,000

the Buy-back is in dematerialised form, the details of the date and price of acquisition/sale of the Equity Shares by them is set out below:

No. of Shares

Face Transaction Transaction Cumulative

acquired/(sold) | Value (₹) | Price (₹) | Value (₹) | No. of Shares

Alka Mukund Kulkarni

Nature of

Transaction

S. Date of

b.	Oct 27, 2014	Transfer	(4)	10	10	10	49,999
C,	June 08, 2015	Acquisition of shares by way of Transfer of shares	8,11,942	10	10	81,19,420	8,61,941
d.	Sept 01, 2015	Transfer	(1)	10	10	10	8,61,940
e.	June 21, 2016	Transfer	(1)	10	10	10	8,61,939
f.	Nov 12, 2018	Transfer	(1)	10	10	10	8,61,938
g.	Aug 29, 2019	Acquisition of share by way of Transfer of shares	.4	10	10	40	8,61,942
h.	Sept 19, 2019	Bonus in the ratio of 7:1 i.e.,7 Equity Shares for every 1 Equity Share held	60,33,594	10	8	8	68,95,536
l.	Oct 10, 2019	Acquisition of shares by way of Transfer of shares	16	10	10	160	68,95,552
ĺ.	Nov 15, 2019	Transfer	(200)	10	10	2,000	68,95,352

Suresh Gunwant Fegde

	ting and and and make manipulating and an admitted and admitted admitted and admitted and admitted and admitted admitted and admitted admitted adm		a Carlos Car	And the second commence of the second commenc					
	leading to long term increase in shareholders' value; and	S.	Date of	Nature of	No. of Shares	Face	Transaction	Transaction	Cumulative
	choose to participate and get cash in lieu of Equity Shares to be accepted under the Buy-back Offer or	No.		Transaction VOA	acquired/(sold)	value (x)	Price (₹)	Value (₹)	No. of Shares
		a.	Aug 14, 2006	Subscriber to MOA	3,400	10	10	34,000	3,400
	they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buy-back Offer, without additional investment.	ь.	March 29, 2009		4,40,633	10	10	44,06,330	4,44,033
		C,	Nov 21, 2012	Transfer	(2)	10	10	20	4,44,031
	AXIMUM AMOUNT REQUIRED UNDER THE BUY-BACK AND ITS PERCENTAGE OF THE DTAL PAID UP EQUITY SHARE CAPITAL AND FREE RESERVES AND SOURCES OF	d.	Oct 10, 2013	Transfer	(2)	10	10	20	4,44,029
	FUNDS FROM WHICH BUY-BACK WOULD BE FINANCED	è.	June 08, 2015	Acquisition of share by way of Transfer of	3	10	10	30	4,44,032
1.2	The maximum amount required under the Buy-back will not exceed ₹ 3,60,00,000/- (Rupees Three Crore Sixty Lakhs only) ("Buy-back Size"), excluding Transaction Costs. The said amount works out to 18.40% and 17.05%	-000		shares	750-77			00000	
	of the aggregate paid-up capital and free reserves of the Company, as per the standalone audited financial	f.	June 23, 2015	Transfer	(1)	10	10	10	4,44,031
	statements and consolidated audited financial statements of the Company for the half year ended September 30,	8	April 05, 2016	Transfer	(2)	10	10	20	4,44,029
	2023 (the latest audited financial statements available as on the date of Board Meeting recommending the proposal of the Buy-back), respectively, and is within the prescribed limit of 25% of the aggregate paid-up capital and free reserves of the Company as per the standalone audited financial statements and consolidated audited financial statements of the Company for the half year ended September 30, 2023, in compliance with the proviso	h	Aug 29, 2019	Acquisition of shares by way of Transfer of shares	2	10	10	20	4,44,031
	to Section 68(2)(b) of the Act and proviso to Regulation 4 of the SEBI Buy-back Regulations.	i.	Sept 19, 2019	Bonus in the ratio of 7:1	31,08,217	10	-	8.	35,52,248
2.	The funds for the implementation of the Buy-back (including the Transaction Costs) will be sourced out of the mainly securities premium account and free reserves of the Company (retained earnings) and/or such other			i.e.,7 Equity Shares for every 1 Equity Share held					
	source as may be permitted by the SEBI Buy-back Regulations or the Act.	j.	Oct 10, 2019	Acquisition of shares by	16	10	10	160	35,52,264
	The Company shall transfer from its free reserves, a sum equal to the nominal value of the Equity shares so bought	100	17/	way of Transfer of shares					EVA
	back to the Capital Redemption Reserve Account and details of such transfer shall be disclosed in its subsequent audited standalone and consolidated financial statements.	k.	Nov 15, 2019	Transfer	(100)	10	10	1,000	35,52,164

- control of the Company or any Directors and Key Managerial Personnel of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as equity shareholders of the Company and the change in their shareholding as per the response received in the Buy-back, as a result of the extinguishment of equity shares which will lead to reduction in the equity share capital of the company post Buy-back.
 - The Buy-back would be subject to the condition of maintaining Minimum Public Shareholding requirements as specified in Regulation 38 of SEBI (LODR) Regulations, 2015, as amended. Any change in the Voting Rights of the Promoters of the Company pursuant to completion of Buy-back will not result in any change in control over the Company.

The Buy-back will not result in any benefit to the promoters; members of the promoter group and persons in

NO DEFAULTS

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

CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE SEBI BUY BACK REGULATIONS AND THE ACT

all the equity shares of the Company are fully paid-up;

expiry of the Buy-back Period;

- the Company shall not issue and allot any Equity Shares or other specified securities including by way of bonus issue till the expiry of the buy-back period i.e. from the date of declaration of results of the Postal Ballot Resolution till the date on which the payment of consideration to shareholders who have accepted the buy-back offer is made in accordance with the Act and the SEBI Buy-back Regulations ("Buy-back Period");
- the Company, as per the provisions of Section 68(8) of the Act, shall not make any further issue of the same kind of Equity Shares or other securities including allotment of new equity shares under Section 62(1)(a) or other specified securities within a period of 6 (six) months after the completion of the Buy-back except by way of bonus shares or Equity Shares issued in order to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into
- unless otherwise as may be specifically permitted under any relaxation circular issued by SEBI, as per Regulation 24(i)(f) of the SEBI Buy-back Regulations, the Company shall not raise further capital for a period of one year from the expiry of the Buy-back Period i.e. the date on which the payment of consideration to shareholders who have accepted the buy-back offer is made except in discharge of
- the Company shall not buy-back its Equity Shares or other specified securities from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buy-back; the aggregate amount of the Buy-back i.e. up to ₹ 3,60,00,000/- (Rupees Three Crore Sixty Lakhs only) does
- per the audited standalone and consolidated financial statements of the Company for the half year ended the number of Equity Shares proposed to be purchased under the Buy-back i.e. 6,00,000 (Six Lakhs) Equity

there are no pending schemes of amalgamation or compromise or arrangement pursuant to the Act

not exceed 25% of the total paid-up capital, securities premium account and free reserves of the Company as

- Shares does not exceed 25% of the total number of Equity shares in the total paid-up equity capital of the Company as on Financial Year ended March 31, 2023;
- ("Scheme") involving the Company, and no public announcement of the Buy-back shall be made during pendency of any such Scheme; the Company shall not make any further offer of buy-back within a period of one year reckoned from the
- the Company shall not withdraw the Buy-back offer after the letter of offer is filed with the SEBI or the public announcement of the offer of the Buy-back is made;
- the Company shall comply with the statutory and regulatory timelines in respect of the Buy-back in such manner as prescribed under the Act and/or the SEBI Buy-back Regulations and any other applicable laws;
- the Company shall not utilize any borrowed funds, whether secured or unsecured, of any form or nature, from banks or financial institutions for the purpose of buying back its Equity Shares tendered in the Buy-back;
- the Company shall not directly or indirectly purchase its own Equity Shares through any subsidiary company including its own subsidiary companies, or through any investment company or group of
- the Company shall earmark and make arrangements for adequate sources of funds for the purpose of the Buy-back in accordance with the SEBI Buy-back Regulations;
- the company is in compliance with the provisions of Section 92, 123, 127 and 129 of the Act;
- the Company will ensure consequent reduction of its share capital post Buy-back and the Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the SEBI Buy-back Regulations and the Act within the specified timelines;
- there are no defaults (either in past or subsisting) in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any shareholder or financial institution or banking company, as the case may be;
- the Company will not buy-back Equity Shares which are locked-in or non-transferable until the pendency of such lock-in or until the time the Equity Shares become transferable, as applicable;
- the consideration for the Buy-back shall be paid by the Company only in cash; the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buy-back shall be
- less than or equal to 2:1 of its paid-up capital and free reserves based on the audited standalone and consolidated financial statements of the Company as on half year ended September 30, 2023 respectively, as prescribed under the Act and the SEBI Buy-back Regulations; the Company shall transfer from its free reserves or securities premium account and/or such sources as may
- be permitted by law, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited standalone and consolidated financial statements of the Company for the half year ended September 30, 2023; the Buy-back shall not result in delisting of the Equity Shares or other specified securities from BSE
- Limited ("Stock Exchange"); the Buy-back would be subject to the condition of maintaining minimum public shareholding requirements
- as specified in Regulation 38 of the SEBI Listing Regulations and under the Securities Contracts (Regulation) Rules, 1957, as amended; xxiv. as per Regulation 24(i)(e) of the SEBI Buy-back Regulations, the promoters and members of promoter group, and their associates shall not deal in the Equity Shares or other specified securities of the Company
- either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters and members of promoter group) from the date of this resolution till the closing of the the Buy-back will not be in contravention of Regulation 4(vii) of SEBI Buy-back Regulations, i.e. the Company has not made the offer of Buy-back within a period of one year reckoned from the date of expiry of
- buy-back period of the preceding offer of buy-back; and the Company shall not undertake the Buy-back unless it has obtained the prior consent of its lenders in case
- of breach of any covenant with such lenders; CONFIRMATIONS FROM THE BOARD OF DIRECTORS OF THE COMPANY

As required under clause (x) of Schedule I in accordance with Regulation 5(iv)(b) of the SEBI Buy-back Regulations, the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the

Company and has formed an opinion that: immediately following the date of board meeting, being November 06, 2023 ("Board Resolution") and the date on which the result of the shareholders' resolution passed by way of postal ballot will be declared ("Shareholder

Resolution") approving the Buy-back, there will be no grounds on which the Company could be found unable to

- · as regards the Company's prospects for the year immediately following date of the Board Resolution as well as the date of the Shareholder Resolution, having regard to 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 1 (one) year from the date of the Board
- Resolution or the Shareholder Resolution; and in forming the aforementioned opinion, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company was being wound up under the provisions of the Act or Insolvency and Bankruptcy Code, 2016 (to the extent notified).

REPORT BY THE COMPANY'S STATUTORY AUDITOR

The text of the report dated November 06, 2023 received from M/s, S. R. Rahalkar & Associates, Chartered Accountants, the Statutory Auditor of the Company ("Auditor's Report") addressed to the Board is reproduced

INDEPENDENT AUDITOR'S REPORT ON THE PROPOSED BUY BACK OF EQUITY SHARES PURSUANT TO THE REQUIREMENTS OF SECTION 68 AND SECTION 70 OF THE COMPANIES ACT, 2013 AND CLAUSE (XI) OF SCHEDULE I OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018 AS To

Board of Directors,

SM Auto Stamping Limited J-41, MIDC Ambad, Nashik, Maharashtra-422010.

Dear Sir/Madam.

Regulations, 2018, as amended ("the Buyback Regulations")

Re: Statutory Auditor's Report in respect of proposed buyback of equity shares by SM Auto Stamping Limited (the "Company") pursuant to the requirements of the Companies Act, 2013 ("the Act") and Clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy- Back of Securities)

This Report is issued in accordance with the terms of our engagement letter dated Friday 3th November 2023 with SM Auto Stamping Limited ("the Company"). The Board of Directors of the Company have approved a proposal for buyback of Equity Shares by the Company a its Meeting held on Monday the 06th November 2023, in pursuance of the provisions of Sections 68, 69 and 70 of the

We have been requested by the Management of the Company to provide a report on the accompanying "Statement of Permissible Capital Payment as on September 30, 2023" ('Annexure A') (hereinafter referred to as the "Statement"). This Statement has been prepared by the Management, which we have initiated for the purposes of identification only.

