

March 26, 2021

**BSE Limited
Department of Corporate Services
P. J. Towers, 25th Floor, Dalal Street,
Mumbai- 400 001
Ref: 532509**

**National Stock Exchange of India Ltd
Exchange Plaza, C-1, Block-G,
Bandra Kurla Complex, Bandra (E)
Mumbai- 400 051
Ref: SUPRAJIT**

Dear Sir/Madam,

Sub: Letter of Offer for Buyback of Equity Shares

With reference to the captioned subject and in accordance with Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended, we are enclosing herewith a copy of the Letter of Offer which is being dispatched / sent to the Members.

Please take a note of the following schedule of activities in relation to the Buyback:

Buyback Opening Date	Thursday, April 08, 2021
Buyback Closing Date	Monday, April 26, 2021
Last date of receipt of completed Tender Forms and other specified documents including physical share certificates by the Registrar	Wednesday, April 28, 2021
Last date of completion of settlement by the Clearing Corporation of the Stock Exchange	Wednesday, May 05, 2021

Note: In the event last dates are mentioned for any of activities above, such activities may be undertaken on or before the dates mentioned.

The copy of Letter of Offer and Tender form will be made available on the website of the Company at www.suprajit.com

This is for your information and records.

Thanking you

Yours faithfully
For Suprajit Engineering Limited,


**Medappa Gowda J
CFO & Company Secretary**

Encl : As above



LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is being sent to you, as a registered Equity Shareholder(s) of Suprajit Engineering Limited (the “Company”) as on the Record Date in accordance with the provisions of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended from time to time (the “Buyback Regulations”). If you require any clarifications about the action to be taken, you may consult your stock broker or your investment consultant or the Manager to the Buyback Offer i.e. CapitalSquare Advisors Private Limited or the Registrar to the Buyback Offer i.e. Integrated Registry Management Services Private Limited. Please refer to the “Definitions of Key Terms” section of this Letter of Offer for the definitions of the capitalized terms used herein.



SUPRAJIT ENGINEERING LIMITED

Corporate Identification Number (CIN): L29199KA1985PLC006934

Registered Office: No.100 & 101, Bommasandra Industrial Area, Bengaluru, Karnataka, 560 099 India |

Tel. No.: +91 080-4342 1100

Contact Person: Mr. Medappa Gowda J, Company Secretary and Compliance Officer

E-mail: investors@suprajit.com | Website: www.suprajit.com

CASH OFFER FOR BUY-BACK OF UPTO 15,00,000 (FIFTEEN LAKHS ONLY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RE. 1/- EACH (“RUPEE ONE ONLY”) (“EQUITY SHARES”), REPRESENTING 1.07% OF THE TOTAL ISSUED & PAID UP EQUITY SHARE CAPITAL OF THE COMPANY, FROM ALL THE FULLY PAID-UP EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF THE EQUITY SHARES OF THE COMPANY AS ON THE RECORD DATE, I.E. MONDAY, FEBRUARY 22, 2021, ON A PROPORTIONATE BASIS, THROUGH THE “TENDER OFFER” ROUTE, AT A PRICE OF RS. 320/- (RUPEES THREE HUNDRED TWENTY ONLY) PER EQUITY SHARE FOR AN AGGREGATE AMOUNT OF UPTO RS. 48,00,00,000/- (RUPEES FORTY EIGHT CRORES ONLY) (THE “BUYBACK SIZE”).

- The Buy-back is in accordance with the provisions of Article 1 read with Clause 41 of Table ‘F’ of the Companies Act, 2013, Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act 2013, as amended from time to time (the “Companies Act”), including any statutory modification(s) or re-enactment thereof and applicable rules thereunder including the Companies (Share Capital and Debentures) Rules, 2014, as amended and the Buyback Regulations and is subject to receipt of such approvals, permissions, sanctions and exemptions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by statutory, regulatory or governmental authorities as may be required under applicable laws, including but not limited to the SEBI, Stock Exchanges, and which may be agreed to by the Board and/or any buyback committee thereof. For the purpose of this Buy-back, BSE Limited is the Designated Stock Exchange.
- The Buyback Size is 6.69% and 6.46% of the fully paid-up Equity Share capital and free reserves as per the standalone and consolidated audited financial statements of the Company, respectively, for the financial year ended March 31, 2020 (being the latest audited financial statements available as on the date of the Board meeting, held on Wednesday, February 10, 2021, approving the proposal of the Buy-back) and is within the statutory limits of 10% of the fully paid-up Equity Share capital and free reserves as per the standalone and consolidated audited financial statements of the Company, respectively, for the financial year ended March 31, 2020.
- A copy of the Public Announcement published and this Letter of Offer (including the tender form) is available on the website of the Company at www.suprajit.com and is also expected to be made available on the website of Securities and Exchange Board of India at www.sebi.gov.in.
- The Letter of Offer will be sent to the Eligible Shareholders as on the Record Date i.e. Monday, February 22, 2021 in accordance with Buyback Regulations and such other circulars or notifications as may be prescribed by SEBI, if applicable.
- The procedure for tendering and settlement is set out in paragraph 20 on page 35 of this Letter of Offer. The Form of Acceptance-cum-Acknowledgement (the “Tender Form”) is enclosed together with this Draft Letter of Offer.
- For mode of payment of consideration to the Eligible Shareholders, please refer to clause 20.27 on page 36 of this Letter of Offer.
- Eligible Shareholders are advised to read this Letter of Offer and in particular, refer to “Details of the Statutory Approvals” (paragraph 17 on page 30) and “Note on Taxation” (paragraph 21 on page 42) of this Letter of Offer, before tendering their Equity Shares in the Buy-back.

**BUY BACK OPENS ON: Thursday, April 08, 2021 BUY BACK CLOSES ON: Monday, April 26, 2021
LAST DATE/ TIME OF RECEIPT OF COMPLETED APPLICATION FORMS AND OTHER SPECIFIED
DOCUMENTS INCLUDING PHYSICAL SHARE CERTIFICATES BY THE REGISTRAR: Wednesday, April 28, 2021
BY 5:00 P.M. (IST)**

MANAGER TO THE BUYBACK

REGISTRAR TO THE BUYBACK



CAPITALSQUARE ADVISORS PRIVATE LIMITED
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CTS 70, Andheri (East), Mumbai- 400 093, Maharashtra,
India.
Tel: +91-22-668 49999/ +91 98742 83532
Fax: +91-22-668 49998
Website: www.capitalsquare.in
Email Id: tanmoy.banerjee@capitalsquare.in
[/mb@capitalsquare.in](mailto:mb@capitalsquare.in)
Contact Person: Mr. Tanmoy Banerjee
SEBI Registration No: INM000012219
CIN: U65999MH2008PTC187863

**INTEGRATED REGISTRY MANAGEMENT SERVICES
PRIVATE LIMITED**
30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru,
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Website: www.integratedindia.in
Email Id: gopi@integratedindia.in
Contact Person: Mr. J. Gopinath
SEBI Registration No: INR000000544
CIN: U65993TN1987PTC014964

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1. SCHEDULE OF ACTIVITIES FOR THE BUYBACK

Activity	Day & Date
Date of meeting of the Board of Directors approving the proposal for Buyback	Wednesday, February 10, 2021
Date of Public Announcement for the Buyback	Thursday, February 11, 2021
Date of publication of Public Announcement for the Buyback	Friday, February 12, 2021
Record Date for determining the Buyback Entitlement and the names of Eligible Shareholders	Monday, February 22, 2021
Buyback Opening Date	Thursday, April 08, 2021
Buyback Closing Date	Monday, April 26, 2021
Last date of receipt of completed Tender Forms and other specified documents including physical share certificates by the Registrar	Wednesday, April 28, 2021
Last date of verification of Tender Forms and other specified documents by the Registrar	Tuesday, May 04, 2021
Last date of intimation regarding Acceptance/Non-acceptance of tendered Equity Shares to the Stock Exchange by the Registrar	Tuesday, May 04, 2021
Last date of completion of settlement by the Clearing Corporation of the Stock Exchange	Wednesday, May 05, 2021
Last date of dispatch of share certificate(s) by Registrar / return of unaccepted demat shares by Stock Exchange to Shareholder Broker/Eligible Shareholders	Wednesday, May 05, 2021
Last date of Extinguishment of Equity Shares bought back	Wednesday, May 12, 2021

Note: In the event last dates are mentioned for any of activities above, such activities may be undertaken on or before the dates mentioned.

2. DEFINITION OF KEY TERMS

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

The words and expressions used in this Letter of Offer, but not defined herein shall have the meaning described to such terms under the Buyback Regulations, the Companies Act, the Depositories Act, 1996, and the rules and regulations made thereunder.

Acceptance	Acceptance of fully paid-up Equity Shares tendered by Eligible Shareholders in the Buyback Offer.
Acquisition Window	The facility for acquisition of Equity Shares through mechanism provided by the Designated Stock Exchange in the form of a separate window in accordance with the SEBI Circulars.
Additional Equity Shares	Additional Equity Shares tendered by an Eligible Shareholders over and above the Buyback Entitlement of such Eligible Shareholder, not exceeding the Equity Shares held by such Eligible Shareholder as on Record Date.
Articles/AOA	Articles of Association of the Company.
Board Meeting	Meeting of the Board of Directors held on Wednesday, February 10, 2021 approving the proposal For Buyback.
Board/ Board of Directors	Board of Directors of the Company (which term shall, include Buyback committee constituted and authorized by the Board pursuant to its resolution dated February 10, 2021 to exercise its powers, in connection with the Buyback).
BSE	BSE Limited.

Buyback Committee/Committee	A committee authorized by the Board (comprising Mr. K. Ajith Kumar Rai, Chairman, Mr. Mohan Srinivasan Nagamangala, Managing Director & Group CEO, Mr. Akhilesh Rai Director and Mr. Harish Hassan Visweswara, Director as Members of the Committee) pursuant to resolution passed by the Board on February 10, 2021 to exercise its certain powers in relation to the Buyback
Buyback Closing Date	Monday, April 26, 2021
Buyback Entitlement	The number of Equity Shares that an Eligible Shareholder is entitled to tender in the Buyback Offer, which is computed based on the number of Equity Shares held by such Eligible Shareholder as on the Record Date and the ratio of Buyback applicable in the Category to which such Equity Shareholder belongs.
Buyback Opening Date	Thursday, April 08, 2021
Buyback Price	Price at which Equity Shares will be bought back from the Eligible Shareholders i.e. Rs. 320/- (Rupees Three Hundred and Twenty Only) per fully paid up Equity Share, payable in cash.
Buyback Size	Number of Equity Shares proposed to be bought back (i.e. 15,00,000 Equity Shares) multiplied by the Buyback Price (i.e. Rs. 320/- per Equity Share) aggregating to Rupees 48,00,00,000/- (Rupees Forty Eight Crores Only), excluding Transaction Cost.
Buyback/Buyback Offer/Buy-back	Offer by the Company to Buy back up to maximum of 15,00,000 (Fifteen Lakhs) fully paid up equity shares of face value of Re. 1/- (“Rupee One Only”) each at a price of Rs. 320/- (Rupees Three Hundred and Twenty Only) per equity share from all the Eligible Shareholders, through the Tender Offer Process on a proportionate basis.
Buyback Period	The period between the date of Board Meeting resolution i.e. February 10, 2021 authorizing Buyback and the date on which the payment of consideration to the Eligible Shareholders, whose Equity Shares have been Accepted under the Buyback is made.
Buyback Regulations	Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 including any amendments, statutory modification(s) or re-enactment(s) thereof.
CDSL	Central Depository Services (India) Limited.
CIN	Corporate Identification Number
Clearing Corporation	Indian Clearing Corporation Limited.
Companies Act	The Companies Act, 2013, as amended and rules framed thereunder.
Company/”we”	Suprajit Engineering Limited.
Company Demat Account	A demat account held by the Company, wherein Demat Shares bought back in the Buyback would be transferred.
Company’s Broker	NNM Securities Private Limited
Depositories Act	The Depositories Act, 1996.
Depositories	Collectively, National Securities Depository Limited and Central Depository Services (India) Limited.
DIN	Director Identification Number.
Designated Stock Exchange	BSE Limited.
Directors	Directors of the Company.
Draft Letter of Offer/ DLoF	Draft letter of offer dated Wednesday, February 17, 2021, filed with SEBI through the Manager to the Buyback, containing disclosures in relation to the Buyback as specified in the Buyback Regulations.
DP	Depository Participant.
DTAA	Double Taxation Avoidance Agreement
Eligible Shareholder(s)	Equity Shareholders eligible to participate in the Buyback and would mean all shareholders/ beneficial owners of the Equity Shares on the Record Date being Monday, February 22, 2021, and do not include such shareholders/ beneficial owners of the Equity Shares who are not permitted under the applicable law to tender shares
EPS	Earning Per Share
Equity Shares	Fully paid up Equity Shares of face value of Re. 1/- (“Rupee One Only”) each of the Company
Equity Shareholder(s)	Holders of the Equity Shares and includes beneficial owner(s) thereof.
Escrow Account	The Escrow Account opened with Axis Bank Limited titled “Suprajit Buyback 2021 Escrow Account”.
Escrow Agent	Axis Bank Limited
Escrow Agreement	The Agreement dated February 22, 2021 entered into between the Company, Escrow Agent and Manager to the Buyback.
FEMA	Foreign Exchange Management Act, 1999, as amended.
FII(s)	Foreign Institutional Investor(s).
FPI(s)	Foreign Portfolio Investor(s).