Management's Responsibility:

Act and the Buyback Regulations.

The preparation of the Statement in compliance with Section 68(2)(c) of the Act and Regulation 4(i) of the Buyback Regulations and the compliance with the Buyback Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the

The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to

form an opinion that the Company will be able to pay its debts from the date of board meeting approving the Buyback of its equity shares i.e. Monday the 06th November 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 board meeting at which the proposal for buyback was approved by the Board of Directors of the Company and informing 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 Act or the Insolvency and Bankruptcy Code 2016. As the Buyback Regulations and the Act do not define the term "insolvent", the Company has applied the guidance provided in paragraph 10 of AS 1, Disclosure of Accounting Policies, which relate to the assessment of the Company's ability to continue as a going concern for a period of one year from Monday the 06° November 2023. The Management of the Company is also responsible for ensuring that the Company complies with the

New Delhi

requirements of the SEBI Buyback Regulations and the Companies Act.

Contd. to Next Page...

audited standalone and consolidated financial statements. financialexp.epar

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- Auditor's Responsibility:
 - Pursuant to the requirements of the Buyback Regulations, it is our responsibility to provide a reasonable
 - we have inquired into the state of affairs of the Company in relation to the half yearly audited financial statements as at September 30, 2023;
 - the amount of permissible capital payment as stated in Annexure A, has been properly determined considering the half yearly audited financial statements as at September 30, 2023 in accordance with Section 68(2)(c) of the Act and Regulation 4(i) of the Buyback Regulations; and
- the Board of Directors of the Company, in their Meeting held on Monday the 96th November 2023 have formed the opinion as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent (as defined in management responsibility above) within a period of one year from the aforesaid date with regard to the proposed buyback are declared. The half yearly audited financial statements referred to in paragraph 7 above, have been audited by us, on which
- we have issued an unmodified audit opinion in our report dated 06" November 2023. We conducted our audit of the half yearly financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ('the ICAI'). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audit was not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.
- 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:
- Examined that the amount of permissible capital payment for the buy back as detailed in Annexure A is in accordance with the Section 68(2)(c) of the Act and Regulation 4(i) of the Buyback Regulations; and
- Inquired into the state of affairs of the Company with reference to the audited financial statements as at
- Traced the amounts of paid-up equity share capital, retained earnings and general reserves as mentioned in Annexure A from the audited financial statements as at September 30, 2023;
- Verified the arithmetical accuracy of the amounts mentioned in Annexure A;
- Examined authorization for buy back from the Articles of Association of the Company, approved by Board of Directors in its meeting held on Monday the 06th November 2023.
- Examined that the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up capital and free reserves based on the audited financial statements of the Company as on September 30, 2023;
- (vii) Examined that all shares for buy-back are fully paid-up;
- (viii) Examined Director's declarations for the purpose of buy back and solvency of the Company; and
- Inquired if the Board of Directors, in its meeting held on Monday the 06th November 2023, has formed the opinion as specified in Clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting.
- Obtained necessary representations from the management of the Company;
- We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes (Revised 2016), issued by the Institute of Chartered Accountants of India (the "Guidance Note") and Standards on Auditing specified under Section 143(10) of the Act, in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
- 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, issued by the ICAI. Further our examination did not extend to any other parts and aspects of a legal or proprietary nature in the aforesaid Buyback.
- We have no responsibility to update this report for events and circumstances occurring after the date of this report
- 13. Based on inquiries conducted and our examination as above, we report that:
- We have inquired into the state of affairs of the Company in relation to its half yearly audited financial statements as at and for the year ended September 30, 2023, which have been approved by the Board of Directors of the Company on Monday the 06° November 2023...
- The amount of permissible capital payment towards the proposed buyback of equity shares as computed in the Statement attached herewith, as Annexure A, in our view has been properly determined in accordance with Section 68(2)(c) of the Act and Regulation 4(i) of Buyback Regulation. The amounts of share capital and free reserves used in the computation of permissible capital payment have been accurately extracted from the audited financial statements of the Company as at and for the half year ended September 30, 2023.
- The Board of Directors of the Company, at their meeting held on Monday the 06th November 2023 have formed their opinion as specified in clause (x) of Schedule I to the Buyback Regulations, on reasonab grounds and that the Company having regard to its state of affairs, will not be rendered insolvent (as defined in management responsibility above) within a period of one year from the aforesaid date i.e. Monday the 06" November 2023. 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.

Place: Nashik

Date: 06 November 2023

This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buyback of equity shares of the Company as mentioned in paragraph 5 above, (ii) to enable the Board of Directors of the Company to include in the public announcement and other documents pertaining to buyback to be filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges, and any other regulatory authority as per applicable law; and (b) the Central Depository Services (India) Limited, National Securities Depository Limited; and (c) can be shared with the Merchant Bankers in connection with the proposed buyback of equity shares of the Company for onward submission to relevant authorities in pursuance to the provisions of Section 68 and other applicable provisions of the Act and the Buyback Regulations, and may not be suitable for any other purpose. This report should not be used for any other purpose without our prior written consent 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 certificate is shown or into whose hands it may come without our prior consent in writing.

> For S.R. RAHALKAR & ASSOCIATES CHARTERED ACCOUNTANTS

Firm Registration No.108283W

UDIN: 23014509BGUQTR7305

S.R. Rahalkar Partner Membership Number-014509

Annexure A - Statement of Permissible Capital Payment

Computation of amount of permissible capital payment towards buyback of equity shares in accordance with Section 68(2)(c) of the Companies Act, 2013 ("the Act") and Regulation 4(i) of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended, based on half yearly audited financial statements as at and for the year ended September 30, 2023. INR in Lakhs

	Particulars	Amount
(A)	Paid up Equity Share Capital as on 30th September, 2023. (14287832 fully paid up Equity Shares of INR 10th- each)	1428,78
(B)	Free reserves*	
	Security premium	243.80
	Reserves	112.07
	Surplus	172.37
Total Fre	e Reserves	528.24
Total of F	Paid-up Equity Share Capital and Free Reserves (A+B)	1957.02
the Act an	n amount permissible for buyback under Section 68(2)(c) of ad Regulation 4(i) of the SEB1 Buyback Regulations (25% of the ne Paid up Equity Share Capital and Free Reserves)	489.26
	approved by the board of directors subject to approval of shareholders yback in the meeting held on Monday 6° November 2023	360.00

the buyback in the meeting held on Monday or Tvoveni	001.2023 500,00
* Free Reserves as defined in Section 2(43) of the Coin Section 68 of the Companies Act, 2013 as Amended	mpanies Act, 2013 read along with Explanation II provi L
For and on behalf of Board of Directors of	For S.R. RAHALKAR & ASSOCIATES
SM Auto Stamping Limited	CHARTEREDACCOUNTANTS
(Formerly known as S M	Firm Registration No.108283W
Auto Stamping Private Limited)	
Pawan Mahajan	S.R. Rahalkar
Company Secretary	Partner
Membership Number-65674	Membership Number-14509
©0000000000000000000000000000000000000	UDIN: 23014509BGUQTR7305
Date:06/11/2023	
Place: Nashik	

Unquote

PRIOR APPROVALS FROM LENDERS

As on the date this Public Announcement, the Company has obtained certain financing arrangements borrowings with banks, financial institutions and other entities ("Lenders"). The Company has obtained such approvals as may be required from the lenders pursuant to the provisions of such facilities.

RECORD DATE AND SHAREHOLDER ENTITLEMENT

14.1. As required under the SEBI Buy-back Regulations, the Company has fixed Friday, December 22, 2023 as the record date ("Record Date") for the purpose of determining the entitlement and the names of the Eligible Shareholders, who will be eligible to participate in the Buy-back. 14.2. As per the SEBI Buy-back Regulations and such other circulars or notifications, as may be applicable, the

Eligible Shareholders as on the Record Date will receive a Letter of Offer along with a Tender Form including

- Form SH-4, as applicable, ("Letter of Offer") indicating the entitlement of the Eligible Shareholder for participating in the Buy-back. Even if the Eligible Shareholder does not receive the Letter of Offer, the Eligible Shareholder may participate and tender Equity Shares in the Buy-back, 14.3. As required under the SEBI Buy-back Regulations, the dispatch of the Letter of Offer shall be through electronic mode only, within two (2) working days from the Record Date and that if any shareholder requires a physical copy
- of the Letter of Offer, a request has to be sent to the Company or Registrar to the Buy-back and the same shall be provided. 14.4. The Equity Shares to be bought back as a part of the Buy-back is divided in two categories: (a) reserved category
- for small shareholders (defined below); and (b) general category for all other eligible shareholders. 14.5. As defined in Regulation 2(i)(n) of the SEBI Buy-back Regulations, a "Small Shareholder" is a shareholder of the

Company who holds Equity Shares having market value, on the basis of closing price of such Equity Shares on

stock exchange as on Record Date, is not more than ₹ 2,00,000 (Indian Rupees Two Lakh only). 14.6. In accordance with the proviso to Regulation 6 of the SEBI Buy-back Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buy-back or number of Equity Shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the small shareholders as part of this Buy-back. The Company believes that this reservation for small shareholders would

benefit a large number of public shareholders, who would get classified as "small shareholder".

- 14.7. Based on the shareholding on the Record Date, the Company will determine the entitlement of each eligible shareholder, including small shareholders, to tender their Equity Shares in the Buy-back. This entitlement for each eligible shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buy-back applicable in the category to which such shareholder belongs. The final number of Equity Shares the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. The Company shall accept all the Equity Shares validly tendered in the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date. Accordingly, the Company may not purchase all of the Equity Shares tendered by the Eligible Shareholders in the Buy-back.
- 14.8. In accordance with Regulation 9(ix) of the SEBI Buy-back Regulations, in order to ensure that the same Eligible Shareholder with multiple demat accounts/ folios does 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 their entitlement under the Buy-back. 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 Equity Shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available. the Registrar to the Buy-back 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 and transfer agent 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,
- After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.
- Shareholders' participation in Buy-back will be voluntary. Shareholders holding Equity Shares of the Company can choose to participate and receive cash in lieu of Equity Shares accepted under the Buy-back, or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buy-back, without any additional investment. Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Shareholders holding Equity Shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to nonparticipation of some other shareholders, if any.
- If the Buy-back entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buy-back.
- 14.12. The maximum tender under the Buy-back by any shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that 14.13. The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares
- of the tenders under the Buy-back will be done using the Stock Exchange Mechanism notified by SEBI vide the 15.15. 14.14. The Buy-back from shareholders who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indian, etc., shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India

tendered, if any, will be accepted as per the procedure laid down in SEBI Buy-back Regulations. The settlement

under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed there under,

Detailed instructions for participation in the Buy-back (tender of Equity Shares in the Buy-back) as well as the relevant timetable will be included in the Letter of Offer which will be sent through email along with the tender form in due course to the shareholders holding Equity Shares of the Company as on the Record Date, who have their email IDs registered with the Company/Registrar and Transfer Agent to the Company/ Depository However, on receipt of a request by the Company/Manager to the Buy-back or Registrar to the Buy-back to receive a copy of Letter of Offer in physical format from such Shareholder (to whom Letter of Offer and tender form were emailed), the same will be sent physically. For all the remaining Shareholders who do not have their email IDs registered with the Company/Registrar and Transfer Agent/ Depository, the Letter of Offer along with tender form will be sent physically.

PROCESS AND METHODOLOGY FOR THE BUY-BACK

- The Buy-back is open to all eligible shareholders/beneficial owners of the Equity Shares of the Company, holding Equity Shares either in physical form ("Physical Shares") or in the dematerialized form ("Demat Shares") on
- The Buy-back shall be implemented using the Stock Exchange Mechanism notified by SEBI vide the SEBI Circulars and in accordance with the procedure prescribed in the Act and the SEBI Buy-back Regulations and as may be determined by the Board and on such terms and conditions as may be permitted by law from time to time.
- For implementation of the Buy-back, the Company has appointed Choice Equity Broking Private Limited as the registered broker to the Company ("Company Broker") to facilitate the process of tendering of Equity Shares through the Stock Exchange Mechanism for the Buy-back and through whom the purchases and settlements on account of the Buy-back would be made by the Company. The contact details of the Company's Broker are as Name: Choice Equity Broking Private Limited

Address: Choice House, Sunil Patodia Tower, J B Nagar, Andheri (East), Murnbai-400099, Maharashtra, India; Contact Person: Mr. Jectender Joshi (Senior Manager); Tel.No.:+91 22-67079999 (Ext. 832); E-mail ID: jeetender.joshi@choiceindia.com;

Website: www.choiceindia.com Investor Grievance Email ID: ig@choiceindia.com; SEBI Registration No: INZ000160131

- The Company will request BSE Limited ("BSE"), being the designated stock exchange ("Designated Stock Exchange"), to provide a separate window ("Acquisition Window") to facilitate placing of sell orders by the Eligible Shareholders who wish to tender their Equity Shares in the Buy-back. The details of the Acquisition Window will be as specified by BSE from time to time.
- 15.5. At the beginning of the tendering period, the order for buying Equity Shares will be placed by the Company through the Company's Broker. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by the Eligible Shareholders through their respective stock-brokers ("Shareholder Broker") during normal trading hours of the secondary market. The Shareholder Broker can enter orders for Demat Shares as well as Physical Shares. In the event the Shareholder Broker(s) of any Eligible Shareholder is not registered with BSE as a trading member/
- stock-broker, then that Eligible Shareholder can approach any BSE registered stock broker and can register themselves by using quick unique client code ("UCC") facility through the BSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other BSE registered broker, Eligible Shareholders may approach Company's Broker i.e., Choice Equity Broking Private Limited to place their bids, subject to completion of KYC requirements as required by the Company's Broker. Eligible Shareholders will have to tender their Equity Shares from the same demat account in which they were
- holding such Equity Shares as on the Record Date, and in case of multiple demat accounts, 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 Equity Shares may be accepted subject to appropriate verification and validation by the Registrar to the Buy-back. Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed
- during the tendering period of the Buy-back. Multiple bids made by a single Eligible Shareholder for selling 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 (www.bseindia.com)
- throughout the trading session and will be updated at specific intervals during the tendering period, 15.10. Further, the Company will not accept Equity Shares tendered for Buy-back which are under restraint order of the court or any other competent authority 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. 15.11. In accordance with Regulation 24(v) of the Buyback Regulations, the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or until such Equity Shares
- 15.12. Procedure to be followed by Equity Shareholders holding Equity Shares in the dematerialised form:
 - a) Eligible Shareholders who desire to tender their demat shares under the Buy-back would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares they intend to tender under the Buy-back,
- 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 Buy-back using the Acquisition Window of the Designated Stock Exchange (BSE). For further details, Eligible Shareholders may refer to the circulars issued by BSE and Indian Clearing Corporation Limited ("Clearing Corporation")
- c) The relevant details and the settlement number under which the lien will be marked on the Equity Shares tendered for the Buy-back shall be informed in a separate circular that will be issued by the Designated Stock Exchange and/or the Clearing Corporation.
- d) The lien shall be marked by the Shareholder Broker in demat account of the Eligible Shareholders for the Equity Shares tendered in the Buy-back. The details of the shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the depositories to the Clearing Corporation. In case, the demat account of the Eligible Shareholders is held in one depository and clearing member pool and clearing corporation account is held with other depository, the Equity Shares tendered under the Buy-back shall be blocked in the shareholders demat account at the source depository during the tendering period. Inter Depository Tender Offer ("IDT") instruction shall be initiated by the Eligible Shareholder at source depository to clearing member pool/ clearing corporation account at target depository. Source depository shall block the Eligible Shareholder's securities (i.e., transfers from free balance to blocked balance) and sends IDT message to target depository for confirming creation of lien. Details of Equity Shares blocked in the Eligible Shareholders demat account shall be provided by the target depository to the Clearing
- e) For custodian participant orders for demat shares, early pay-in is mandatory prior to confirmation of order/ bid by custodian participant. The custodian participant shall either confirm or reject the orders no later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- f) Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip ("TRS" generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/ bid has been placed. TRS will contain details of order submitted like bid ID number, application number, DP ID, Client ID, number of Equity Shares tendered etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.
- g) It is clarified that in case of demat shares, submission of the tender form and TRS is not mandatory. After the receipt of the demat shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buy-back shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat
- h) Eligible shareholders who have tendered their demat shares in the buy-back shall also provide all relevant documents, which are necessary to ensure transferability of the demat shares in respect of the tender form to be sent. Such documents may include (but not be limited to): (i) duly attested power of attorney, if any person other than the eligible shareholder has signed the tender form; (ii) duly attested/notarized copy of death certificate and succession certificate/ legal heirship certificate or probated will, in case any eligible shareholder is deceased, or court approved scheme of merger/amalgamation for a company; and (iii) in case of companies, the necessary certified corporate authorizations (including board and/ or general meeting
- The Eligible Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated buy-back decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of buy-back of shares by the Company. In the event if any equity shares are tendered to Clearing Corporation, excess dematerialized equity shares or unaccepted dematerialized equity shares, if any, tendered by the eligible shareholders would be returned to them by the respective Clearing Corporation. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the eligible shareholder. On the date of the settlement, in case of Custodian Participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be returned to the respective custodian depository pool

15.13. Procedure to be followed by registered Equity Shareholders holding Equity Shares in the Physical Form:

 a) In accordance with SEBI Circular No.SEBI/HO/CFD/CMD1/CIR/P/ 2020/144, dated July 31, 2020, shareholders holding shares in physical form are allowed to tender such shares in a buy-back undertaken through tender offer route. However, such tendering shall be as per the provisions of the SEBI Buy-back Regulations and terms of Letter of Offer.

b) Eligible Shareholders who are holding physical shares and intend to participate in the Buy-back will be

- required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (a) 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 shares), (b) original share certificate(s), (c) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (d) self-attested copy of PAN Card(s) of all Eligible Shareholders, (e) any other relevant documents such as power of attorney, corporate authorization (including board resolution/ specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhaar card, voter identity card or passport.
- c) Based on aforesaid documents, the concerned Shareholder Broker shall place an order/bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the acquisition window of BSE. Upon placing the bid, the Shareholder broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio number, certificate number, distinctive number, number of Equity Shares tendered, etc.
- d) Any Shareholder Broker/ Eligible Shareholder who places a bid for physical shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buy-back (at the address mentioned at paragraph 18 below) on or before the Buy-back closing date. The envelope should be superscribed as "SM Auto Stamping Limited Buy-back Offer 2023". One copy of the TRS will be retained by the Registrar to the Buy-back and it will provide acknowledgement Ph. of the same to the Shareholder Broker.

- The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buy-back by the Company shall be subject to verification as per the SEBI Buy-back Regulations and any further directions issued in this regard. The Registrar to the Buy-back will verify such bids based on the documents submitted on a daily basis and till such verification, BSE shall display such bids as 'unconfirmed physical bids'. Once Registrar to the Buy-back confirms the bids, they will be treated as 'confirmed bids'.
- f) In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buy-back before the closure of the tendering period of the Buy-back.
- An unregistered shareholder holding physical shares may also tender their Equity Shares in the Buy-back by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of their PAN Card and of the person from whom they have purchased shares and other relevant documents as required for transfer, if any. In the tendering process, the Shareholder's Broker may also process the orders received from the Eligible Shareholders.
- Participation in the Buy-back by the Eligible Shareholders will be subject to tax on distributed income to such shareholders ("Buy-back Tax") in India and such tax obligation is to be discharged by the Company as per the procedure laid down in the applicable provisions of the Income Tax Act, 1961 read with applicable rules framed thereunder. However, in case of non-resident shareholders, this may be subject to capital gains taxation in hands of the shareholders in their respective tax jurisdiction. The transaction of the Buy-back would also be chargeable to securities transaction tax in India. Any consideration received by Eligible Shareholders pursuant to the Buy-back of shares will not be included in the total taxable income of such shareholders. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buy-back.
- The Buy-back from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt / provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the RBI under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.
- The reporting requirements for non-resident shareholders under RBI, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Seller Member through which the Eligible Shareholder places the bid.

METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per the SEB1 Buy-back Regulations:

- The settlement of trades shall be carried out in the manner similar to settlement of trade(s) in the secondary
- The Company will pay the consideration to the Company Broker, which will transfer the consideration pertaining to the Buy-back to the Clearing Corporation's bank account(s) as per the prescribed schedule. The settlement of fund obligation for demat shares shall be affected as per the SEBI Circulars and as prescribed by BSE and Clearing Corporation from time to time. For demat shares accepted under the Buy-back, such beneficial owners will receive funds payout in their bank account as provided by the depository system directly to the Clearing Corporation. If Eligible Shareholders' bank account details are not available or if the funds transfer instruction is rejected by the RBI/ the concerned bank(s), due to any reason, then the amount payable to the concerned shareholders will be transferred to the settlement account of the Shareholder Broker for onward transfer to such Eligible Shareholders.
- iii. For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Shareholder broker's settlement accounts for releasing the same to the respective Eligible Shareholder's account.
- iv. In case of certain Eligible Shareholders viz., NRIs, non-residents etc. (where there are specific RBI and other regulatory requirements pertaining to funds payout) who do not opt to settle through custodians, the funds payout would be given to their respective Shareholder Broker's settlement accounts for releasing the same to the respective Eligible Shareholder's account. For this purpose, the client type details would be collected from the depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the BSE and the Clearing Corporation from time to time.
- 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 Buy-back, On receipt of the same, Clearing Corporation will cancel lien on the excess or unaccepted blocked shares in the demat account of the shareholder. On the settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation.
- vi. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Shareholder Broker's depository pool account for onward transfer to the eligible

vii. Any excess demat shares or unaccepted demat shares, if any, tendered by the eligible shareholders would be

- returned to them by the Clearing Corporation directly to the respective Eligible Shareholders' DP Account. In case of custodian participant orders, excess demat shares or unaccepted demat shares, if any, will be returned to the respective custodian depository pool account. 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 Buy-back. Post receiving the IDT message from target depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/ message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.
- viii. The Equity Shares bought back in demat form would be transferred directly to the demat account of the Company opened for the Buy-back ("Company Demat Escrow Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of BSE.
- ("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 Buy-back. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of buy-back of shares by the Company. Any excess physical Equity Shares pursuant to proportionate acceptance/rejection will be returned to the

Eligible Shareholder(s) directly by the Registrar to the Buy-back. The Company is authorized to split the

share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in case the

Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buy-back by the

ix. The Eligible Shareholders of the demat shares will have to ensure that they keep the depository participant

- Equity Shareholders holding Equity Shares in the physical form. xi. The Shareholder Broker(s) would issue a contract note to their respective Eligible Shareholders for the Equity Shares accepted under the Buy-back. The Company Broker would issue a contract note to the Company for the Equity Shares accepted under the Buy-back.
- xii. Eligible Shareholders who intend to participate in the Buy-back should consult their respective Shareholder Broker(s) for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) etc. that may be levied by the Shareholder Broker(s) upon the Eligible Shareholders for tendering Equity Shares in the Buy-back (secondary market transaction). The Buy-back consideration received by the Eligible Shareholders in respect of accepted Equity Shares could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company and the Manager to the Buy-back accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.
- xiii. The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders' sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Buy-back are completed.
- back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the SEBI Buy-back Regulations.

xiv. The Equity Shares lying to the credit of the Company Demat Escrow Account and the Equity Shares bought

COMPLIANCE OFFICER

The Company has designated the following as Compliance Officer for the Buy-back ("Compliance Officer"): Pawan Mahajan

Company Secretary and Compliance Officer ICSI Membership Number: A65674 SM Auto Stamping Limited

Registered Office: J-41, MIDC Ambad, Nashik-422010, Maharashtra, India Corporate Office: C-13, MIDC Ambad, Nashik-422010, Maharashtra, India Tel. No.; +91-253 6621102; Fax; +91 253 6601444;

E-mail ID; companysecretary@smautostamping.com; Website: www.smautostamping.com; In case of any clarifications or to address investor grievance, the Eligible Shareholders may contact the Compliance Officer, during office hours i.e., from 10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and public holidays a the above mentioned address.

INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUY-BACK Company has appointed the following as the Registrar to the Buy-back:

Bigshare Services Private Limited

SEBI Registration No.: INR000001385

Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (Fast), Mumhai-400093, Maharashtra, India Tel No.: + 91 22 6263 8200 Fax: +91 22 6263 8299 E-mail ID: buybackoffer@bigshareonline.com; Website: www.bigshareonline.com Investor Grievance E-mail ID: investor@bigshareonline.com

Contact Person: Maruti Eate In case of any query, the Eligible Shareholders may contact the Registrar to the Buy-back, appointed as the Investor Service Centre for the purpose of the Buy-back, during office hours i.e., from 10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and public holidays a the above mentioned address.

Corporate Identification Number: U999999MH1994PTC076534

MANAGER TO THE BUY-BACK

The Company has appointed the following as Manager to the Buy-back:

SAFFRON e energising ideas Saffron Capital Advisors Private Limited

Contact Person: Narendra Kumar Gamini / Satej Darde

605, Sixth Floor, Centre Point, Andheri-Kurla Road, J. B. Nagar, Andheri (East), Mumbai - 400 059, Maharashtra, India. Tel. No.: +91 22 49730394 E-mail ID: buybacks@saffronadvisor.com Investor Grievance E-mail ID: investorgrievance@saffronadvisor.com Website: www.saffronadvisor.com Corporate Identification Number: U67120MH2007PTC166711 SEBI Registration Number: INM000011211

DIRECTORS' RESPONSIBILITY

New Delhi

Date: December 11, 2023

As per Regulation 24(i)(a) of the SEBI Buy-back Regulations, the Board accepts full and final responsibility for all the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, etc., which may be issued in relation to the Buy-back, and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information.

For and on behalf of the Board of Directors of SM AUTO STAMPING LIMITED Mukund Narayan Kulkarni Suresh Gunwant Fegde Pawan Mahajan

Sd/-	Sd/-	Sd/-
Chairman & Managing Director DIN: 00248797	Whole Time Director DIN: 00248850	Company Secretary & Compliance Officer ICSI Membership Number: A65674
DIN: 00248797 : Nasihk	DIN: 00248850	ICSI Membership Number: A65674

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and such approvals shall be required to be taken by such non-resident shareholders themselves.

SMAUTO STAMPING LIMITED

Corporate Identification Number (CIN): L27109MH2006PLC163789 Registered Office: J-41, MIDC Ambad, Nashik-422010, Maharashtra, India Corporate Office: C-13, MIDC Ambad, Nashik- 422010, Maharashtra, India Tel. No.: +91 253 6621102; Fax: +91 253 6601444

Email: companysecretary@smautostamping.com; Website: www.smautostamping.com.

Contact Person: Pawan Mahajan, Company Secretary and Compliance Officer

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS BENEFICIAL OWNERS OF EQUITY SHARES OF SM AUTO STAMPING LIMITED IN 4. CONNECTION WITH THE BUY-BACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH A TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED This Public Announcement ("Public Announcement") is being made, in relation to the buy-back of fully paid-up equity

shares, having a face value of ₹ 10/- (Rupees Ten only) each ("Equity Shares"), by SM Auto Stamping Limited ("Company") from the equity shareholders/ beneficial owners of the Company ("Buy-back") through the tender offer route using the Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting ("Stock Exchange Mechanism") notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI Circular CFD/DCR2/CIR/P/2016/13 dated December 9, 2016 and the SEBI Circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 including any amendments or statutory modifications for the time being in force ("SEBI Circulars") or such other circulars or notifications, as may be applicable, pursuant to the provisions of Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s), amendment(s) or re-enactments from time to time) ("SEBI Buy-back Regulations") and contains the disclosures as specified in Schedule II read with Schedule I of the SEBI Buy-back Regulations

OFFER TO BUY-BACK UP TO 6.00.000 (SIX LAKH) FULLY PAID-UP EQUITY SHARES HAVING FACE VALUE OF ₹ 10/- (RUPEES TEN ONLY) EACH OF THE COMPANY ("EQUITY SHARES") AT A PRICE OF ₹60/- (RUPEES SIXTY ONLY) ("BUY-BACK PRICE") PER EQUITY SHARE, PAYABLE IN CASH, FOR AN AGGREGATE AMOUNT NOT EXCEEDING ₹3.60.00.000/- (RUPEES THREE CRORE AND SIXTY LAKH ONLY), FROM THE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF THE EQUITY SHARES OF THE COMPANY AS ON THE RECORD DATE, ON A PROPORTIONATE BASIS THROUGH TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum of percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column row in certain tables may not conform exactly to the total figure given for that column or row.

- 1. DETAILS OF THE BUY-BACK OFFER AND BUY-BACK PRICE
- 1.1. The Board of Directors of the Company (the "Board", which expression shall include any committee constituted and authorized by the Board to exercise its powers related to buy-back i.e., the "Buy-back Committee"), at its 5, meeting held on Monday, November 06, 2023 ("Board Meeting") had, subject to the approval of the Members of the Company by way of a special resolution through postal ballot and subject to such approvals of regulatory and/or statutory authorities as may be required under applicable laws, approved the buy-back of up to 6,00,000 (six lakh) Equity Shares ("Maximum Buy-back Shares"), from all of the equity shareholders I beneficial owners of the equity shares of the Company as on the Record Date, on a proportionate basis, through the Tender Offer route using Stock Exchange Mechanism in accordance with the provisions of the Companies Act, 2013, as amended (the "Act") read with the rules framed under the Act including the Companies (Share Capital and Debentures) Rules, 2014 ("Share Capital Rules"), the Companies (Management and Administration) Rules 2014 ("Management and Administration Rules") and other relevant rules made thereunder, each as amended from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), to the extent applicable, SEBI Buy-back Regulations and the SEBI Circulars or notifications, including any amendments thereof, at a price of ₹ 60 (Rupees Sixty only) per Equity Share ("Buy-back Price") payable in cash for an aggregate consideration not exceeding ₹ 3,60,00,000 (Rupees Three Crore Sixty Lakh only) ("Buy-back Size") excluding transaction costs, applicable taxes and other incidental and related expenses ("Buy-back").
- The Buy-back is further subject to approvals, permissions, consents, sanctions and exemptions, as may be y, and subject to such conditions and modifications, if any, from time to time from statutory, re governmental authorities as required under applicable laws, including but not limited to Securities and Exchange Board of India ("SEBI"), Registrar of Companies, Mumbai ("RoC"), and the stock exchange where the Equity Shares of the Company are listed i.e. BSE Limited ("BSE" or the "Stock Exchange") and/or other authorities institutions or bodies (together with SEBI and BSE the "Appropriate Authorities"), as maybe necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by them while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed and by the
- The Buy-back Size do not include any expenses incurred or to be incurred for the Buy-back viz. the tax payable under the Income Tax Act, 1961 and other applicable laws, brokerage costs, fees, turnover charges, securities transaction tax and goods and services tax (if any), stamp duty, advisors/legal fees, filing fees to SEBI and any other Appropriate Authorities. Stock Exchange charges, printing and dispatch expenses, if any, public announcement publication expenses and other incidental and related expenses and charges ("Transaction
- The Buy-back is pursuant to Article 25 of the Articles of Association of the Company, and the provisions of Sections 68, 69, 70 and other applicable provisions, if any, of the Act, the relevant rules framed thereunder, including the Share Capital Rules, the Management and Administration Rules, SEBI Listing Regulations, to the extent applicable, and the SEBI Buy-back Regulations read with SEBI Circulars or notifications, as may be applicable, including any amendment thereof.
- The Buy-back Size represents 18.40% and 17.05% of the aggregate paid-up capital and free reserves of the Company, as per the standalone audited financial statements and consolidated audited financial statements of the Company for the half year ended September 30, 2023, respectively, (the latest audited financial statements available as on the date of the Board Meeting, recommending the proposal of the Buy-back) and is within the prescribed limit of 25% of the aggregate paid-up capital and free reserves of the Company as per the standalone audited financial statements and consolidated audited financial statements of the Company for the half year ended September 30, 2023, in compliance with the proviso to Section 68(2)(b) of the Act and proviso to Regulation 4 of the SEBI Buy-back Regulations. Further, the Maximum Buy-back Shares represents 4.20% of the total number of equity shares in the total paid-up equity capital of the Company as on March 31, 2023, which is within the limit of 25% as per the provisions of the Act and the SEBI Buy-back Regulations.
- Since the Buy-back constitutes more than 10% of the total paid-up equity share capital, securities premium account and free reserves of the Company, in terms of Section 68(2)(b) of the Act and Regulation 5(i)(b) of the SEBI Buy-back Regulations, the Board had sought approval of the shareholders of the Company for the Buyback, by way of a special resolution.
- 1.7. The shareholders of the Company approved the Buy-back, by way of a special resolution, through postal ballot only by voting through electronic means ("remote e-voting") pursuant to a postal ballot notice dated November 06, 2023 (the "Postal Ballot Notice"), the results of which were announced on Saturday, December 09, 2023.
- The Equity Shares are listed only on SME platform of BSE Limited, Mumbai ("BSE" or "Stock Exchange"). The Buy-back shall be undertaken on a proportionate basis from all the equity shareholders/beneficial owners of the Company, who hold Equity Shares as on Friday, December 22, 2023 ("Record Date") (such shareholders being the "Eligible Shareholders") through the tender offer route prescribed under Regulation 4(iv)(a) and Regulation 6 of the SEBI Buy-back Regulations and shall be implemented using the Stock Exchange Mechanism notified by SEBI vide the SEBI Circulars. In this regard, the Company will request BSE Limited ("BSE") to
- purposes of this Buy-back, BSE will be the designated stock exchange. Please refer to Paragraph 14 below for details regarding the Record Date and Shareholder Entitlement for tendering in the Buy-back. In terms of the SEBI Buy-back Regulations, under the tender offer route, the promoters, members of the promoter group and persons in control of the Company have an option to participate in the Buy-back. In this regard, Suresh Gunwant Fegde and Alka Mukund Kulkarni, the Promoters of the Company, vide thier its letter(s) dated November 03, 2023, have expressed their intention to participate in the Buy-back and may tender, based on its

provide the acquisition window for facilitating tendering of Equity Shares under the Buy-back and for the

- entitlement, up to a maximum of 6,00,000 Equity Shares or such lower number of Equity Shares, in accordance with the provisions of the SEBI Buy-back Regulations. 1.11. The Buy-back will not result in any benefit to the promoters, members of the promoter group and persons in 8.1. control of the Company or any Directors and Key Managerial Personnel of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buy back in their capacity as equity shareholders of the Company and the change in their shareholding as per the
- in the equity share capital of the company post Buy-back. Any change in the Voting Rights of the Promoters of the Company pursuant to completion of Buy-back will not result in any change in control over the Company. 1.12. As required under Section 68(2)(d) of the Act and the SEBI Buy-back Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buy-back will be less than or equal to 2:1 of its paidup capital and free reserves based on the audited standalone and consolidated financial statements of the
- Company as on half year ended September 30, 2023 respectively, whichever sets out as lower amount. 1.13. The Buy-back would be subject to the condition of maintaining Minimum Public Shareholding requirements as specified in Regulation 38 of SEBI (LODR) Regulations, 2015, as amended.
- Participation in the Buy-back by the Eligible Shareholders will be subject to tax on distributed income to such shareholders ("Buy-back Tax") in India and such tax obligation is to be discharged by the Company as per the procedure laid down in the applicable provisions of the Income Tax Act, 1961 read with applicable rules framed thereunder. However, in case of non-resident shareholders, this may be subject to capital gains taxation in hands of the shareholders in their respective tax jurisdiction. The transaction of the Buy-back would also be chargeable to securities transaction tax in India. Any consideration received by Eligible Shareholders pursuant to the Buy- No. Transaction back of shares will not be included in the total taxable income of such shareholders. However, in view of th particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own lega financial and tax advisors prior to participating in the Buy-back
- 1.15. A copy of this Public Announcement is available on the Company's website at www.smautostamping.com Manager to the Buy-back's website at www.saffronadvisor.com and is expected to be available on the website the SEBI at www.sebi.gov.in and on the website of the Stock Exchange at www.bsesme.com, during the period of the Buy-back.
- NECESSITY FOR THE BUY BACK

The Buy-back is being undertaken by the Company after taking into account the strategic and operational cas requirements of the Company in the medium term and for returning surplus funds to the shareholders in a effective and efficient manner.