Financial Year/FY	Period of 12 months beginning from April 01 of a particular year and ending on March 31 of the subsequent year.
General Category	Eligible Shareholders other than the Small Shareholders.
HUF	Hindu Undivided Family.
IT Act/ Income Tax Act	Income Tax Act, 1961, as amended.
INR	Indian Rupees.
IST	Indian Standard Time.
Letter of Offer/ LoF	The letter of offer dated Wednesday, March 24, 2021 to be filed with SEBI through the Manager to the Buyback, containing disclosures in relation to the Buyback as specified in the Buyback Regulations, including comments received from SEBI on Draft Letter of Offer.
Listing Regulations	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
Manager to the Buyback/Merchant Banker	The Manager to the Buyback, being CapitalSquare Advisors Private Limited.
Non-Resident Shareholders	Includes Non-resident persons and bodies corporate, NRI(s), FII(s), FPI(s) and OCBs.
NRI	Non-Resident Indian.
NSDL	National Securities Depository Limited.
NSE	National Stock Exchange of India Ltd.
OCB	Overseas Corporate Bodies
PAN	Permanent Account Number.
Physical Share(s)	Equity Share(s) of the Company in Physical Form.
Person in Control	Promoters, Promoter Group, the Directors of the Promoter and Persons Acting in concert, including such persons as have been disclosed under the filings made by the Company from time to time under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
Public Announcement/PA	Public announcement dated Thursday, February 11, 2021 in connection with the Buyback which was published on Friday, February 12, 2021 in the Business Standard (English National Daily), Business Standard (Hindi National Daily) and Vaishwavani (Kannada) (Regional Language Daily).
Ratio of Buyback	The ratio of the Buyback: (i) in case of Small Shareholders, 3 Equity Shares for every 82 Equity Shares held by such Small Shareholder on the Record Date; and (ii) for Eligible Shareholders other than Small Shareholders, 4 Equity Shares for every 411 Equity Shares held by such Eligible Shareholder on the Record Date.
RBI	The Reserve Bank of India.
Recognized Stock Exchange/ Stock Exchange(s)	Together, BSE and NSE, being the stock exchanges where the Equity Shares of the Company are listed.
Record Date	The date for the purpose of determining the Buyback Entitlement and the names of the Equity Shareholders to whom the Letter of Offer (including the Tender Form) will be sent, and who are eligible to participate in the Buyback in accordance with the Buyback Regulations. The Record Date for the Buyback is Monday, February 22, 2021.
Registered Office	The Registered Office of the Company, located at No.100 & 101, Bommasandra Industrial Area, Bengaluru, Karnataka, 560 099, India.
Registrar/ Registrar to the Buyback/Registrar to the Buyback Offer	Integrated Registry Management Services Private Limited
Rules	Rules notified under The Companies Act, 2013.
SEBI	Securities and Exchange Board of India.
SEBI Circulars	Tendering of Equity Shares by Equity Shareholders and settlement of the same, through the stock exchange mechanism as specified by SEBI in the circular bearing number CIR/ CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the circular bearing number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 including any amendments thereof.
Shareholder Broker/ Seller Member	A stock broker (who is a member of the Designated Stock Exchange) of an Eligible Shareholder, through whom the Eligible Shareholders wants to participate in the Buyback.

Small Shareholder	As defined under Regulation 2(i)(n) of the Buyback Regulations and in relation to the Buyback means an Eligible Shareholder who holds Equity Shares of market value of not more than Rs. 2,00,000 (Rupees two lakhs only), on the basis of closing price on BSE/ or NSE, whichever registers the highest trading volume in respect of the Equity Shares on the Record Date, i.e., Monday, February 22, 2021.
Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
Tender Form	Form of Acceptance-cum-Acknowledgement to be filled in by the Eligible Shareholders to participate in the Buy Back.
Tender Offer	Method of buyback as defined in Regulation 2(i)(q) of the Buyback Regulations.
Tendering Period	Period of 10 (Ten) Working Days from the Buyback Opening Date till the Buyback Closing Date (both days inclusive)
TRS	Transaction Registration Slip
Transaction Costs	Any expenses incurred or to be incurred for the buyback such as Securities and Exchange Board of India (“SEBI”) fees, Stock Exchange(s) fees, advisory/legal fees, public announcement publication expenses, printing and dispatch expenses, brokerage, applicable taxes inter alia including buyback taxes, securities transaction tax, goods and services tax, stamp duty and other incidental and related expenses.
Working Day	Working day shall have the meaning ascribed to it under Regulation 2(i)(s) of the Buyback Regulations

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

Page Numbers and Paragraph Numbers

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

Currency and Units of Presentation

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

Financial and Other Data

Unless stated or the context requires otherwise, our financial information in this Letter of Offer is derived from the audited results for the fiscal year 2018, 2019 and 2020 and limited reviewed financials for the period ending September 30, 2020.

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

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

Stock Market Data

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

3. DISCLAIMER CLAUSE

As required, a copy of this Letter of Offer has been submitted to SEBI. It is to be distinctly understood that submission of this Draft Letter of Offer to SEBI should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet the Buyback commitments or for the correctness of the statements made or opinions expressed in this Draft Letter of Offer. The Manager to the Buyback, CapitalSquare Advisors Private Limited, has certified that the disclosures made in this Draft Letter of Offer are generally adequate and are in conformity with the provisions of the Companies Act and Buyback Regulations. This requirement is to facilitate Eligible Shareholders to take an informed decision for tendering their Equity Shares in the Buyback.

It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in this Letter of Offer, the Manager to the Buyback is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose. Pursuant to this requirement, the Manager to the Buyback, CapitalSquare Advisors Private Limited, has furnished to SEBI a Due Diligence Certificate dated *February 17, 2021* in accordance with Buyback Regulations, which reads as follows:

“We have examined various documents and materials contained in the annexure to this letter, as part of the due-diligence carried out by us in connection with the finalization of the Public Announcement dated Thursday, February 11, 2021 and the Draft Letter of Offer dated February 17, 2021. On the basis of such examination and the discussions with the Company, we hereby state that:

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

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

The Promoters / Directors declare and confirm that no information/ material likely to have a bearing on the decision of Eligible Shareholders has been suppressed / withheld and / or incorporated in the manner that would amount to mis-statement/ misrepresentation and in the event of it transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to a mis-statement/ misrepresentation, the Promoters / Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act, and the Buyback Regulations.

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

Disclaimer for U.S. Persons

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

Important notice to all Equity Shareholders:

This Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. This Draft Letter of Offer have been prepared for the purposes of compliance with the Buyback Regulations. Accordingly, the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. The Company and the Manager to the Buyback are under no obligation to update the information contained herein at any time after the date of the Letter of Offer.

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

Forward Looking Statements:

This Letter of Offer contains certain forward-looking statements. These forward looking statements generally can be identified by words or phrases such as ‘aim’, ‘anticipate’, ‘believe’, ‘expect’, ‘estimate’, ‘intend’, ‘objective’, ‘plan’, ‘project’, ‘will’, ‘will continue’, ‘will pursue’, or other words or phrases of similar import. Similarly, statements that describe the Company’s strategies, objectives, plans or goals expectations regarding stock price, the ability to

participate in the Buyback and expectations regarding repurchases are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about the Company that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

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

Certain figures contained in this Letter of Offer, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points. In certain instances,

- (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and
- (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

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

The Buyback through Tender offer was considered and approved by the Board of Directors of the Company at their meeting held on Wednesday, February 10, 2021. The extracts of the Board resolution are as follows:

“RESOLVED THAT pursuant to Article 1 read with Clause 41 of Table ‘F’ of the Companies Act, 2013 and the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013 (**“Act”**), the Companies (Share Capital and Debenture) Rules, 2014, and the Companies (Management and Administration) Rules, 2014, to the extent applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in compliance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, (**“SEBI Buyback Regulations”**), as amended from time to time and subject to such other approvals, permissions, sanctions and exemptions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions, sanctions and exemptions, which may be agreed to by the Board of Directors of the Company (**“Board”**, which expression shall be deemed to include the **“Buy Back Committee”** constituted/to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution), the Board be and hereby approves buyback of up to 15,00,000 (Fifteen Lakhs only) of its fully paid-up equity shares of face value of Re. 1.00 (Rupee One) each (**“Equity Shares”**) (representing 1.07% of the total issued and paid-up equity share capital of the Company) at a price of Rs. 320/- (Rupees Three Hundred Twenty only) per Equity Share payable in cash for an aggregate consideration not exceeding Rs. 48,00,00,000/- (Rupees Forty Eight Crores only) (excluding transaction costs, applicable taxes and other incidental and related expenses) which is not exceeding 10% of the aggregate of the paid-up share capital and free reserves as per the audited standalone and consolidated financial statements of the Company, respectively, for the financial year ended March 31, 2020 (the last audited financial statements available as on the date of Board meeting recommending the proposal of the Buyback) and/or such other source as may be permitted by the Buyback Regulations or the Act, from all the equity shareholders/beneficial owners of the equity shares of the company, including the promoter(s) (as defined hereinafter) as on the record date February 22, 2021, on a proportionate basis, through the Tender Offer route as prescribed under the Buyback Regulations (**“Buyback”**).

RESOLVED FURTHER THAT the Buyback Size does not include any expenses incurred or to be incurred for the Buyback viz. Tax, brokerage, applicable taxes such as securities transaction tax, GST, stamp duty, any expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India, advisors/ legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses (collectively **“Transaction Costs”**)

RESOLVED FURTHER THAT the Equity Shares of the Company being listed on BSE Limited, a Stock Exchange, the same BSE Limited be considered as the ‘Designated Stock Exchange’ for the purpose of the Buyback.