The Buy-back is being undertaken, inter-alia, for the following reasons:

- The Buy-back will help the Company to return surplus cash to its shareholders holding Equity Share thereby, enhancing the overall return to shareholders;
- The Buy-back, which is being implemented through the tender offer route as prescribed under the SEI Buy-back Regulations, would involve allocation of number of Equity Shares as per their entitlement 15% of the number of Equity Shares to be bought back whichever is higher, reserved for the sma shareholders. The Company believes that this reservation for small shareholders would benefit a larg number of public shareholders, who would get classified as "small shareholder" as per Regulation 2(i)(n) of the SEBI Buy-back Regulations;
- The Buy-back may help in improving its return on equity, by reduction in the equity base, there leading to long term increase in shareholders' value; and
- The Buy-back gives an option to the shareholders holding Equity Shares of the Company, who choose to participate and get cash in lieu of Equity Shares to be accepted under the Buy-back Offe they may choose not to participate and enjoy a resultant increase in their percentage shareholding, p the Buy-back Offer, without additional investment.
- MAXIMUM AMOUNT REQUIRED UNDER THE BUY-BACK AND ITS PERCENTAGE OF T TOTAL PAID UP EQUITY SHARE CAPITAL AND FREE RESERVES AND SOURCES FUNDS FROM WHICH BUY-BACK WOULD BE FINANCED
- The maximum amount required under the Buy-back will not exceed ₹ 3,60,00,000/- (Rupees Three Crore Si Lakhs only) ("Buy-back Size"), excluding Transaction Costs. The said amount works out to 18.40% and 17.0 of the aggregate paid-up capital and free reserves of the Company, as per the standalone audited finance statements and consolidated audited financial statements of the Company for the half year ended September 2023 (the latest audited financial statements available as on the date of Board Meeting recommending proposal of the Buy-back), respectively, and is within the prescribed limit of 25% of the aggregate paid-up cap and free reserves of the Company as per the standalone audited financial statements and consolidated audi financial statements of the Company for the half year ended September 30, 2023, in compliance with the prov
- to Section 68(2)(b) of the Act and proviso to Regulation 4 of the SEBI Buy-back Regulations. The funds for the implementation of the Buy-back (including the Transaction Costs) will be sourced out of mainly securities premium account and free reserves of the Company (retained earnings) and/or such of source as may be permitted by the SEBI Buy-back Regulations or the Act.
- The Company shall transfer from its free reserves, a sum equal to the nominal value of the Equity shares so bought back to the Capital Redemption Reserve Account and details of such transfer shall be disclosed in its subsequent

- The funds borrowed, if any, from banks and financial institutions will not be used for the purpose of the Buy-back. BUY-BACK PRICE AND THE BASIS OF ARRIVING AT THE BUY-BACK PRICE
- The Equity Shares of the Company are proposed to be bought back at a price of ₹ 60/- (Rupees Sixty only) ("Buyback Price") per Equity Share.
- The Buy-back Price has been arrived at after considering various factors including, but not limited to (i) the share price benchmarks on the BSE, the only stock exchange where the volume of trading in the Equity Shares of the Company is recorded, (ii) the net worth of the Company, and (iii) Earnings Per Equity Share (iv) the closing market price of the Equity Shares on the Stock Exchange where the Equity Shares are listed as on the date of intimation of the Board Meeting for considering Buy-back (v) Book Value (vi) the closing market price of the Equity Shares on the Stock Exchange where the Equity Shares are listed as on the date of the Board Meeting for considering Buy-back.
 - The Buy-back Price represents:
 - premium of 36.46% to the volume weighted average market price of the Equity Share on BSE, during the three months preceding Saturday, October 28, 2023, being the date of intimation to the Stock Exchange of the date of the Board Meeting to consider the proposal of the Buy-back ("Intimation
 - premium of 51.90% over the closing market price of the Equity Shares on BSE, as on Wednesday, October 18, 2023, being a day on which the equity shares were quoted on BSE, preceding the
 - premium of 50.63% over the volume weighted average market price of the Equity Shares on BSE, for two weeks preceding the Intimation Date;
 - premium of 42.86% over the closing market price of the Equity Shares on BSE, as on Friday November 03, 2023, being a day on which the equity shares were quoted on BSE, preceding the date of
 - Premium of 38.34% over the closing price of the Equity Shares on BSE, as on the date of Board Meeting i.e., November 06, 2023. Further, in accordance with Regulation 5(via) of the SEBI Buy-back Regulations, the Board/Buy-back
- Committee may increase the maximum Buy-back Price and decrease the number of Equity Shares proposed to be bought back provided that there is no change in the Buy-back Size, till one working day prior to the Record Date fixed for the purpose of Buy-back. MAXIMUM NUMBER OF SECURITIES THAT THE COMPANY PROPOSES TO BUY-BACK
- The Company proposes to buy-back of not exceeding 6,00,000 (six lakh) Equity Shares of the Company. representing 4.20% of the total number of equity shares in the total paid-up equity capital of the Company as on March 31, 2023, which is within the limit of 25% as per the provisions of the Act and the SEBI Buy-back
- METHOD TO BE ADOPTED FOR THE BUY-BACK

The Buy-back shall be on a proportionate basis, through the tender offer route, as prescribed under the SEBI Buy back Regulations, to the extent permissible, and the Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting ("Stock Exchange Mechanism") notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI Circular CFD/DCR2/CIR/ P/2016/131 dated December 9, 2016 and the SEBI Circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021,including any amendments or statutory modifications for the time being in force ("SEBI Circulars"). The Buy-back will be implemented in accordance with the Act read with the rules framed there under, to the extent applicable, the SEBI Buy-back Regulations and on such terms and conditions as may be deemed fit by the Company.

- DETAILS OF THE SHAREHOLDING AND TRANSACTIONS OF THE PROMOTERS. MEMBERS OF THE PROMOTER GROUP, DIRECTORS OF PROMOTERS/MEMBERS OF THE PROMOTER GROUP, DIRECTORS, KEY MANAGERIAL PERSONNELAND PERSON IN CONTROL OF THE COMPANY, IN THE EQUITY SHARES OF THE COMPANY
- The aggregate shareholding of (i) promoters, members of the promoter group ("Promoter Group") and persons in control of the Company; (ii) the directors/partners/trustees of the Promoter and Promoter Group of the Company; and (iii) directors and key managerial personnel of the Company as on the Board Meeting Date / date of Postal Ballot Notice, i.e., Monday, November 06, 2023 and on the date of the Public Announcement i.e.
 - Aggregate shareholding of the Promoter, Promoter Group and persons in control of the Company is as

S. No.	Name of the Shareholder	No. of Equity Shares held	% of Shareholding
1.	Alka Mukund Kulkarni	68,95,352	48.26
2.	Suresh Gunwant Fegde	35,52,164	24.86
3.	Mukund Narayan Kulkarni	100	Negligible
4.	Ajinkya Mukund Kulkarni	100	Negligible
5.	Jayant Suresh Fegde	100	Negligible
6.	Aditya Mukund Kulkarni	8	Negligible
7.	Reshma Jayant Fegde	8	Negligible
7-75	TOTAL	1,04,47,832	73.12

- Aggregate shareholding of the directors/partners/trustees of the Promoter and Promoter Group of the Company, where the Promoter and Promoter Group is a company as on the Board Meeting Date / date of Postal Ballot Notice, i.e., Monday, November 06, 2023 and on the date of the Public Announcement i.e. December 11, 2023: Not Applicable, as all the Promoters and Promoter Group of the Company are
- Aggregate Shareholding of the directors and key managerial personnel of the Company as on the Board Meeting Date / date of Postal Ballot Notice, i.e., Monday, November 06, 2023 and on the date of the Public Announcement i.e. December 11, 2023:

S. No.	Name of the Shareholder	Designation	No. of Equity Shares held	% of Shareholding
1.	Alka Mukund Kulkarni	Non-Executive Director	68,95,352	48.26
2.	Suresh Gunwant Fegde	Whole Time Director	35,52,164	24,86
3,	Mukund Narayan Kulkarni	Managing Director	100	Negligible
4.	Jayant Suresh Fegde	Non-Executive Director	100	Negligible
5.	Sunilkumarsatyanarain Dayama	Non-Executive Independent Director	1070	- 07
6.	Sanjay Ramchandra Bhargave	Non-Executive Independent Director	13.7	
7.	Pawan Mahajan	Company Secretary & Compliance Officer) 2	82
8.	Suresh Jagdale	ChiefFinancial Officer	Year	1/2
		TOTAL	1,04,47,716	73.12
2.	No Equity Shares of the Company	were either purchased or sold (either throug	h the stock exch	ange or off mark

- transactions) by the Promoter and Promoter Group, directors of the Promoter Company and persons who are in control of the Company, Directors and Key Managerial Personnel of the Company, during a period of six months preceding the date of the Board Meeting Date/date of Postal Ballot Notice, i.e. Monday, November 06, 2023, and from the date of the Board Meeting till the date of this Public Announcement i.e. December 11, 2023.
- The maximum and minimum price at which purchases and sales referred at point 7.2 above were made along with INTENTION OF THE PROMOTERS, MEMBERS OF THE PROMOTER GROUP AND
- PERSONS IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES IN THE BUY-BACK
- In terms of the SEBI Buy-back Regulations, under the tender offer route, the promoters, members of the promoter group and persons in control of the Company have an option to participate in the Buy-back. In this regard, Alka Mukund Kulkarni and Suresh Gunwant Fegde, the Promoters of the Company have expressed their intention to participate in the Buy-back vide their letter(s) dated November 03, 2023 and may tender, based on its entitlement up to an aggregate maximum of 6,00,000 Equity Shares, as disclosed below, or such lower number of Equity response received in the Buy-back, as a result of the extinguishment of equity shares which will lead to reduction Shares, in accordance with the provisions of the SEBI Buy-back Regulations or permitted under the applicable

S. No.	Name of the Promoter Shareholder	Maximum Number of Equity Shares intended to be offered in the Buy-back
10	Alka Mukund Kulkarni	4,00,000
2.	Suresh Gunwant Fegde	2,00,000
	TOTAL	6,00,000

Since the entire shareholding of Alka Mukund Kulkarni and Suresh Gunwant Fegde, who intend to participate in the Buy-back is in dematerialised form, the details of the date and price of acquisition/sale of the Equity Shares by them is set out below:

No. of Shares

Face Transaction Transaction Cumulative

acquired/(sold) Value (₹) Price (₹) Value (₹) No. of Shares

Alka Mukund Kulkarni Date of Nature of

Transaction

		CONTROL DE LA CO	CO. L. C.	1 1 C C 1 2 C C C C C C C C C C C C C C	1,000,000,000,000,000		
0.	March 25, 2014	Preferential Allotment	50,000	10	10	5,00,000	50,000
b.	Oct 27, 2014	Transfer	(1)	10	10	10	49,999
ei	June 08, 2015	Acquisition of shares by way of Transfer of shares	8,11,942	10	10	81,19,420	8,61,941
d.	Sept 01, 2015	Transfer	(1)	10	10	10	8,61,940
e.	June 21, 2016	Transfer	(1)	10	10	10	8,61,939
f.	Nov 12, 2018	Transfer	(1)	10	10	10	8,61,938
g	Aug 29, 2019	Acquisition of share by way of Transfer of shares	4	10	10	40	8,61,942
h.	Sept 19, 2019	Bonus in the ratio of 7:1 i.e.,7 Equity Shares for every 1 Equity Share held	60,33,594	10	528	(C)	68,95,536
i.	Oct 10, 2019	Acquisition of shares by way of Transfer of shares	16	10	10	160	68,95,552
j.	Nov 15, 2019	Transfer	(200)	10	10	2,000	68,95,352

way of Transfer of shares

Nov 15, 2019

S. No.	Date of Transaction	Nature of Transaction	No. of Shares acquired/(sold)	Face Value (₹)	Transaction Price (₹)	Transaction Value (₹)	Cumulative No. of Shares
а.	Aug 14, 2006	Subscriber to MOA	3,400	10	10	34,000	3,400
b.	March 29, 2009	Business Takeover	4,40,633	10	10	44,06,330	4,44,033
c.	Nov 21, 2012	Transfer	(2)	10	10	20	4,44,031
d.	Oct 10, 2013	Transfer	(2)	10	10	20	4,44,029
e.	June 08, 2015	Acquisition of share by way of Transfer of shares	3	10	10	30	4,44,032
f.	June 23, 2015	Transfer	(1)	10	10	10.	4,44,031
g.	April 05, 2016	Transfer	(2)	10	10	20	4,44,029
h.	Aug 29, 2019	Acquisition of shares by way of Transfer of shares	2	10	10	20	4,44,031
0.000	Sept 19, 2019	Bonus in the ratio of 7:1 i.e.,7 Equity Shares for every 1 Equity Share held	31,08,217	10			35,52,248
j.	Oct 10, 2019	Acquisition of shares by	16	10	10	160	35,52,264

10

(100)

- The Buy-back will not result in any benefit to the promoters, members of the promoter group and persons in control of the Company or any Directors and Key Managerial Personnel of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as equity shareholders of the Company and the change in their shareholding as per the response received in the Buy-back, as a result of the extinguishment of equity shares which will lead to reduction in the equity share capital of the company post Buy-back.
- The Buy-back would be subject to the condition of maintaining Minimum Public Shareholding requirements as specified in Regulation 38 of SEBI (LODR) Regulations, 2015, as amended. Any change in the Voting Rights of the Promoters of the Company pursuant to completion of Buy-back will not result in any change in control over
- the Company NO DEFAULTS

of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE SEBI BUY-

The Company confirms that there are no defaults subsisting in the repayment of deposits, interest payment

thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment

- **BACK REGULATIONS AND THE ACT**
- all the equity shares of the Company are fully paid-up;
- the Company shall not issue and allot any Equity Shares or other specified securities including by way of bonus issue till the expiry of the buy-back period i.e. from the date of declaration of results of the Postal Ballot Resolution till the date on which the payment of consideration to shareholders who have accepted the buy-back offer is made in accordance with the Act and the SEBI Buy-back Regulations ("Buy-back Period");

the Company, as per the provisions of Section 68(8) of the Act, shall not make any further issue of the same

kind of Equity Shares or other securities including allotment of new equity shares under Section 62(1)(a) or

- other specified securities within a period of 6 (six) months after the completion of the Buy-back except by way of bonus shares or Equity Shares issued in order to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into unless otherwise as may be specifically permitted under any relaxation circular issued by SEBI, as per
- Regulation 24(i)(f) of the SEBI Buy-back Regulations, the Company shall not raise further capital for a period of one year from the expiry of the Buy-back Period i.e. the date on which the payment of consideration to shareholders who have accepted the buy-back offer is made except in discharge of subsisting obligations; the Company shall not buy-back its Equity Shares or other specified securities from any person through
- negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buy-back; the aggregate amount of the Buy-back i.e. up to ₹ 3,60,00,000/- (Rupees Three Crore Sixty Lakhs only) does
- not exceed 25% of the total paid-up capital, securities premium account and free reserves of the Company as per the audited standalone and consolidated financial statements of the Company for the half year ended September 30, 2023;
- the number of Equity Shares proposed to be purchased under the Buy-back i.e. 6,00,000 (Six Lakhs) Equity Shares does not exceed 25% of the total number of Equity shares in the total paid-up equity capital of the Company as on Financial Year ended March 31, 2023; there are no pending schemes of amalgamation or compromise or arrangement pursuant to the Act
- ("Scheme") involving the Company, and no public announcement of the Buy-back shall be made during pendency of any such Scheme; the Company shall not make any further offer of buy-back within a period of one year reckoned from the expiry of the Buy-back Period;
- the Company shall not withdraw the Buy-back offer after the letter of offer is filed with the SEBI or the public announcement of the offer of the Buy-back is made; the Company shall comply with the statutory and regulatory timelines in respect of the Buy-back in such
- manner as prescribed under the Act and/or the SEBI Buy-back Regulations and any other applicable laws; the Company shall not utilize any borrowed funds, whether secured or unsecured, of any form or nature, from banks or financial institutions for the purpose of buying back its Equity Shares tendered in the Buy-back;
- the Company shall not directly or indirectly purchase its own Equity Shares through any subsidiary
- company including its own subsidiary companies, or through any investment company or group of the Company shall earmark and make arrangements for adequate sources of funds for the purpose of the
- Buy-back in accordance with the SEBI Buy-back Regulations;
- the company is in compliance with the provisions of Section 92, 123, 127 and 129 of the Act; the Company will ensure consequent reduction of its share capital post Buy-back and the Equity Shares
- bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the SEBI Buy-back Regulations and the Act within the specified timelines;
- there are no defaults (either in past or subsisting) in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any shareholder or financial institution or banking company, as the case may be;
- the Company will not buy-back Equity Shares which are locked-in or non-transferable until the pendency of such lock-in or until the time the Equity Shares become transferable, as applicable;
- the consideration for the Buy-back shall be paid by the Company only in cash;
- the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buy-back shall be less than or equal to 2:1 of its paid-up capital and free reserves based on the audited standalone and consolidated financial statements of the Company as on half year ended September 30, 2023 respectively, as prescribed under the Act and the SEBI Buy-back Regulations;
- the Company shall transfer from its free reserves or securities premium account and/or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited standalone and consolidated financial statements of the Company for the half year ended September 30, 2023;
- the Buy-back shall not result in delisting of the Equity Shares or other specified securities from BSE Limited ("Stock Exchange");
- the Buy-back would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations and under the Securities Contracts (Regulation) Rules, 1957, as amended:
- as per Regulation 24(i)(e) of the SEBI Buy-back Regulations, the promoters and members of promoter group, and their associates shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters and members of promoter group) from the date of this resolution till the closing of the
- the Buy-back will not be in contravention of Regulation 4(vii) of SEBI Buy-back Regulations, i.e. the Company has not made the offer of Buy-back within a period of one year reckoned from the date of expiry of buy-back period of the preceding offer of buy-back; and
- the Company shall not undertake the Buy-back unless it has obtained the prior consent of its lenders in case of breach of any covenant with such lenders;
- CONFIRMATIONS FROM THE BOARD OF DIRECTORS OF THE COMPANY
- As required under clause (x) of Schedule I in accordance with Regulation 5(iv)(b) of the SEBI Buy-back Regulations, the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed an opinion that:
- immediately following the date of board meeting, being November 06, 2023 ("Board Resolution") and the date on which the result of the shareholders' resolution passed by way of postal ballot will be declared ("Shareholder Resolution") approving the Buy-back, there will be no grounds on which the Company could be found unable to
- · as regards the Company's prospects for the year immediately following date of the Board Resolution as well as the date of the Shareholder Resolution, having regard to 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 I (one) year from the date of the Board Resolution or the Shareholder Resolution; and
- . in forming the aforementioned opinion, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company was being wound up under the provisions of the Act or Insolvency and Bankruptcy Code, 2016 (to the extent notified).
- REPORT BY THE COMPANY'S STATUTORY AUDITOR

The text of the report dated November 06, 2023 received from M/s. S. R. Rahalkar & Associates, Chartered Accountants, the Statutory Auditor of the Company ("Auditor's Report") addressed to the Board is reproduced below:

Quote

INDEPENDENT AUDITOR'S REPORT ON THE PROPOSED BUY BACK OF EQUITY SHARES PURSUANT TO THE REQUIREMENTS OF SECTION 68 AND SECTION 70 OF THE COMPANIES ACT, 2013 AND CLAUSE (XI) OF SCHEDULE I OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018 AS AMENDED

35,52,164

1,000

Board of Directors, SM Auto Stamping Limited

J-41, MIDC Ambad, Nashik, Maharashtra-422010. Dear Sir/Madam,

Re: Statutory Auditor's Report in respect of proposed buyback of equity shares by SM Auto Stamping Limited (the "Company") pursuant to the requirements of the Companies Act, 2013 ("the Act") and Clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy- Back of Securities) Regulations, 2018, as amended ("the Buyback Regulations")

- This Report is issued in accordance with the terms of our engagement letter dated Friday 3st November 2023 with SM Auto Stamping Limited ("the Company").
- The Board of Directors of the Company have approved a proposal for buyback of Equity Shares by the Company at its Meeting held on Monday the 06th November 2023, in pursuance of the provisions of Sections 68, 69 and 70 of the Act and the Buyback Regulations.
- We have been requested by the Management of the Company to provide a report on the accompanying "Statement of Permissible Capital Payment as on September 30, 2023" ('Annexure A') (hereinafter referred to as the "Statement"). This Statement has been prepared by the Management, which we have initiated for the purposes of identification only.

Management's Responsibility; The preparation of the Statement in compliance with Section 68(2)(c) of the Act and Regulation 4(i) of the

- Buyback Regulations and the compliance with the Buyback Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal controls 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. The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to
- form an opinion that the Company will be able to pay its debts from the date of board meeting approving the Buyback of its equity shares i.e. Monday the 06° November 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 board meeting at which the proposal for buyback was approved by the Board of Directors of the Company and informing 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 Act or the Insolvency and Bankruptcy Code 2016. As the Buyback Regulations and the Act do not define the term "insolvent", the Company has applied the guidance provided in paragraph 10 of AS 1, Disclosure of Accounting Policies, which relate to the assessment of the Company's ability to continue as a going concern for a period of one year from Monday the 06th November 2023.
- The Management of the Company is also responsible for ensuring that the Company complies with the requirements of the SEBI Buyback Regulations and the Companies Act. Contd. to Next Page ..

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audited standalone and consolidated financial statements.

Auditor's Responsibility:

- Pursuant to the requirements of the Buyback Regulations, it is our responsibility to provide a reasonable
 - statements as at September 30, 2023; the amount of permissible capital payment as stated in Annexure A, has been properly determined

we have inquired into the state of affairs of the Company in relation to the half yearly audited financial

- considering the half yearly audited financial statements as at September 30, 2023 in accordance with Section 68(2)(c) of the Act and Regulation 4(i) of the Buyback Regulations; and the Board of Directors of the Company, in their Meeting held on Monday the 06th November 2023 have
- formed the opinion as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent (as defined in management responsibility above) within a period of one year from the aforesaid date with regard to the proposed buyback are declared. The half yearly audited financial statements referred to in paragraph 7 above, have been audited by us, on which
- we have issued an unmodified audit opinion in our report dated 06th November 2023. We conducted our audit of the half yearly financial statements in accordance with the Standards on Auditing specified under Section 143(10 of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants o India ('the ICAI'). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audit was not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.
- 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: Examined that the amount of permissible capital payment for the buy back as detailed in Annexure A is in
- accordance with the Section 68(2)(c) of the Act and Regulation 4(i) of the Buyback Regulations; and Inquired into the state of affairs of the Company with reference to the audited financial statements as at
- September 30, 2023; Traced the amounts of paid-up equity share capital, retained earnings and general reserves as mentioned in Annexure A from the audited financial statements as at September 30, 2023;
- Verified the arithmetical accuracy of the amounts mentioned in Annexure A:
- Examined authorization for buy back from the Articles of Association of the Company, approved by Board (v)
- of Directors in its meeting held on Monday the 06th November 2023.
- Examined that the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up capital and free reserves based on the audited financial statements of the Company as on September 30, 2023; (vii) Examined that all shares for buy-back are fully paid-up;

(viii) Examined Director's declarations for the purpose of buy back and solvency of the Company; and

- Inquired if the Board of Directors, in its meeting held on Monday the 06° November 2023, has formed the
- opinion as specified in Clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting. Obtained necessary representations from the management of the Company;

"Guidance Note") and Standards on Auditing specified under Section 143(10) of the Act, in so far as applicable for

Related Services Engagements, issued by the ICAI. Further our examination did not extend to any other parts and

- the purpose of this certificate. 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. 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
- We have no responsibility to update this report for events and circumstances occurring after the date of this report.