RESOLVED FURTHER THAT the draft of the Declaration of Solvency prepared in the prescribed form and placed before the meeting be and is hereby approved and authorised any two among Mr. K. Ajith Kumar Rai, Mr. Mohan Srinivasan Nagamangala and Mr. Harish Hassan Visweswara, Directors to sign the same, for and on behalf of the Board and file the same with the Registrar of Companies and the Securities and Exchange Board of India;

RESOLVED FURTHER THAT the Company, to the extent legally permissible, implement the Buyback using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any amendments or statutory modifications for the time being in force.

RESOLVED FURTHER THAT the current surplus and/or cash balances and/or cash available from internal accruals be utilized for the purpose of Buyback.

RESOLVED FURTHER THAT the Company may buyback Equity Shares from all the existing Members holding Equity Shares of the Company on a proportionate basis, provided that 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of small shareholders as on the record date whichever is higher, shall be reserved for the small shareholders, as prescribed under Regulation 6 of the Buyback Regulations.

RESOLVED FURTHER THAT the proposed Buyback be implemented from the existing shareholders including Promoters, Promoters Group and Persons Acting in concert (such shareholders herein after collectively as “**Persons in Control**”) and that persons in control will be such persons as have been disclosed as such under the filings made by the Company from time to time under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations 2011 (“**SEBI Takeover Regulations**”)/ Shareholding patterns filed with the stock exchanges from time to time, as the Board may consider appropriate, from out of its free reserves and/or Share Premium Account and/or cash balances and/ or internal accruals and/or such other sources or by such mechanisms as may be permitted by Law, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit;

RESOLVED FURTHER THAT the Buyback of Equity Shares from non-resident Members of the Company, including Overseas Corporate Bodies (OCBs), Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs), Members of foreign nationality, etc., shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India (“**RBI**”) under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any.

RESOLVED FURTHER THAT the Directors of the Board do hereby confirm that they have made a full enquiry into the affairs and prospects of the Company and have formed an opinion that-

- i. Immediately following the date of this resolution, there will be no grounds on which the Company could be found unable to pay its debts.
- ii. As regards the Company’s prospects for the year immediately following the date of this resolution and having regard to Board’s intention with respect to the management of the Company’s business during that year and to the amount and character of the financial resources which will in the Board’s view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of this resolution.
- iii. In forming an opinion as aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities), as if the Company were being wound up under the provisions of the Act/ Insolvency and Bankruptcy Code, 2016, as amended from time to time, as applicable.

RESOLVED FURTHER THAT Mr. Medappa Gowda. J, CFO and Company Secretary, be and is hereby appointed as Compliance Officer under the Buyback Regulations for the implementation of the Buyback.

RESOLVED FURTHER THAT the Board hereby confirms that:

- i. The Company shall not issue any equity shares or other securities (including by way of bonus) till the date of expiry of the Buyback period;
- ii. The Company shall not raise further capital for a period of one year or six months, as may be applicable in accordance with the Buyback Regulations or any circulars or notifications issued by SEBI in connection therewith, from the expiry of the Buyback period, except in discharge of subsisting obligations;
- iii. The Company shall not withdraw the Buyback after the draft letter of offer is filed with SEBI or the public announcement of the offer or declaration of records date for Buyback is made;
- iv. The Company shall not buyback locked-in equity shares and non-transferable shares till the pendency of the lock-in or till the shares or other specified securities become transferable;
- v. The Company shall transfer from its free reserves a sum equal to the nominal value of the equity shares purchased through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited financial statements;
- vi. All the equity shares of the Company are fully paid-up;

- vii. There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, 2013, as on date;
- viii. The ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up Equity Share capital and free reserves after the Buyback based on both audited condensed standalone interim financial statements and audited condensed consolidated interim financial statements of the Company;
- ix. The Company shall not directly or indirectly purchase its Equity Shares through any subsidiary company including its own subsidiary companies or through any investment company or group of investment companies.
- x. The Company shall not buyback its Equity Shares from any person through negotiated deal whether on or off the stock exchange or through spot transactions or through any private arrangement in the implementation of the Buyback;
- xi. There are no defaults subsisting in the repayment of deposits or interest thereon, redemption of debentures or interest thereon or redemption of preference shares or payment of dividend thereon or repayment of any term loans or interest payable thereon to any shareholder or financial institution or banking company, as the case may be;
- xii. That the Company has been in compliance with Sections 92, 123, 127 and 129 of the Act;
- xiii. That funds borrowed from Banks and Financial Institutions will not be used for the Buyback;
- xiv. The aggregate amount of the Buyback i.e. Rs. 48,00,00,000/- (Rupees Forty Crores only) does not exceed 10% of the total paid-up capital and free reserves as per audited financial statements of the Company as on March 31, 2020;
- xv. The maximum number of equity shares proposed to be purchased under the Buyback (up to 15,00,000) Equity Shares, does not exceed 10% of the total number of equity shares in the paid-up equity share capital as per the audited balance sheet as on March 31, 2020;
- xvi. The Company shall not make any offer of buyback within a period of one year reckoned from the date of expiry of buyback period of the preceding offer of buy-back, if any.”

RESOLVED FURTHER THAT the Board do hereby authorize Mr. K. Ajith Kumar Rai, Chairman, Mr. Mohan Srinivasan Nagamangala, Managing Director & Group CEO and Mr. Medappa Gowda. J, CFO & Company Secretary, severally, to exercise the following powers:-

- i. To seek all regulatory approvals, if any, including of the Securities and Exchange Board of India (“SEBI”) and RBI for implementing the Buyback.
- ii. To decide the specified date /record date for the purpose of Buyback.
- iii. To appoint, authorize, enter into agreements with and issue necessary instructions to Merchant Bankers, Registrar, Custodians, advertising agencies, escrow agents, brokers, depository participants and all other intermediaries, advisors, consultants etc. as may be required, desired or considered expedient for the implementation of the Buyback.
- iv. To open, operate and close one or more bank accounts including escrow accounts required, if any, and to enter into escrow and other agreements with and to give instructions to the bankers in connection therewith, and provide bank guarantee(s) as may be required on such terms as deemed fit and to decide authorized signatories to such bank accounts including escrow accounts.
- v. To open, operate and close one or more depository account/ trading account/buyer broker account and to open, operate and close special trading window account with BSE Limited and to decide the authorized signatories for depository account/trading account/buyer broker account/special trading window account.
- vi. To authorize bankers to act upon the instructions of the Merchant Banker as required under the Buyback Regulations.
- vii. To adopt text of and to make Public Announcement, Draft Letter of Offer, Letter of Offer and all offer documents with respect to the Buyback (“**Buyback Offer Documents**”) and any revision thereto.
- viii. To file copies of the Buyback Offer Documents and any revision thereto with SEBI, the stock exchange and other appropriate authorities.

- ix. To decide on opening date for commencing of offer for Buyback and closing date thereof.
- x. To decide on the time-table from the opening of the offer till the extinguishment of the shares.
- xi. To carry out management discussion and analysis on the likely impact of the Buy Back on the Company's earnings, public holdings, holdings of NRIs/FIIs, etc., promoters' holdings and change in management structure.
- xii. To issue, furnish and make disclosures, certificates, returns, confirmations etc. as may be required under the Act, Buyback Regulations or other applicable law and to file such documents with the relevant persons as may be required under the Act, Buyback Regulations or other applicable law.
- xiii. To deal with stock exchanges (including their clearing corporations) where the equity shares of the Company are listed, and to sign, execute and deliver such documents as may be necessary or desirable in connection with implementation of the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any amendments or statutory modifications for the time being in force.
- xiv. To make and file "Compliance Certificate" as required under the Buyback Regulations.
- xv. To establish Investor Service Centre/s.
- xvi. To adopt text of and publish the relevant Buyback Offer Documents before and after Buyback.
- xvii. To verify offer/acceptances received.
- xviii. To finalize basis of acceptance.
- xix. To pay to the shareholders consideration for shares bought back pursuant to the Buyback.
- xx. To issue rejection letters, if any.
- xxi. To extinguish shares bought back within the time limit specified under the Buyback Regulations and to destroy share certificates upon the completion of the Buy Back.
- xxii. To file "Return of Buyback" with Registrar and other statutory authorities.
- xxiii. To maintain "Register of Securities bought back".
- xxiv. To take appropriate action for the removal of difficulties if any and to decide on all matters in connection with or incidental to, the implementation of the Buyback.
- xxv. To authorize the merchant bankers, Registrar or other agencies appointed for the purpose of buyback to carry out any of the above activities.
- xxvi. To do all such acts, matters and things incidental or necessary in connection with the Buyback and sign and deliver such documents as may be necessary, desirable or expedient."

RESOLVED FURTHER THAT Capital Square Advisors Private Limited, be and is hereby appointed as the Manager to the Buyback and NNM Securities Private Limited, as the Stock Broker to the Buyback in accordance with the relevant provisions of the SEBI Buyback Regulations, on the terms and conditions as set out in the draft engagement letters, and that Mr. K. Ajith Kumar Rai, Chairman, Mr. Mohan Srinivasan Nagamangala, Managing Director & Group CEO and Mr. Medappa Gowda. J, CFO & Company Secretary of the Company be and are hereby severally authorized to sign the same (including any amendment thereto) for and on behalf of the Company.

RESOLVED FURTHER THAT Integrated Registry Management Services Private Limited, be and is hereby appointed as Registrar for the Buyback in accordance with the applicable laws including the SEBI Buyback Regulations, on the terms and conditions as set out in the draft engagement letter and Mr. K. Ajith Kumar Rai, Chairman, Mr. Mohan Srinivasan Nagamangala, Managing Director & Group CEO and Mr. Medappa Gowda. J, CFO & Company Secretary of the Company be and are severally authorised to sign the same (including any amendment thereto) for and on behalf of the Company.

RESOLVED FURTHER THAT the Company shall, before opening of the Buyback offer, create an escrow account, either in form of bank guarantee or cash deposit or a combination thereof, towards security performance of its obligations as may

be prescribed under the Companies Act and the SEBI Buyback Regulations and, on such terms, and conditions as the Board or the Buyback Committee thereof may deem fit.

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

RESOLVED FURTHER THAT the Public Announcement (including any modification or amendment or corrigendum thereto) be signed by Mr. K. Ajith Kumar Rai, Chairman, Mr. Mohan Srinivasan Nagamangala, Managing Director & Group CEO and Mr. Medappa Gowda. J, CFO & Company Secretary of the Company.

RESOLVED FURTHER THAT Mr. K. Ajith Kumar Rai, Chairman, Mr. Mohan Srinivasan Nagamangala, Managing Director & Group CEO and Mr. Medappa Gowda. J, CFO & Company Secretary of the Company of the Company be and are hereby severally authorized to make corrections or alterations, as may be required for purposes of filing the Public Announcement with the SEBI, the Stock Exchanges and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and do all acts, deed, matters and things and undertake such other necessary steps to implement the above resolution, including without limitation, to settle any questions, difficulties or doubts that may arise in relation thereto.

RESOLVED FURTHER THAT Monday, February 22, 2021 be and is hereby appointed to be the Record Date for the purpose of determining the entitlement and the names of the shareholders who are eligible to participate in the Buyback.

RESOLVED FURTHER THAT the powers of the Board in respect of Buyback be and are hereby delegated to the Buyback Committee comprising of Mr. K. Ajith Kumar Rai, Chairman, Mr. Mohan Srinivasan Nagamangala, Managing Director & Group CEO, Mr. Akhilesh Rai Director and Mr. Harish Hassan Visweswara, Director as Members of the Committee (the “**Buy back Committee**”).

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

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

- Finalizing the terms of Buyback including the mechanism for the Buyback, the schedule of activities including the dates of opening and closing of the Buyback, record date, entitlement ratio, the timeframe for completion of the Buyback;
- Negotiation and execution of escrow arrangement(s) in accordance with the SEBI Buyback Regulations;
- Determining limits on the participation of the promoter of the Company in the Buyback, if any;
- Earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback including arranging for bank guarantees as may be necessary for the Buyback in accordance with applicable laws;
- Opening, operating and closing of all necessary accounts for this purpose, including bank accounts, trading account, depository accounts (including escrow account), special account, and authorizing persons to operate the such accounts;
- Appointing and finalizing the terms of designated stock exchange, merchant bankers, brokers, escrow agents, registrars, legal counsel, depository participants, scrutinizer, compliance officer, advertising agency and such other intermediaries/ agencies / persons including by the payment of commission, brokerage, fee, charges etc. and enter into agreements/ letters in respect thereof;
- Preparing, executing and filing of various documents as may be necessary or desirable in connection with or incidental to the Buyback including affidavit for declaration of solvency, public announcement, draft and final letter of offer, extinguishment of Equity Shares and certificate of extinguishment and post-completion advertisement which are required to be filed in connection with the Buyback on behalf of the Board;
- Extinguishment of the Equity Shares and filing of certificate of extinguishment required to be filed in connection with the Buyback on behalf of the Company and/ or Board, as required under applicable law;
- Providing such confirmation and opinions as may be required in relation to the Buyback;
- Creating and maintaining requisite statutory registers and records and furnishing requisite returns to Appropriate Authorities;

- To deal with stock exchange (including their clearing corporations), and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13,
- 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018 and SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, including any amendments or statutory modifications for the time being in force.
- Proposing and accepting any change(s) or modification(s) in the Buyback mechanism and the documents connected with the said Buyback including declaring a reduction/extension of the Buyback offer period, as may be deemed fit and necessary in compliance with applicable law;
- To sign the documents as may be necessary with regard to the Buyback and use the common seal of the Company wherever necessary on relevant documents required to be executed for the Buyback and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the Appropriate Authorities, Registrar of Companies, stock exchange, and depositories;
- Making all necessary applications, providing all necessary information and documents to, and representing the Company before third parties, including, statutory auditors, in relation to the Buyback;
- Taking all actions for obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law;
- Proposing the final acceptance of Equity Shares tendered under the Buyback process;
- Settling all such questions, difficulties or doubts that may arise in relation to the implementation of the Buyback;
- Carrying out incidental documentation and to prepare applications and submit them to the Appropriate Authorities for their requisite approvals;
- To do all such acts, deeds, matters and things incidental and in connection with the Buyback and sign and deliver such documents as may be necessary, desirable and expedient; and
- Delegating all or any of the authorities conferred as above to any authorized representative(s) of the Company to give effect to the aforesaid resolution or to accept any change(s) or modification(s) as may be suggested by the Appropriate Authorities or advisors.

RESOLVED FURTHER THAT as required by Clause (x) of Schedule I under Regulation 5(iv)(b) of the SEBI Buyback Regulations, the Board hereby confirms that based on such full inquiry conducted into the affairs and prospects of the Company, and taking into account all the liabilities including prospective and contingent liabilities payable as if the Company were being wound up under the Act, the Board of Directors has formed an opinion that:

- a. Immediately following the date of the Board meeting held on February 10, 2021 there are no grounds on which the Company can be found unable to pay its debts;
- b. As regards the Company's prospects for the year immediately following the date of the Board meeting held on February 10, 2021 and having regard to the Board's intention with respect to the Management of Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date; and
- c. In forming an opinion as aforesaid, the Board of Directors have taken into account the liabilities, as if the Company were being wound up under the provisions of the Act (including prospective and contingent liabilities).

RESOLVED FURTHER THAT the buyback is subject to:

- a. the buyback not causing the Company to be in violation of the conditions for continuous listing prescribed in terms of Regulations 38 of the LODR Regulations read with Rule 19 (2) and Rule 19A of the Securities Contract (Regulation) Rules, 1957, i.e maintaining the minimum public shareholding at 25%;
- b. the Equity Shares that may be bought back do not exceed the maximum number of Shares permissible;
- c. the aggregate consideration payable pursuant to the buyback not exceeding the offer size ; and
- d. Complying with the statutory and regulatory timelines in respect of the buyback, on the terms and conditions as may be decided by the Board and in such manner as prescribed under the Act and / or the Regulations and any other applicable Laws.

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

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

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

RESOLVED FURTHER THAT the particulars of the Equity Share certificates extinguished and destroyed shall be furnished by the Company to the Stock Exchange within seven days of such extinguishment or destruction of the certificates and the dematerialised Equity Shares shall be extinguished and destroyed in the manner as specified under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and the bye-laws, circulars, guidelines framed thereunder, each as amended, and that Mr. K. Ajith Kumar Rai, Chairman, Mr. Mohan Srinivasan Nagamangala, Managing Director & Group CEO and Mr. Medappa Gowda. J, CFO & Company Secretary, be and is hereby severally authorized to do all such acts as may be required for this purpose.

RESOLVED FURTHER THAT Mr. K. Ajith Kumar Rai, Chairman, Mr. Mohan Srinivasan Nagamangala, Managing Director & Group CEO and Mr. Medappa Gowda. J, CFO & Company Secretary of the Company be and are hereby severally authorized to send the necessary intimations to the Stock Exchange in relation to this resolution, as may be required under the SEBI Listing Regulations; to file necessary e-forms with the Registrar of Companies, and to do all such acts, deeds and things or incidental for signing and filing of forms, payment of fees etc. and to do all such other acts, things and deeds, as may be required for the aforesaid purpose or other services as that may be necessary to give effect to the above resolutions.

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

RESOLVED FURTHER THAT a copy of this Resolution duly certified to be true by any of the Director(s) of the Company or Mr. Medappa Gowda. J CFO & Company Secretary of the Company be issued as may be necessary to give effect to the above resolutions.”

5. DETAILS OF THE PUBLIC ANNOUNCEMENT

5.1 In accordance with the provisions of Regulations 7(i) of the Buyback Regulations, the Company has made a Public Announcement dated Thursday, February 11, 2021 in relation to the Buyback which was published on Friday, February 12, 2021 in the following newspapers, which was issued within two working days from the date of passing of the resolution in the meeting of the Board of Directors for the Buyback i.e. Wednesday, February 10, 2020.

Publication/Newspaper	Language	Editions
Business Standard	English	All
Business Standard	Hindi	All
Vishvavani	Kannada	Karnataka

5.2 A copy of the Public Announcement is available on the Company’s Website i.e., www.suprajit.com, website of SEBI i.e., www.sebi.gov.in, on the website of Stock Exchanges, i.e., www.bseindia.com and www.nseindia.com.

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

6. DETAILS OF THE BUYBACK

6.1 The Board of Directors of the Company, at their meeting held on Wednesday, February 10, 2021 (the “**Board Meeting**”), pursuant to the provisions of Article 1 read with Clause 41 of Table ‘F’ of the Companies Act, 2013, Section 68, 69 and 70 and all other applicable provisions, as amended and in compliance with the Buyback Regulations and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed by the Board, approved the buyback by the Company of up to 15,00,000 (Fifteen Lakhs Only) fully paid-up Equity Shares of face value of Re. 1/- (Rupee One Only) each representing up to 1.07% of the total number of Equity Shares in the total paid-up Equity Share capital of the Company at a price of Rs. 320/- (Rupees Three Hundred Twenty Only) per Equity Share payable in cash for an aggregate amount of up to Rs. 48,00,00,000/- (Rupees Forty Eight Crores Only), on a proportionate

basis through the “**Tender Offer**” route as prescribed under the Buyback Regulations from all of the Eligible Shareholders who hold Equity shares as on the Record Date i.e. Monday, February 22, 2021. As required under the Buyback Regulations, Equity Shares to be bought back are divided into two categories: (i) Reserved Category for Small Shareholders; and (ii) General Category for all other shareholders.

- 6.2 The Buyback Size is 6.69 % and 6.46 % of the fully paid-up equity share capital and free reserves as per the latest Standalone and Consolidated Audited Balance Sheet, respectively, for the financial year ended March 31, 2020 (the latest Audited Financial Statements available as on the date of Board Meeting) and is within the statutory limit of 10% of the fully paid-up equity share capital and free reserves as per the latest audited balance sheet of the Company. The maximum number of Equity Shares proposed to be bought back represents 1.07% of the total number of Equity Shares in the total paid-up Equity Share Capital of the Company.
- 6.3 The Buyback Size does not include expenses incurred or to be incurred for the buyback such as Securities and Exchange Board of India (“**SEBI**”) fees, Stock Exchange(s) fees, advisory/legal fees, public announcement publication expenses, printing and dispatch expenses, brokerage, applicable taxes inter alia including buyback taxes, securities transaction tax, goods and services tax, stamp duty and other incidental and related expenses (“**Transaction Cost**”).
- 6.4 The aggregate paid-up share capital and free reserves of the Company as per the latest audited standalone balance sheet of the Company as on March 31, 2020 is Rs. 7,170.80 million and as per the latest audited consolidated balance sheet of the Company as on March 31, 2020 is Rs. 7,495.95 million. Under the provisions of the Companies Act, the funds deployed for Buyback shall not exceed 10% of the paid-up capital and free reserves of the Company under Board approval route, as provided for under the first proviso to Section 68(2) of the Companies Act. Accordingly, the maximum amount that can be utilized on a standalone basis in the present Buyback is Rs. 717.08 million and on a standalone basis in the present Buyback is Rs 749.60 million. The Company has proposed to utilise an aggregate amount of up to Rs. 48,00,00,000/- (Rupees Forty Eight Crores Only) for the Buyback which is within the maximum amount as aforesaid.
- 6.5 The Buyback shall be undertaken on a proportionate basis from the Equity Shareholders of the Company as on a record date through the tender offer process prescribed under Regulation 4(iv)(a) of the Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 as amended via SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any further amendments thereof.
- 6.6 The aggregate shareholding of the (a) promoter and promoter group of the Company (“**Promoter and Promoter Group**”) and persons in control, (b) directors of companies which are a part of the Promoter and Promoter Group, and (c) directors and key managerial personnel of the Company as on the date of Public Announcement i.e. Thursday, February 11, 2021 are as follows:

(i) Aggregate shareholding of the Promoter and Promoter Group and persons who are in control:

Sr. No	Name of Shareholder	Number of Equity Shares held	% of Shareholding
1.	Kula Ajith Kumar Rai	38,16,897	2.73
2.	Supriya Ajith Rai	17,57,835	1.26
3.	Akhilesh Rai	12,07,948	0.86
4.	Ashutosh Rai	12,05,000	0.86
5.	Aashish Rai	12,00,000	0.86
6.	Supriyajith Family Trust	5,31,51,540	38.00
Total		6,23,39,220	44.57

(ii) Aggregate shareholding of the directors of companies which are a part of the Promoter and Promoter Group:

The Company does not have any Promoter which are companies or corporate entities.