Opinion:

aspects of a legal or proprietary nature in the aforesaid Buyback.

- Based on inquiries conducted and our examination as above, we report that:
 - We have inquired into the state of affairs of the Company in relation to its half yearly audited financial statements as at and for the year ended September 30, 2023, which have been approved by the Board of Directors of the Company on Monday the 06th November 2023...
 - The amount of permissible capital payment towards the proposed buyback of equity shares as computed in the Statement attached herewith, as Annexure A, in our view has been properly determined in accordance with Section 68(2)(c) of the Act and Regulation 4(i) of Buyback Regulation. The amounts of share capita and free reserves used in the computation of permissible capital payment have been accurately extracted from the audited financial statements of the Company as at and for the half year ended September 30, 2023.
 - formed their opinion as specified in clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company having regard to its state of affairs, will not be rendered insolvent (as defined in management responsibility above) within a period of one year from the aforesaid date i.e. Monday the 06th November 2023.

The Board of Directors of the Company, at their meeting held on Monday the 06th November 2023 have

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.

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

Place: Nashik

Date: 06th November 2023

proposed buyback of equity shares of the Company as mentioned in paragraph 5 above, (ii) to enable the Board of Directors of the Company to include in the public announcement and other documents pertaining to buyback to be filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges, and any other regulatory authority as per applicable law; and (b) the Central Depository Services (India) Limited, National Securities Depository Limited; and (c) can be shared with the Merchant Bankers in connection with the proposed buyback of equity shares of the Company for onward submission to relevant authorities in pursuance to the provisions of Section 68 and other applicable provisions of the Act and the Buyback Regulations, and may not be suitable for any other purpose. This report should not be used for any other purpose without our prior written consent

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 certificate is shown or into whose hands it may come without our prior consent in writing.

For S.R. RAHALKAR & ASSOCIATE:

CHARTERED ACCOUNTANTS Firm Registration No.108283W

> S.R. Rahalkar Partner

Membership Number-014509

Annexure A - Statement of Permissible Capital Payment

Computation of amount of permissible capital payment towards buyback of equity shares in accordance with Section 68(2)(c) of the Companies Act, 2013 ("the Act") and Regulation 4(i) of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended, based on half yearly audited financial statements as at and for the year ended September 30, 2023.

20,000,000		INR in Laki
	Particulars	Amount
(A)	Paid up Equity Share Capital as on 30° September, 2023. (14287832 fully paid up Equity Shares of INR 10/- each)	1428.78
(B)	Free reserves*	
	Security premium	243.80
	Reserves	112.07
	Surplus	172.37
Total Fre	e Reserves	528.24
Total of P	aid-up Equity Share Capital and Free Reserves (A+B)	1957.02
the Act an	n amount permissible for buyback under Section 68(2)(c) of ad Regulation 4(i) of the SEBI Buyback Regulations (25% of the se Paid up Equity Share Capital and Free Reserves)	489.26
	pproved by the board of directors subject to approval of shareholders yback in the meeting held on Monday 6° November 2023	360.00

* Free Reserves as defined in Section 2(43) of the Companies Act, 2013 read along with Explanation II provided

in Section 68 of the Companies Act, 2013 as Amendea For and on behalf of Board of Directors of	For S.R. RAHALKAR & ASSOCIATES
SM Auto Stamping Limited	CHARTEREDACCOUNTANTS
(Formerly known as S M	Firm Registration No.108283W
Auto Stamping Private Limited)	
Pawan Mahajan	S.R. Rahalkar
Company Secretary	Partner
Membership Number-65674	Membership Number-14509
	UDIN: 23014509BGUQTR7305
Date:06/11/2023	Part .
Place: Nashik	

Unquote

PRIOR APPROVALS FROM LENDERS

As on the date this Public Announcement, the Company has obtained certain financing arrangements borrowings with banks, financial institutions and other entities ("Lenders"). The Company has obtained such approvals as may be required from the lenders pursuant to the provisions of such facilities

RECORD DATE AND SHAREHOLDER ENTITLEMENT

- 14.1. As required under the SEBI Buy-back Regulations, the Company has fixed Friday, December 22, 2023 as the record date ("Record Date") for the purpose of determining the entitlement and the names of the Eligible Shareholders, who will be eligible to participate in the Buy-back.
- 14.2. As per the SEBI Buy-back Regulations and such other circulars or notifications, as may be applicable, the Eligible Shareholders as on the Record Date will receive a Letter of Offer along with a Tender Form including Form SH-4, as applicable, ("Letter of Offer") indicating the entitlement of the Eligible Shareholder for participating in the Buy-back. Even if the Eligible Shareholder does not receive the Letter of Offer, the Eligible Shareholder may participate and tender Equity Shares in the Buy-back.
- 14.3. As required under the SEBI Buy-back Regulations, the dispatch of the Letter of Offer shall be through electronic mode only, within two (2) working days from the Record Date and that if any shareholder requires a physical copy of the Letter of Offer, a request has to be sent to the Company or Registrar to the Buy-back and the same shall be
- 14.4. The Equity Shares to be bought back as a part of the Buy-back is divided in two categories: (a) reserved category for small shareholders (defined below); and (b) general category for all other eligible shareholders.
- As defined in Regulation 2(i)(n) of the SEBI Buy-back Regulations, a "Small Shareholder" is a shareholder of the Company who holds Equity Shares having market value, on the basis of closing price of such Equity Shares on stock exchange as on Record Date, is not more than ₹2,00,000 (Indian Rupees Two Lakh only).
- 14.6. In accordance with the proviso to Regulation 6 of the SEBI Buy-back Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buy-back or number of Equity Shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the small shareholders as part of this Buy-back. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder".
- Based on the shareholding on the Record Date, the Company will determine the entitlement of each eligible shareholder, including small shareholders, to tender their Equity Shares in the Buy-back. This entitlement for each eligible shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buy-back applicable in the category to which such shareholder belongs. The final number of Equity Shares the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. The Company shall accept all the Equity Shares validly tendered in the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date. Accordingly, the Company may not purchase all of the Equity Shares tendered by the Eligible Shareholders
- in the Buy-back. 14.8. In accordance with Regulation 9(ix) of the SEBI Buy-back Regulations, in order to ensure that the same Eligible Shareholder with multiple demat accounts/ folios does 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 their entitlement under the Buy-back. 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 Equity Shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available the Registrar to the Buy-back 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 and transfer agent 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 bodybroker" 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.
- After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category
- 14.10. Shareholders' participation in Buy-back will be voluntary. Shareholders holding Equity Shares of the Company can choose to participate and receive cash in lieu of Equity Shares accepted under the Buy-back, or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buy-back, without any additional investment. Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Shareholders holding Equity Shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to nonparticipation of some other shareholders, if any,
- 14.11. If the Buy-back entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buy-back.
- 14.12. The maximum tender under the Buy-back by any shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that
- The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in SEBI Buy-back Regulations. The settlement of the tenders under the Buy-back will be done using the Stock Exchange Mechanism notified by SEBI vide the
- 14.14. The Buy-back from shareholders who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indian, etc., shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed there under and such approvals shall be required to be taken by such non-resident shareholders themselves.
- 14.15. Detailed instructions for participation in the Buy-back (tender of Equity Shares in the Buy-back) as well as the relevant timetable will be included in the Letter of Offer which will be sent through email along with the tender form in due course to the shareholders holding Equity Shares of the Company as on the Record Date, who have their email IDs registered with the Company/Registrar and Transfer Agent to the Company/ Depository However, on receipt of a request by the Company/Manager to the Buy-back or Registrar to the Buy-back to receive a copy of Letter of Offer in physical format from such Shareholder (to whom Letter of Offer and tender form were emailed), the same will be sent physically. For all the remaining Shareholders who do not have their email IDs registered with the Company/ Registrar and Transfer Agent/ Depository, the Letter of Offer along with tender form will be sent physically.

PROCESS AND METHODOLOGY FOR THE BUY-BACK

- The Buy-back is open to all eligible shareholders/beneficial owners of the Equity Shares of the Company, holding Equity Shares either in physical form ("Physical Shares") or in the dematerialized form ("Demat Shares") on We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and the Record Date. Certificates for Special Purposes (Revised 2016), issued by the Institute of Chartered Accountants of India (the
 - The Buy-back shall be implemented using the Stock Exchange Mechanism notified by SEBI vide the SEBI Circulars and in accordance with the procedure prescribed in the Act and the SEBI Buy-back Regulations and as may be determined by the Board and on such terms and conditions as may be permitted by law from time to time.
 - For implementation of the Buy-back, the Company has appointed Choice Equity Broking Private Limited as the registered broker to the Company ("Company Broker") to facilitate the process of tendering of Equity Shares through the Stock Exchange Mechanism for the Buy-back and through whom the purchases and settlements on account of the Buy-back would be made by the Company. The contact details of the Company's Broker are as follows: Name: Choice Equity Broking Private Limited

Address: Choice House, Sunil Patodia Tower, J B Nagar, Andheri (East), Mumbai-400099, Maharashtra, India; Contact Person: Mr. Jeetender Joshi (Senior Manager);

Tel.No.:+9122-67079999 (Ext. 832); E-mail ID: jeetender.joshi@choiceindia.com; Website: www.choiceindia.com

Investor Grievance Email ID: ig@choiceindia.com; SEBI Registration No: 1NZ000160131

- The Company will request BSE Limited ("BSE"), being the designated stock exchange ("Designated Stock Exchange"), to provide a separate window ("Acquisition Window") to facilitate placing of sell orders by the Eligible Shareholders who wish to tender their Equity Shares in the Buy-back. The details of the Acquisition Window will be as specified by BSE from time to time.
- through the Company's Broker. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by the Eligible Shareholders through their respective stock-brokers ("Shareholder Broker") during normal trading hours of the secondary market. The Shareholder Broker can enter orders for Demat Shares as well as Physical Shares. 15.6. In the event the Shareholder Broker(s) of any Eligible Shareholder is not registered with BSE as a trading member/ stock-broker, then that Eligible Shareholder can approach any BSE registered stock broker and can register

At the beginning of the tendering period, the order for buying Equity Shares will be placed by the Company

- themselves by using quick unique client code ("UCC") facility through the BSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law) In case the Eligible Shareholders are unable to register using UCC facility through any other BSE registered broker, Eligible Shareholders may approach Company's Broker i.e., Choice Equity Broking Private Limited to place their bids, subject to completion of KYC requirements as required by the Company's Broker. Eligible Shareholders will have to tender their Equity Shares from the same demat account in which they were holding such Equity Shares as on the Record Date, and in case of multiple demat accounts, 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 Equity Shares may be accepted subject to appropriate verification and validation by the Registrar to the Buy-back. Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed
- during the tendering period of the Buy-back. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance. 15.9. The cumulative quantity tendered shall be made available on the website of BSE (www.bseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.
- 15.10. Further, the Company will not accept Equity Shares tendered for Buy-back which are under restraint order of the court or any other competent authority 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
- 15.11. In accordance with Regulation 24(v) of the Buyback Regulations, the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or until such Equity Shares become transferable.