(iii) Except as stated below, none of the Directors or Key Managerial Personnel of the Company holds any Equity Shares in the Company:

Sr. No	Name	Designation	Number of Equity Shares held	% of Shareholding
1.	Mr. Kula Ajith Kumar Rai	Chairman	38,16,897	2.73
2.	Mr Mohan Srinivasan Nagamangala	Managing Director & Group CEO	8808	0.06
3.	Mr. Suresh Shetty	Independent Director	7,63,080	0.55
4.	Mr. M. Lakshminarayan	Independent Director	3,804	0.02
5.	Dr. Supriya Ajith Rai	Non-Executive Director	17,57,835	1.26
6.	Akhilesh Rai	Director & CSO	12,07,948	0.86
7.	Mr. Medappa Gowda J.	CFO & Company Secretary	750	0.001
Total			75,59,122	5.48

(iv) Except as stated below, no Equity Shares of the Company have been purchased/ sold by any of the Promoter(s)/ members of the Promoters Group, and persons in control of the Company and the Directors and KMP of the Company during the period of six months preceding the date of Board Meeting i.e. February 10, 2021:

Name of the Director	No. of securities	Nature	Date	Price (Rs.)
Mohan Srinivasan Nagamangala	300	Purchase	02.09.2020	Rs.170/- per share

6.7 In terms of the Buyback Regulations, under the Tender Offer Route, the promoters and promoter group and persons in control of the Company have the option to participate in the Buyback. In this regard, the Promoters have expressed their intention to participate in the Buyback vide their letter dated February 10, 2021 and offer to tender their pro rata entitlement against the shares held by them as on the Record Date and may also tender such additional number of shares, as they may decide subsequently depending upon publicly available information at the time of such decision making, in compliance with the SEBI Buyback Regulations. The total number of Equity Shares held by them as mentioned below:

Sr. No	Name of the Promoter and Promoter Group	Shareholding as on date of the PA
1.	Kula Ajith Kumar Rai	38,16,897
2.	Supriya Ajith Rai	17,57,835
3.	Akhilesh Rai	12,07,948
4.	Ashutosh Rai	12,05,000
5.	Aashish Rai	12,00,000
6.	Supriyajith Family Trust	5,31,51,540
Total		6,23,39,220

6.8 Pursuant to the Buyback and depending on the response to the Buyback, the voting rights of the members of the promoter and promoter group in the Company may increase or decrease from their existing shareholding in the total equity capital and voting rights of the Company. Any change in voting rights of the Promoter and Promoter Group of the Company pursuant to completion of Buyback will not result in any change in control over the Company.

For details with respect to aggregate shareholding of Promoters and members of Promoter Group and Persons in Control post the Buy Back, please refer to Paragraph 13.5 of this LoF.

6.9 The details of the date and price of acquisition of the Equity Shares that the Promoter and Promoter Group and persons in control intend to tender are set-out below:

(i) Mr. Kula Ajith Kumar Rai

Date of Transaction/ Allotment	Nature of Transaction	Number of Equity Shares	Face Value (Rs.)	Issue / Acquisition Price (Rs.)	Consideration (Cash, other than cash etc.)
As on 31.03.2011	NA	4,49,25,764	1	NA	NA

05-04-2011	Purchase	50,717	1	18.85	9,55,883
04-07-2011	Purchase	3,53,582	1	19.89	70,31,142
25-08-2011	Purchase	2,69,053	1	16.98	45,68,562
08-01-2016	Gift to sons	12,81,600	1	NA	NA
15-06-2018	Inheritance	20,600	1	NA	NA
06-12-2018	Purchase	9,000	1	198.91	17,90,180
21-06-2019	Transfer to Family Trust	4,05,63,017	1	NA	NA
16-08-2019	Purchase	15375	1	158.49	24,36,783.75
19-08-2019	Purchase	7,522	1	178.15	13,40,044.30
20-08-2019	Purchase	5,346	1	180.09	9,62,761.14
21-08-2019	Purchase	8,436	1	179.87	15,17,383.32
21-08-2019	Purchase	1,335	1	179.84	2,40,086.40
22-08-2019	Purchase	5,430	1	177.38	9,63,173.40
23-08-2019	Purchase	4,404	1	176.29	7,76,381.16
26-08-2019	Purchase	3,065	1	178.17	5,46,091.05
27-08-2019	Purchase	4,809	1	176.70	8,49,750.30
28-08-2019	Purchase	5,876	1	173.33	10,18,487.08
29-08-2019	Purchase	10,000	1	170.01	17,00,100.00
30-08-2019	Purchase	5,917	1	165.99	9,82,162.83
05-09-2019	Purchase	6,000	1	160.22	9,61,320.00

(ii) Ms. Supriya Ajith Rai

Date of Transaction/ Allotment	Nature of Transaction	Number of Equity Shares	Face Value (Rs.)	Issue / Acquisition Price (Rs.)	Consideration (Cash, other than cash etc.)
As on 31.03.2011	NA	1,54,76,780	1	NA	NA
25-08-2011	Purchase	1,25,000	1	16.98	21,22,104
31-12-2011	Purchase	26,178	1	16.54	4,32,913
08-01-2016	Gift to sons	12,81,600	1	NA	NA
21-06-2019	Transfer to Family Trust	1,25,88,523	1	NA	NA

(iii) Mr. Akhilesh Rai

Date of Transaction/ Allotment	Nature of Transaction	Number of Equity Shares	Face Value (Rs.)	Issue / Acquisition Price (Rs.)	Consideration (Cash, other than cash etc.)
As on 31.03.2011	NA	10,36,800	1	NA	NA
08-01-2016	Gift	1,63,200	1	NA	NA
06-Sep-19	Purchase	795	1	159	1,26,405
17-09-2019	Purchase	1,092	1	165	1,80,180
19-03-2020	Purchase	6,061	1	122	7,39,442

(iv) Mr. Ashutosh Rai

Date of Transaction/ Allotment	Nature of Transaction	Number of Equity Shares	Face Value (Rs.)	Issue / Acquisition Price (Rs.)	Consideration (Cash, other than cash etc.)
08-01-2016	Gift	1200000	1.00	N.A	N.A
06-12-2018	Acquisition	500	1.00	198.00	99,000.00
22-11-2019	Acquisition	4500	1.00	177.00	7,96,500.00

(v) Mr. Aashish Rai

Date of Transaction/ Allotment	Nature of Transaction	Number of Equity Shares	Face Value (Rs.)	Issue / Acquisition Price (Rs.)	Consideration (Cash, other than cash etc.)
08-01-2016	Gift	12,00,000	1.00	N.A	N.A

(vi) Supriyajith Family Trust

Date of Transaction/ Allotment	Nature of Transaction	Number of Equity Shares	Face Value (Rs.)	Issue / Acquisition Price (Rs.)	Consideration (Cash, other than cash etc.)
21-06-2019	Inter se Transfer	5,31,51,540	1.00	N.A	N.A

6.10 Post Buyback, the public shareholding of the Company shall not fall below the minimum level required as per Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

6.11 The Company is not undertaking this Buy Back to delist its Equity Shares from the Stock Exchanges.

7. AUTHORITY FOR THE BUYBACK

7.1 The Buyback is being undertaken in accordance with the provisions of Article 1 read with Clause 41 of Table 'F' of the Companies Act, 2013 and all other applicable provisions of the Companies Act, applicable rules thereunder including the Companies (Share Capital and Debenture) Rules, 2014, Listing Regulations and the Buyback Regulations. The Buyback is subject to receipt of such approvals, permissions and sanctions, as may be required from statutory, regulatory or governmental authorities under the applicable laws including but not limited to from the SEBI and/ or the BSE and NSE.

7.2 The Buyback has been duly authorized by a resolution of the Board of Directors passed at its meeting held on Wednesday, February 10, 2021.

8. NECESSITY OF THE BUYBACK

The Buyback is being undertaken by the Company to return surplus funds to the equity shareholders, which are over and above its ordinary capital requirements and in excess of any current investment plans, in an expedient, effective and cost efficient manner. The Buyback is being undertaken for the following reasons:

- a. The Buyback will help the Company to distribute surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders;
- b. The Buyback, which is being implemented through the tender offer route as prescribed under the Buyback Regulations, would involve allocation of number of Equity Shares as per their entitlement or 15% of the number of Equity Shares to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as 'small shareholder' as per Regulation 2(i)(n) of the Buyback Regulations;
- c. The Buyback would help in improving financial ratios like earnings per share and return on Equity, by reducing the Equity base of the Company, leading to increase in long term value for shareholders; and
- d. The Buyback gives the Eligible Shareholders the choice to either participate in the Buyback or receive cash in lieu of their Equity Shares which are accepted under the Buyback or not to participate in the Buyback and get a resultant increase in their percentage shareholding in the Company post the Buyback, without additional investment.

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

9.1 The Company believes the Buyback is not likely to cause any material impact on the profitability/ earnings of the Company, except to the extent of reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. Assuming there is full response to the Buyback to the extent of 100%, the funds deployed by the Company towards the Buyback would be Rs. 48,00,00,000/- (Rupees Forty Eight Crores Only). This shall impact the investment income that could have been earned by the Company, on account of reduced amount of funds available.

9.2 The Company believes the Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations. The Buyback is expected to contribute to the overall enhancement of shareholder value and result in an increase in the return on equity of the Company. The

Buyback is being undertaken, inter alia, for helping the Company to return surplus cash to the Eligible Shareholders broadly in proportion to their shareholding, thereby, enhancing the overall return to the shareholders.

- 9.3 The promoters and members of the promoter group intend to participate in the Buyback. For further details, please refer to Paragraph 13.5 of this LoF. Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholders up to their Buyback Entitlement, the aggregate shareholding of the promoters, members of the promoter group and persons in control post Buyback may increase from 44.57%, which is the shareholding as at date, to 44.61% of the post Buyback Equity Share capital of the Company and the aggregate shareholding of the public may decrease from 55.43%, which is the public shareholding as at date, to 55.39% of the post Buyback Equity Share capital of the Company.
- 9.4 The Buyback will not result in a change in control or otherwise affect the existing management structure of the Company.
- 9.5 Consequent to the Buyback and based on the number of Equity Shares bought back from the Non- Resident Shareholders (including FIIs and FPIs), Indian financial institutions, banks and other shareholders, the shareholding under each category may undergo a change.
- 9.6 As required under Section 68(2) (d) of the Companies Act, 2013 the ratio of the aggregate of secured and unsecured debts owed by the Company, both on standalone and consolidated basis, shall not be more than twice its paid up Equity Share capital and free reserves post completion of the Buyback, even if the response to the Buyback is to the extent of 100% (full acceptance).
- 9.7 In furtherance to the Regulation 24(i)(e) of the Buyback Regulations, the promoter and members of promoter group, and/or their associates, shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoter and members of promoter group) from the date of passing the resolution of the Board of Directors till the closure of the Buyback, other than participation in the Buyback.
- 9.8 The Company shall not raise further capital for a period of one year or six months, as may be applicable in accordance with the Buyback Regulations or any circulars or notifications issued by SEBI in connection therewith, from the expiry of the Buyback period, except in discharge of subsisting obligations. Further, the Company shall not issue any Equity Shares or other specified securities including by way of bonus, till the date of expiry of Buyback period in accordance with Companies Act and Buyback Regulations.
- 9.9 Salient financial parameters consequent to the Buyback based on the standalone and consolidated audited financial statements as on March 31, 2020 are as under:

Particulars	STANDALONE		CONSOLIDATED	
	Pre Buyback	Post Buyback ⁽⁷⁾	Pre Buyback	Post Buyback ⁽⁷⁾
Net Worth (Rs. in Million) ⁽¹⁾	7,816.49	7,336.49	8,537.68	8,057.68
Return on Net Worth (%) ⁽²⁾	15.78	16.81	12.18	12.90
Earnings Per Share (in Rs.) ⁽³⁾	8.82	8.91	7.43	7.51
Book Value per Equity Share (in Rs.) ⁽⁴⁾	55.88	53.02	61.04	58.23
P/E as per latest audited financial results ⁽⁵⁾	28.81	28.50	34.17	33.81
Total Debt/Equity Ratio ⁽⁶⁾	0.26	0.27	0.45	0.47

Note:

- (1) Net Worth is excluding revaluation reserves and miscellaneous expenditure to the extent not written off, if any
- (2) Return on Net Worth = Profit after Tax/ Net Worth (excluding revaluation reserves, if any)
- (3) Earnings per Share represents Basic Earnings per share= Profit after Tax / Average Number of Shares outstanding for Year Ended March 31, 2020

EPS post buyback is computed after reducing proposed buyback shares from Average Number of Shares outstanding for Year Ended March 31, 2020

- (4) *Book value per Share = Net Worth (excluding Revaluation Reserves, if any) / Number of Shares outstanding for Year Ended March 31, 2020*
- (5) *P/E as per latest audited financial results = Market Value per Share / Earnings per Share*
The price earnings ratio is based on the closing market price of Equity Shares of the Company as on Friday, February 12, 2021, being date of Publication of the Public Announcement, Rs. 254.55/- (BSE)
- (6) *Total Debt/ Equity Ratio = Total Debt /Net Worth*
- (7) *The post buyback numbers are calculated (assuming full acceptance) by reducing a) the Net Worth by the proposed buyback size; b) Proposed number of shares to be bought back from Average Number of Shares outstanding for the year ended March 31, 2020, without factoring in any impact on the Profit & Loss Account.*

10. BASIS OF CALCULATING THE BUYBACK PRICE

- 10.1 The Equity Shares are proposed to be bought back at a price of Rs. 320/- (Rupees Three Hundred Twenty Only) per Equity Share.
- 10.2 The Buyback Price of Rs. 320/- (Rupees Three Hundred Twenty Only) per Equity Share has been arrived at after considering various factors such as including, but not limited to, the trends in the volume weighted average prices of the Equity Shares of the Company on the Stock Exchanges, the net worth of the company, price earnings ratio and impact on other financial parameters and the possible impact of buyback on the earnings per share.
- 10.3 The Buyback Price represents a (i) Premium of 56.86% and 78.52% over the volume weighted average market price of the Equity Shares on BSE and NSE, during the three months preceding February 05, 2021, being the date of intimation to the Stock Exchanges for the board meeting to consider the proposal of the Buyback (“Intimation Date”), (ii) Premium of 50.94% and 49.23% over the volume weighted average market price of the Equity Shares on BSE and NSE, during the two weeks preceding the Intimation Date, (iii) Premium of 41.75 % and 41.84% over the closing price of the Equity Share on BSE and NSE, as on the Intimation Date.
- 10.4 The closing market price of the Equity Shares as on the Intimation Date was Rs. 225.75/- on the BSE and Rs. 225.60/- on NSE, respectively.
- 10.5 For financial ratios and trends in the market price of the Equity Shares, please refer to paragraph 15 and 16 of this Letter of Offer.
- 10.6 The Buyback Price represents a Premium of 472.66 % and 425.25 % of the Company’s book value per Equity Share of Rs. 55.88/- and Rs. 61.04/- respectively, pre Buyback, on the Standalone and Consolidated audited financial statements of the Company as at March 31, 2020.

11. SOURCES OF FUNDS FOR THE BUYBACK

- 11.1 Assuming full acceptance, the funds that would be utilized by the Company for the purpose of the Buyback would be Rs. 48,00,00,000/- (Rupees Forty Eight Crores Only), excluding the Transaction Cost.
- 11.2 The funds for the implementation of the Buyback will be sourced out of Company’s current surplus and/or current balances of cash and cash equivalents and other current investments and/ or internal accruals of the Company and forms part of the free reserves of the Company (including securities premium account) and/or such other source(s) as may be permitted by the Buyback Regulations or the Companies Act. The Company will transfer from its free reserves or securities premium account, a sum equal to the nominal value of the Equity Shares bought back to the capital redemption reserve account, and details of such transfer shall be disclosed in its subsequent audited financial statements.
- 11.3 The Company confirms that the funds for Buyback will be met out of its internal accruals and not out of the funds borrowed, if any, from banks and financial institutions.
- 11.4 This Buy-Back is not likely to cause any material impact on the earnings of the Company, except for the cost of financing the Buy-Back, being a reduction in the treasury income that the Company could have otherwise earned on the funds deployed.

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

- 12.1 In accordance with Regulation 9(xi) of the Buyback Regulations, the Company has appointed Axis Bank Limited having its registered office at Trishul 3rd Floor, opposite Samarsheshwar Temple, Law Garden, Ellis Bridge, Ahmedabad- 380 006, and acting through its branch situated at Axis Bank Limited, No. 9, M. G Road, Bangalore-560 025 as the Escrow Agent for the Buyback and an Escrow Agreement dated February 22, 2021 has been

entered between the Company, the Manager to the Buyback and the Escrow Agent.

- 12.2 In Accordance with the Escrow Agreement, the Company has opened an Escrow Account in the name and style “Suprajit Buyback 2021 Escrow Account” bearing account number 921020007466234 with the Escrow Agent.
- 12.3 In accordance with Regulation 9(xi) of the Buyback Regulations, the Company undertakes to deposit Rs. 14,00,00,000/- (Rupees Fourteen Crores Only), being an amount equivalent to 25% of the Buyback Size in the Escrow Account on or before the Buyback Opening Date. The Manager to the Buyback has been empowered to operate the Escrow Account in accordance with the Buyback Regulations.
- 12.4 The Company has adequate and firm financial resources to fulfill the obligations under the Buyback and the same has been certified by Ishwar & Gopal, Chartered Accountants (Firm Registration No: 001154S), (Membership No: 025783) by their certificate dated February 10, 2021. The Address of Ishwar & Gopal, Chartered Accountants is Sri Vinayaka Building, 2nd Floor No. 21/3, T.S.P. Road, Kalasipalyam, Bengaluru- 560 002, India and its telephone no. is +91 080 2670 1694, 2670 0009.
- 12.5 Based on the aforementioned certificate, the Manager to the Buyback confirms that it is satisfied that firm arrangements for fulfilling the obligations under the Buyback are in place and that the Company has the ability to implement the Buyback in accordance with the Buyback Regulations.

13. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

13.1 The present capital structure of the Company (as on date of Public Announcement) is as follows:

(Rs. In Lakhs)

Sr. No.	Particulars	Pre Buyback
1.	Authorized Share Capital:	
	85,00,00,000 Equity Shares of Re. 1/- each	8500.00
	Total	8500.00
2.	Issued, Subscribed and Paid-up Capital:	
	13,98,72,473 Equity Shares of Re. 1/- each	1,398.70
	Total	1,398.70

13.2 Assuming full acceptance in the Buyback, the capital structure of the Company post Buyback would be as follows:

(Rs. In Lakhs)

Sr. No.	Particulars	Post Buyback
1.	Authorized Share Capital:	
	85,00,00,000 Equity Shares of Re. 1/- each	8500.00
	Total	8500.00
2.	Issued, Subscribed and Paid-up Capital:	
	13,83,72,473 Equity Shares of Re. 1/- each	1383.72*
	Total	1383.72

* Assuming full acceptance of the Buy Back Offer

13.3 A time-period of one year has elapsed, from the date of the previous buy-back programme by the Company to the date of the Board meeting (Wednesday, February 10, 2021) approving this Buyback offer. Details of the Buyback Programmes undertaken by the Company in the last three years are given below:

Sr. No	Opening Date	Closing Date	Method of Buyback	Equity Shares Bought Back
1.	NA	NA	NA	NA

13.4 The Company Confirms that:

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

13.5 The shareholding pattern of the Company pre Buyback as on record date i.e. Monday, February 22, 2021 and the post Buyback shareholding pattern (assuming full acceptance), is as follows:

Category of Shareholder	Pre-Buyback		Post Buyback*	
	Number of Equity Shares	% to the existing Equity Share capital	Number of Equity Shares	% to post Buyback Equity Share capital
Promoters and persons acting in concert (collectively “the Promoters”)	6,23,39,220	44.57	6,17,32,663	44.61
Foreign Investors (Including Non-Resident Indians, FIIs, FPIs, Foreign Mutual Funds)	81,90,588	5.86	81,04,625	5.86
Financial Institutions/Banks & Mutual Funds promoted by Banks/ Institutions	1,53,50,367	10.97	1,52,00,954	10.99
Others (Public, Public Bodies Corporate, etc.)	5,39,92,298	38.60	5,33,34,331	38.54
Total	13,98,72,473	100.00	13,83,72,473	100.00

*Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholders of the Equity Shares up to their Buyback Entitlement.

13.6 Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholder(s) upto their Buyback Entitlement, the aggregate shareholding of the Promoter and Promoter Group and persons in control post Buyback may increase from 44.57%, which is the shareholding as at date, to 44.61% of the post Buyback Equity Share capital of the Company.

14. BRIEF INFORMATION OF THE COMPANY

14.1. History of the Company:

- The Company was incorporated as Suprajit Engineering Private Limited on May 24, 1985 pursuant to a Certificate of Incorporation dated May 24, 1985 under the provisions of the Companies Act, 1956. Consequent upon change of name dated June 15, 1995, the name of the Company was changed to ‘Suprajit Engineering Limited’ pursuant to its conversion into a public company under the Companies Act, 1956 vide fresh certificate of incorporation dated June 15, 1995. The Corporate Identification Number of the Company is L29199KA1985PLC006934. The registered office of the Company is situated at No.100 & 101, Bommasandra Industrial Area, Bengaluru, Karnataka, 560 099, India.
- The Company is engaged in the business of manufacturing of automotive mechanical cables and light sources. In Fiscal 2016, Suprajit Engineering Limited acquired Phoenix Lamps Limited (formerly Halonix Limited) (“Phoenix”), one of India’s leading manufacturers of automotive halogen bulbs, with years of manufacturing experience and technical knowledge. Over the years, it has established relationships with leading Japanese, Korean, European and Indian OEMs. Apart from Phoenix’s manufacturing facilities, the company has 15 manufacturing facilities in India.
- The Equity Shares of the Company are listed on BSE (Code: 532509) and NSE (Code: SUPRAJIT) since November 28, 2003 and February 18, 2005, respectively. The ISIN of the Equity Shares is INE399C01030.

14.2. Growth of Business:

- For the financial years ended March 31, 2018, 2019 and 2020, the Company has recorded total income of Rs. 10,107.36 million, Rs. 10,891.66 million and Rs. 10,962.30 million, respectively, and profit after tax of Rs. 1,046.41 million, Rs. 1,148.23 million and Rs. 1,233.32 million, respectively on standalone basis and the Company has recorded total income of Rs. 14,758.44 million, Rs. 16,278.95 million and Rs. 15,852.16 million, respectively, and profit after tax of Rs. 1,384.83 million, Rs. 1337.94 million and Rs. 1,039.65 million, respectively on consolidated basis.
- For the Six month ended September 30, 2020 the Company has recorded total income of Rs. 4,095.59 million and profit after tax of Rs. 336.98 million on standalone basis and Rs. 6,349.85 million and profit after tax of Rs. 335.68 million on consolidated basis.

14.3. The Details of changes in the Share Capital of the Company since incorporation are as follows:

Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
May 23, 1985	2	100	Subscription to Memorandum	2	Not applicable

					(Private Limited)
April 24, 1986	6,248	100	cash	6,250	Not applicable (Private Limited)
August 1, 1992	6,250	100	Bonus issue	12,500	Not applicable (Private Limited)
February 19, 1993	6,250	100	Rights issue	18,750	Not applicable (Private Limited)
December 24, 1994	4,310	200	Rights issue	23,060	Not applicable (Private Limited)
April 14, 1995	2,30,600	-	Sub division	2,30,600	Not applicable (Private Limited)
May 11, 1995	6,91,800	-	Bonus issue	9,22,400	Not applicable (Private Limited)
June 7, 1995	4,61,200	15	Rights issue	13,83,600	Not applicable (Private Limited)
December 7, 1995	16,16,900	30	Cash	30,00,500	Listed
March 22, 1997	2,09,600	-10	Forfeiture	27,90,900	Listed
February 27, 2003	2,09,600	10	Re-issue of forfeited shares	30,00,500	Listed
January 20, 2004	60,01,000	-	Sub division	60,01,000	Listed
March 24, 2004	60,01,000	-	Bonus issue	1,20,02,000	Listed
January 30, 2010	600,10,000	-	Sub division and consolidation	60,01,000	Listed
March 30, 2010	600,10,000	-	Bonus issue	12,00,20,000	Listed
February 23, 2016	1,13,18,774	132.50	QIP	13,13,38,774	Listed
September 14, 2017	85,33,699	NA	Allotment to minority shareholders of transferor Company	13,98,72,473	Listed

14.4. The Details of the Board of Directors of the Company as on date of Public Announcement i.e. February 10, 2021 are as follows:

Name, Occupation, Age and DIN	Designation	Qualification	Date of Appointment	Term of present appointment	Other Directorships*
<p>Mr. Muthuswami Lakshminarayan</p> <p>Occupation: Business</p> <p>Age: 74 Years</p> <p>DIN : 00064750</p>	Non-Executive - Independent Director	Masters degree in Technology from the Indian Institute of Technology, Mumbai	01/04/2019	3 years from 1.04.2019	<ol style="list-style-type: none"> 1. Kirloskar Oils Engines Limited 2. TVS Electronics Limited 3. Wabco India Limited 4. Rane (Madras) Limited 5. Wendt India Limited 6. ASM Technologies Limited 7. Dickinson Fowler Private Limited 8. TVS Automobile Solutions Private Limited 9. Sansera Engineering Limited 10. Kostal India Private Limited 11. Brose India Automotive Systems Private limited 12. Janaadhar (India) Private Limited 13. Invest Karnataka Forum
<p>Name: Mr. Kula Ajith Kumar Rai</p> <p>Occupation: Business</p> <p>Age: 62 Years</p> <p>DIN : 01160327</p>	Executive Director-Chairperson	<p>-B.E. (Mech. Engineering) from National Institute of Engineering - University of Mysore</p> <p>-M.A.Sc. (Ind. Engineering) from Dalhousie University, Halifax - Novascotia, Canada</p>	01/04/2009	5 years from 01.04.2019	<ol style="list-style-type: none"> 1. Suprajit Automotive Private Limited 2. Yagna IQ India Private Limited 3. Ashishesh Trusteeship Services Private Limited- Dormant Under Section 455
<p>Name: Mr. Suresh Shetty</p> <p>Occupation: Business</p> <p>Age: 72 Years</p> <p>DIN : 00316830</p>	Non-Executive - Independent Director	B.COM and Chartered Accountant	31/01/2011	3 years - up to 31.03.2023	<ol style="list-style-type: none"> 1. Suprajit Automotive Private Limited 2. Emerging Securities Private Limited 3. Devina Trading Private Limited

Name: Mrs. Supriya Ajith Rai Occupation: Business Age: 58 Years DIN : 01756994	Non-Executive - Non Independent Director	Dentist	30/05/2014	NA	1. Ashishesh Trusteeship Services Private Limited- Dormant Under Section 455
Name: Mr. Ian Williamson Occupation: Business Age: 69 years DIN : 01756994	Non-Executive - Independent Director	Electrical Engineering from Cambridge University	23/06/2007	3 years -up to 31.03.2023	Nil
Name: Mrs. Bharati Rao Occupation: Business Age: 72 Years DIN : 01892516	Non-Executive - Independent Director	Post graduate degree in Economics and a CAIIB	01/04/2019	3 years -Up to 31.03.2019	1. Neuland laboratories ltd. 2. Delphi-Tvs Technologies Limited 3. SBI Global Factors Limited 4. SBICAP Securities Limited 5. TATA Teleservices Limited 6. SBI Capital Markets Limited
Name: Mr. Mohan Srinivasan Nagamangala Occupation: Business Age: 59 Years DIN : 01916468	Managing Director & Group CEO - Executive Director	- Graduate in Mechanical Engineering and Cost Accountants - He is a member of Institute of Cost and Works Accountants and he has a Diploma in Management.	13/02/2017	5 years -up to 31.03.2024	1. Suprajit Automotive Private Limited
Name: Mr. Akhilesh Rai Occupation: Business Age: 33 Years DIN : 07982469	Director & CEO - Executive Director	- Masters in Business Administration - From London Business School, UK - Bachelors in Electrical Engineering (Minor in Economics) - From Purdue University, USA	12/06/2020	5 years – Up to 11.06.2025	NIL
Harish Hassan Visweswara	Non-Executive - Independent Director		12/06/2020	5 years – Up to 11.06.2025	Ahlers Logistics India Private Limited

* Excluding LLP and Companies which are converted into LLP.

14.5. The details of changes in the Board of Directors during the last 3 years preceding the date of the Public Announcement i.e. February 10, 2021 are as follows:

Name of the Director	Designation	Appointment/ Resignation/Retire	Effective Date	Reasons
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Mr. Muthuswami Lakshminarayan	Director	Appointment	01/04/2019	NA
Mrs. Bharati Rao	Director	Appointment	01/04/2019	NA
Mr. K. Ajith Kumar Rai	Executive Chairman	Change in Designation	01/04/2019	Change in designation from Chairman & Managing Director to Executive Chairman
Mr. Mohan Srinivasan Nagamangala	Managing Director & Group CEO	Change in Designation	01/04/2019	Change in designation from Director & CEO to Managing Director & Group CEO
Mr. Suresh Shetty	Director	Re-appointment	03/02/2020	NA
Mr. Ian Williamson	Director	Re-appointment	03/02/2020	NA
Mr. Akhilesh Rai	Director	Appointment	12/06/2020	NA
Mr. Harish Hassan Visweswara	Director	Appointment	12/06/2020	NA
Mr. Babu Sanganagowda Patil	Non-Executive - Independent Director	Retired	03/02/2020	End of tenure of appointment

- 14.6. The Buyback will not result in any benefit to the Promoter and Promoter Group/ persons in control or any Directors of the Company/ group companies, 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 Buyback, as a result of the extinguishment of Equity Shares, which will lead to reduction in the equity share capital of the Company post Buyback.

15. FINANCIAL INFORMATION ABOUT THE COMPANY:

- 15.1 The salient financial information of the Company as extracted from the audited standalone financial statements for the last three financial years ended March 31, 2020, March 31, 2019, March 31, 2018 and limited review financial results for six months ended September 30, 2020 are as under:

(Rs. In Million unless stated otherwise)

Particulars	For the six months ended	Year Ended		
	September 30, 2020	March 31, 2020	March 31, 2019	March 31, 2018
	Un-Audited	Audited	Audited	Audited
Revenue from Operations	3991.96	10,709.46	10,584.94	9,879.24
Other Income	103.63	252.84	306.72	228.12
Total Income	4095.59	10,962.30	10,891.66	10,107.36
Total Expenses excluding Finance Costs, Depreciation and Tax	3489.57	8811.13	8798.29	8148.53
Finance Costs	69.07	134.22	151.92	184.50
Depreciation	116.48	259.07	202.55	184.44
Profit/(Loss) before tax and Exceptional items	420.47	1,757.88	1,738.90	1,589.89
Less: Exceptional items (net)	-	(259.92)	-	-

Profit before tax expense	420.47	1,497.96	1,738.90	1,589.89
Tax expense	83.49	264.64	590.67	543.48
Profit/ (Loss) after tax	336.98	1,233.32	1,148.23	1,046.41
Other Comprehensive Income/(Loss) net of Tax	(1.94)	(2.90)	(7.77)	(5.04)
Total Comprehensive Income/(Loss) for the period	335.04	1,230.42	1,140.46	1,041.37
Equity Share Capital	139.87	139.87	139.87	139.87
Reserves & Surplus*	8024.07	7676.62	6870.44	5920.43
Networth #	8163.94	7816.49	7010.31	6060.30
Total debt (including working capital loans)	1633.06	2016.65	1690.98	1738.34

"Net worth" is total equity attributable to equity holders of the company.

*Excluding revaluation reserves and miscellaneous expenditure to the extent not written off

Key Financial Ratios

Particulars	For the six months ended	Year Ended		
	September 30, 2020	March 31, 2020	March 31, 2019	March 31, 2018
	Un-Audited	Audited	Audited	Audited
Key Ratios				
Earnings per Share – Basic (Rs.) ⁽¹⁾	2.41	8.82	8.21	7.48
Earnings per Share – Diluted (Rs.) ⁽¹⁾	2.41	8.82	8.21	7.48
Book Value Per Share (Rs.) ⁽²⁾	58.36	55.88	50.12	43.33
Return on Net worth (%) ⁽³⁾	4.12%	15.77%	16.37%	17.26%
Debt-Equity Ratio ⁽⁴⁾	0.20	0.26	0.24	0.29

* Not Annualised

Note: Below are the formulae used for computation of the above ratios

- (1) Earnings per Share – Basic & Diluted = Profit after Tax / Average Number of Shares (as at March 31 of respective financial year)
- (2) Book value per Share = Net Worth (excluding Revaluation Reserves, if any) / Number of Shares (as at March 31 of respective financial year)
- (3) Return on Net Worth = Profit after Tax/ Net Worth (excluding revaluation reserves, if any). Numbers for the half year ended September 30, 2020 are annualized.
- (4) Debt-Equity Ratio = Total Debt /Net Worth
- (5) "Net worth" is total equity attributable to equity holders of the company.

15.2 The salient financial information of the Company as extracted from the audited consolidated financial statements for the last three financial years ended March 31, 2020, March 31, 2019, March 31, 2018 and limited review financial results for six months ended September 30, 2020 are as under:

(Rs. In Million unless stated otherwise)

Particulars	For the six months ended	Year Ended		
	September 30, 2020	March 31, 2020	March 31, 2019	March 31, 2018

	Un-Audited	Audited	Audited	Audited
Revenue from Operations	6206.12	15,628.32	15,899.00	14,546.16
Other Income	1437.73	223.84	379.95	212.28
Total Income	6349.85	15,852.16	16,278.95	14,758.44
Total Expenses excluding Finance Costs, Depreciation and Tax	5519.57	13441.32	13571.23	12180.68
Finance Costs	110.27	226.57	245.54	271.05
Depreciation	281.31	581.26	409.97	372.48
Profit/(Loss) before tax and Exceptional items	438.70	1,603.01	2052.21	1,934.23
Exceptional items	-	(274.38)	-	-
Profit/(Loss) before tax	438.70	1,328.63	2052.21	1,934.23
Tax expenses	103.02	288.98	714.27	549.40
Profit/ (Loss) after tax	335.68	1,039.65	1337.94	1,384.83
Other Comprehensive Income/(Loss) net of Tax	(6.07)	183.81	66.51	123.78
Total Comprehensive Income/(Loss) for the period	329.61	1,223.46	1,404.45	1,508.61
Equity Share Capital	139.87	139.87	139.87	139.87
Reserves & Surplus*	8739.83	8397.81	7610.86	6409.13
Networth #	8879.70	8537.68	7750.73	6549.00
Total debt (including working capital loans)**	3170.76	3803.42	3620.65	3454.61