UDIN: 23014509BGUQTR7305 15.12. Procedure to be followed by Equity Shareholders holding Equity Shares in the dematerialised form: a) Eligible Shareholders who desire to tender their demat shares under the Buy-back would have to do so

- through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares they intend to tender under the Buy-back. 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 Buy-back using the Acquisition Window of the Designated Stock Exchange (BSE). For further details, Eligible Shareholders may refer to the circulars issued by BSE and Indian Clearing Corporation Limited ("Clearing Corporation")
- c) The relevant details and the settlement number under which the lien will be marked on the Equity Shares tendered for the Buy-back shall be informed in a separate circular that will be issued by the Designated Stock Exchange and/or the Clearing Corporation.
- The lien shall be marked by the Shareholder Broker in demat account of the Eligible Shareholders for the Equity Shares tendered in the Buy-back. The details of the shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the depositories to the Clearing Corporation. In case, the demat account of the Eligible Shareholders is held in one depository and clearing member pool and clearing corporation account is held with other depository, the Equity Shares tendered under the Buy-back shall be blocked in the shareholders demat account at the source depository during the tendering period. Inter Depository Tender Offer ("IDT") instruction shall be initiated by the Eligible Shareholder at source depository to clearing member pool/ clearing corporation account at target depository. Source depository shall block the Eligible Shareholder's securities (i.e., transfers from free balance to blocked balance) and sends IDT message to target depository for confirming creation of lien. Details of 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 shares, early pay-in is mandatory prior to confirmation of order/ bid by custodian participant. The custodian participant shall either confirm or reject the orders no later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- f) Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip ("TRS" generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/ bid has been placed. TRS will contain details of order submitted like bid ID number, application number, DP ID, Client ID, number of Equity Shares tendered etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.
- g) It is clarified that in case of demat shares, submission of the tender form and TRS is not mandatory. After the receipt of the demat shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buy-back shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat
- h) Eligible shareholders who have tendered their demat shares in the buy-back shall also provide all relevant documents, which are necessary to ensure transferability of the demat shares in respect of the tender form to be sent. Such documents may include (but not be limited to): (i) duly attested power of attorney, if any person other than the eligible shareholder has signed the tender form; (ii) duly attested/notarized copy of death certificate and succession certificate/ legal heirship certificate or probated will, in case any eligible shareholder is deceased, or court approved scheme of merger/amalgamation for a company; and (iii) in case of companies, the necessary certified corporate authorizations (including board and/ or general meeting
- i) The Eligible Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated buy-back decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of buy-back of shares by the Company. In the event if any equity shares are tendered to Clearing Corporation, excess dematerialized equity shares or unaccepted dematerialized equity shares, if any, tendered by the eligible shareholders would be returned to them by the respective Clearing Corporation. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the eligible shareholder. On the date of the settlement, in case of Custodian Participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be returned to the respective custodian depository pool

15.13. Procedure to be followed by registered Equity Shareholders holding Equity Shares in the Physical Form:

- a) In accordance with SEBI Circular No.SEBI/HO/CFD/CMD1/CIR/P/ 2020/144, dated July 31, 2020. shareholders holding shares in physical form are allowed to tender such shares in a buy-back undertaken through tender offer route. However, such tendering shall be as per the provisions of the SEBI Buy-back Regulations and terms of Letter of Offer.
- Eligible Shareholders who are holding physical shares and intend to participate in the Buy-back will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (a) 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 shares), (b) original share certificate(s), (c) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (d) self-attested copy of PAN Card(s) of all Eligible Shareholders, (e) any other relevant documents such as power of attorney, corporate authorization (including board resolution/ specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhaar card, voter identity card or passport.
- Based on aforesaid documents, the concerned Shareholder Broker shall place an order/bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the acquisition window of BSE. Upon placing the bid, the Shareholder broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio number, certificate number, distinctive number, number of Equity Shares tendered, etc.
- d) Any Shareholder Broker/ Eligible Shareholder who places a bid for physical shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buy-back (at the address mentioned at paragraph 18 below) on or before the Buy-back closing date. The envelope should be superscribed as "SM Auto Stamping Limited Buy-back Offer 2023" One copy of the TRS will be retained by the Registrar to the Buy-back and it will provide acknowledgement of the same to the Shareholder Broker.

- The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buy-back by the Company shall be subject to verification as per the SEBI Buy-back Regulations and any further directions issued in this regard. The Registrar to the Buy-back will verify such bids based on the documents submitted on a daily basis and till such verification, BSE shall display such bids as 'unconfirmed physical bids'. Once Registrar to the Buy-back confirms the bids, they will be treated as 'confirmed bids'.
- In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buy-back before the closure of the tendering period
- g) An unregistered shareholder holding physical shares may also tender their Equity Shares in the Buy-back by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of their PAN Card and of the person from whom they have purchased shares and other relevant documents as required for transfer, if any. In the tendering process, the Shareholder's Broker may also process the orders received from the Eligible Shareholders.
- Participation in the Buy-back by the Eligible Shareholders will be subject to tax on distributed income to such shareholders ("Buy-back Tax") in India and such tax obligation is to be discharged by the Company as per the procedure laid down in the applicable provisions of the Income Tax Act, 1961 read with applicable rules framed thereunder. However, in case of non-resident shareholders, this may be subject to capital gains taxation in hands of the shareholders in their respective tax jurisdiction. The transaction of the Buy-back would also be chargeable to securities transaction tax in India. Any consideration received by Eligible Shareholders pursuant to the Buy-back of shares will not be included in the total taxable income of such shareholders. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buy-back.
- The Buy-back from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt / provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the RBI under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any,
- The reporting requirements for non-resident shareholders under RBI, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Seller Member through which the Eligible Shareholder places the bid.

METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per the SEBI Buy-back Regulations:

- The settlement of trades shall be carried out in the manner similar to settlement of trade(s) in the secondary market.
- The Company will pay the consideration to the Company Broker, which will transfer the consideration pertaining to the Buy-back to the Clearing Corporation's bank account(s) as per the prescribed schedule. The settlement of fund obligation for demat shares shall be affected as per the SEBI Circulars and as prescribed by BSE and Clearing Corporation from time to time. For demat shares accepted under the Buy-back, such beneficial owners will receive funds payout in their bank account as provided by the depository system directly to the Clearing Corporation. If Eligible Shareholders' bank account details are not available or if the funds transfer instruction is rejected by the RBI/ the concerned bank(s), due to any reason, then the amount payable to the concerned shareholders will be transferred to the settlement account of the Shareholder Broker for onward transfer to such Eligible Shareholders.
- iii. For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Shareholder broker's settlement accounts for releasing the same to the respective Eligible
- iv. In case of certain Eligible Shareholders viz., NRIs, non-residents etc. (where there are specific RBI and other regulatory requirements pertaining to funds payout) who do not opt to settle through custodians, the funds payout would be given to their respective Shareholder Broker's settlement accounts for releasing the same to the respective Eligible Shareholder's account. For this purpose, the client type details would be collected from the depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the BSE and the Clearing Corporation from time to time.
- 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 Buy-back. On receipt of the same, Clearing Corporation will cancel lien on the excess or unaccepted blocked shares in the demat account of the shareholder. On the settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation.
- vi. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Shareholder Broker's depository pool account for onward transfer to the eligible
- vii. Any excess demat shares or unaccepted demat shares, if any, tendered by the eligible shareholders would be returned to them by the Clearing Corporation directly to the respective Eligible Shareholders' DP Account. In case of custodian participant orders, excess demat shares or unaccepted demat shares, if any, will be returned to the respective custodian depository pool account. 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 Buy-back. Post receiving the IDT message from target depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/ message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.
- viii. The Equity Shares bought back in demat form would be transferred directly to the demat account of the Company opened for the Buy-back ("Company Demat Escrow Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of BSE.
- ("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 Buy-back. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of buy-back of shares by the Company. Any excess physical Equity Shares pursuant to proportionate acceptance/rejection will be returned to the

The Eligible Shareholders of the demat shares will have to ensure that they keep the depository participant

Eligible Shareholder(s) directly by the Registrar to the Buy-back. The Company is authorized to split the

Equity Shares accepted under the Buy-back. The Company Broker would issue a contract note to the

- share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buy-back by the Equity Shareholders holding Equity Shares in the physical form. xi. The Shareholder Broker(s) would issue a contract note to their respective Eligible Shareholders for the
- xii. Eligible Shareholders who intend to participate in the Buy-back should consult their respective Shareholder Broker(s) for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) etc., that may be levied by the Shareholder Broker(s) upon the Eligible Shareholders for tendering Equity Shares in the Buy-back (secondary market transaction). The Buy-back consideration received by the Eligible Shareholders in respect of accepted Equity Shares could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company and the Manager to the Buy-back accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the
- xiii. The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders' sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Buy-back are completed.
- xiv. The Equity Shares lying to the credit of the Company Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the SEBI Buy-back Regulations.

COMPLIANCE OFFICER

Eligible Shareholders.

The Company has designated the following as Compliance Officer for the Buy-back ("Compliance Officer"):

Pawan Mahajan Company Secretary and Compliance Officer

ICSI Membership Number: A65674 SM Auto Stamping Limited

Registered Office: J-41, MIDC Ambad, Nashik-422010, Maharashtra, India

Corporate Office: C-13, MIDC Ambad, Nashik-422010, Maharashtra, India Tel. No.; +91-253 6621102; Fax: +91 253 6601444;

Company for the Equity Shares accepted under the Buy-back.

E-mail ID: companysccretary@smautostamping.com; Website: www.smautostamping.com; In case of any clarifications or to address investor grievance, the Eligible Shareholders may contact the Compliance Officer, during office hours i.e., from 10.00 a.m. to 5.00 p.m. on all working days except Saturday,

Sunday and public holidays a the above mentioned address. INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUY-BACK

Company has appointed the following as the Registrar to the Buy-back:



Bigshare Services Private Limited Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai-400093, Maharashtra, India. Tel No.: + 91 22 6263 8200 Fax: +91 22 6263 8299 E-mail ID: buybackoffer@bigshareonline.com;

Website: www.bigshareonline.com Investor Grievance E-mail ID: investor@bigshareonline.com Corporate Identification Number: U99999MH1994PTC076534 SEBI Registration No.: INR000001385 Contact Person: Maruti Eate

In case of any query, the Eligible Shareholders may contact the Registrar to the Buy-back, appointed as the Investor Service Centre for the purpose of the Buy-back, during office hours i.e., from 10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and public holidays a the above mentioned address.

MANAGER TO THE BUY-BACK

The Company has appointed the following as Manager to the Buy-back:



Saffron Capital Advisors Private Limited 605, Sixth Floor, Centre Point, Andheri-Kurla Road,

J. B. Nagar, Andheri (East), Mumbai - 400 059, Maharashtra, India. Tel. No.: +91 22 49730394

E-mail ID: buybacks@saffronadvisor.com Investor Grievance E-mail ID: investorgrievance@saffronadvisor.com

Website: www.saffronadvisor.com Corporate Identification Number: U67120MH2007PTC166711

SEBI Registration Number: INM000011211 Contact Person: Narendra Kumar Gamini / Satej Darde

DIRECTORS' RESPONSIBILITY As per Regulation 24(i)(a) of the SEBI Buy-back Regulations, the Board accepts full and final responsibility for all the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, etc., which may be issued in relation to the Buy-back, and confirms that the

will not contain any misleading information. For and on behalf of the Board of Directors of SM AUTO STAMPING LIMITED

Mukund Narayan Kulkarni	Suresh Gunwant Fegde	Pawan Mahajan
Sd/-	Sd/-	Sd/-
Chairman & Managing Director	Whole Time Director	Company Secretary & Compliance Officer
DIN: 00248797	D1N: 00248850	ICSI Membership Number: A65674

information in such documents contain and will contain true, factual and material information and does not and

Place: Nasihk Date: December 11, 2023