Key Financial Ratios

Particulars	For the six months ended		Year Ended		
	September 30, 2020		March 31, 2020	March 31, 2019	March 31, 2018
	Un-Audited	Audited	Audited	Audited	Audited
Key Ratios					
Earnings per Share – Basic (Rs.) ⁽¹⁾	2.40	7.43	9.57	9.90	9.90
Earnings per Share – Diluted (Rs.) ⁽¹⁾	2.40	7.43	9.57	9.90	9.90
Book Value Per Share (Rs.) ⁽²⁾	63.49	61.04	55.41	46.82	46.82
Return on Net worth (%) ⁽³⁾	3.78%	12.17%	17.26%	21.14%	21.14%
Debt-Equity Ratio ⁽⁴⁾	0.36	0.45	0.47	0.53	0.53

* Not Annualised

Note: Below are the formulae used for computation of the above ratios

(1) Earnings per Share – Basic & Diluted = Profit after Tax / Average Number of Shares (as at March 31 of

- respective financial year)
- (2) *Book value per Share = Net Worth (excluding Revaluation Reserves, if any) / Number of Shares (as at March 31 of respective financial year)*
- (3) *Return on Net Worth = Profit after Tax/ Net Worth (excluding revaluation reserves, if any). Numbers for the half year ended September 30, 2020 are annualized.*
- (4) *Debt-Equity Ratio = Total Debt /Net Worth*
- (5) *“Net worth” is total equity attributable to equity holders of the company.*

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

16. STOCK MARKET DATA

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

16.2 The high, low and average market prices of Equity Shares in last three fiscal years (April to March periods) and the monthly high, low and average market prices of Equity Shares for the six months preceding the date of Public Announcement i.e. February 11, 2021 from August, 2020 to January 2021 and the corresponding volumes on the Stock Exchanges are as follows:

BSE:

Period	High Price ^ (Rs.)	Date of High Price	Number of equity shares traded on that day	Low Price^ (Rs.)	Date of Low Price	Number of equity shares traded on that day	Average Price* (Rs.)	Total Volume Traded in the period (No. of equity shares)
PRECEDING THREE YEARS								
FY 2019-2020	243.55	Apr 02, 2019	4,641	108.10	Mar 25, 2020	3,307	189.14	23,21,501
FY 2018-2019	294.50	Apr 06, 2018	1,992	186.10	Feb 19, 2019	4,672	238.87	27,94,389
FY 2017-2018	339.95	Dec 28, 2017	40,232	227.75	Apr 19, 2017	5,790	282.53	40,59,460
PRECEDING SIX MONTHS								
Jan 2021	219.17	Jan 12, 2021	11,205	199.50	Jan 01, 2021	3,861	211.63	3,67,493
Dec 2020	203.45	Dec 03, 2020	30,591	190.30	Dec 24, 2020	7,017	198.22	2,52,566
Nov 2020	196.55	Nov 19, 2020	40,879	175.65	Nov 02, 2020	6,815	190.26	2,97,499
Oct 2020	204.40	Oct 06, 2020	57,828	178.60	Oct 29, 2020	2,973	187.44	3,81,555
Sep 2020	183.45	Sep 03, 2020	56,462	163.15	Sep 02, 2020	25,752	174.32	3,28,263
Aug 2020	192.60	Aug 26, 2020	44,190	151.95	Aug 03, 2020	3,666	173.59	4,69,162

Source: www.bseindia.com

^Based on closing price.

*Arithmetic average of Closing prices of all trading days during the said period.

If multiple days having the same high or low closing prices, then the price with the higher volume on that particular day has been chosen.

NSE:

Period	High Price ^ (Rs.)	Date of High Price	Number of equity shares traded on that day	Low Price ^ (Rs.)	Date of Low Price	Number of equity shares traded on that day	Average Price* (Rs.)	Total Volume Traded in the period (No. of equity shares)
PRECEDING THREE YEARS								
FY 2019-2020	245.20	Apr 02, 2019	32,882	110.50	Mar 25, 2020	97,025	189.44	19,09,9420
FY 2018-2019	295.90	Apr 06, 2018	18,642	185.90	Feb 19, 2018	34,264	239.00	1,56,45,779
FY 2017-2018	340.35	Dec 17, 2017	3,33,408	228.15	Apr 27, 2017	62,677	283.00	2,25,77,288
PRECEDING SIX MONTHS								
Jan 2021	219.60	Jan 13, 2021	1,90,104	199.60	Jan 05, 2021	79,503	211.60	49,14,689
Dec 2020	203.60	Dec 03, 2020	2,19,845	190.45	Dec 24, 2020	1,01,356	198.38	31,42,635
Nov 2020	196.90	Nov 19, 2020	2,96,701	175.90	Nov 02, 2020	63,213	190.31	34,79,687
Oct 2020	206.40	Oct 06, 2020	7,36,845	178.40	Oct 29, 2020	80,714	187.46	56,13,029
Sep 2020	183.60	Sep 03, 2020	5,88,741	163.10	Sep 02, 2020	3,36,536	174.44	43,77,322
Aug 2020	192.70	Aug 26, 2020	6,40,024	151.40	Aug 03, 2020	92,316	173.48	60,84,174

Source: www.nseindia.com

^Based on closing price.

*Arithmetic average of Closing prices of all trading days during the said period.

If multiple days having the same high or low closing prices, then the price with the higher volume on that particular day has been chosen.

If multiple days having the same high or low closing prices, then the price with the higher volume on that particular day has been chosen.

- 16.3 Notice of the Board Meeting convened to consider the proposal of the Buyback was given to the BSE and NSE on February 05, 2021. The proposal for the Buyback was approved at the Board Meeting held on February 10, 2021 and the intimation was sent to the BSE and NSE on the same day. The closing market price of the Equity Shares on the BSE and NSE during this period, are summarized below.

EVENT	DATE	CLOSING PRICE ON BSE (In Rs.)	CLOSING PRICE ON NSE (In Rs.)
Intimation of Board Meeting to consider the proposal of the Buyback	February 05, 2021	Rs. 225.75/-	Rs. 225.60/-
1 (One) Trading Day Post-Notice of Board Meeting	February 08, 2021	Rs. 245.25/-	Rs. 244.30/-
1 (One) Trading Day Prior to Board Meeting	February 09, 2021	Rs. 237.65/-	Rs. 238.20/-
Board Meeting Date	February 10, 2021	Rs. 243.80/-	Rs. 243.55/-
1 (One) Trading Day Post-Board Meeting	February 11, 2021	Rs. 257.35/-	Rs. 256.75/-

Source: www.bseindia.com and www.nseindia.com

17. DETAILS OF THE STATUTORY APPROVALS

- 17.1 The Buyback is subject to approvals, if any, required under the provisions of the Companies Act, the Buyback Regulations, and applicable rules and regulations as specified by RBI under FEMA and/ or such other applicable rules and regulations for the time being in force. As on date, there are no other statutory or regulatory approvals required to implement the Buyback other than those indicated above.
- 17.2 Buyback from Non-Resident Shareholders will be subject to approvals, if any, of the appropriate authorities as applicable. NRI Shareholders and OCB must obtain all approvals, if required, to tender the Equity Shares held by them in this Buyback (including without limitation the approval from the RBI). It is the obligation of such Non-Resident Shareholders, NRI, OCB shareholders, to obtain such approvals (if required) and submit such approvals along with the tender form, so as to enable them to tender equity shares in the buyback and for the Company to purchase such Equity Shares, tendered. The Company will have the right to make payment to the Eligible Shareholders in respect of whom no prior RBI approval is required and not accept Equity Shares from the Eligible Shareholders in respect of whom prior RBI approval is required in the event copies of such approvals are not submitted.
- 17.3 By participating in the Buyback, the Non-Resident Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting(s), if required, including the form FC-TRS, if necessary and such Non-Resident Shareholders undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
- 17.4 As of date of this Letter of Offer, there are no statutory or regulatory approvals required to implement the Buyback, other than as indicated above. If any statutory or regulatory approvals become applicable subsequently, the Buyback will be subject to such statutory or regulatory approvals. In the event of any delay in receipt of any statutory/ regulatory approvals, changes to the proposed timetable of the Buyback, if any, shall be intimated to the Stock Exchanges.

18. DETAILS OF THE REGISTRAR TO THE BUYBACK AND COLLECTION CENTRES

Eligible Shareholder who wish to tender their Equity Shares in the Buyback can send by registered post/speed post or courier or hand deliver the Tender Form and all relevant documents along with the TRS generated by the exchange bidding system at the below mentioned collection center of the Registrar to the Buyback by superscribing the envelope as “**SUPRAJIT ENGINEERING LIMITED BUYBACK 2021**”, so that the same are received not later than 2 (two) days of Buyback Closing Date (Monday, April 26, 2021) by 5:00 p.m. The Company has appointed Integrated Enterprises (India) Private Limited as the Registrar to the Buyback their contact details are set forth below:



REGISTRAR TO THE BUYBACK:

	<p>Integrated Registry Management Services Private Limited 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru, Karnataka, 560003 Contact person: Mr. J. Gopinath Tel No.: 080 - 23460815 - 819 Fax No.: 080- 23460819 Email: gopi@integratedindia.in; Website: www.integratedindia.in SEBI Registration Number: INR000000544 Validity: Permanent</p>
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THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUYBACK.

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

19. PROCESS AND METHODOLOGY FOR THE BUYBACK

19.1 The Company proposes to Buyback up to 15,00,000 (Fifteen Lakhs Only) fully paid-up Equity Shares representing up to 1.07% of the total number of equity shares in the total paid-up Equity Share capital of the Company at the Buyback Price per Equity Share payable in cash for the Buyback Size, on a proportionate basis through the “Tender Offer” route as prescribed under the Buyback Regulations from all Eligible Shareholders. The Buyback is in accordance with the provisions of Article 1 read with Clause 41 of Table ‘F’ of the Companies Act, 2013, Sections 68, 69, 70 and other applicable provisions, if any, of the Companies Act and in accordance with the provisions of the Articles of Association of the Company and the Buyback Regulations and subject to receipt of such other approvals, permissions, sanctions and exemptions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by statutory, regulatory or governmental authorities as may be required under applicable laws, including but not limited to the SEBI, Stock Exchanges etc. The Buyback Size is 6.69 % and 6.46% of the fully paid-up Equity Share capital and free reserves as per the latest Standalone and Consolidated Audited Financial Statements of the Company, respectively, for the financial year ended March 31, 2020 (being the latest Audited Financial Statements available as on the date of the Board meeting approving the Buyback).

19.2 The aggregate shareholding of the Promoters and Promoters Group and person in control of the Company as at the date of the Public Announcement (i.e. February 11, 2021) is 6,23,39,220 Equity Shares which represents 44.57% of the existing Equity Share capital of the Company. In terms of the Buyback Regulations, under the Tender Offer route, the Promoters and Promoter Group have the option to participate in the Buyback. In this regard, the Promoters have expressed their intention vide their letters dated February 10, 2021 to participate in the Buyback and offer up to an aggregate maximum number of 6,23,39,220 Equity Shares.

19.3 Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholder(s) upto their Buyback Entitlement, the aggregate shareholding of the Promoter and Promoter Group and persons in control post Buyback may increase from 44.57%, which is the shareholding as at date, to 44.61% of the post Buyback Equity Share capital of the Company.

19.4 Record Date and Ratio of Buyback and Entitlement of each Shareholder:

- a. The Board in its meeting held on Wednesday, February 10, 2021 announced Wednesday, February 22, 2021 as Record Date for the purpose of determining the Buyback Entitlement and the names of the Equity Shareholders who are eligible to participate in the Buyback Offer.
- b. The Equity Shares proposed to be bought back by the Company as a part of this Buyback is divided into two categories:
 - i. Reserved category for Small Shareholders (“**Reserved Category**”); and
 - ii. General Category for all Eligible Shareholders other than Small Shareholders (“**General Category**”).
- c. As defined under Regulation 2(i)(n) of the Buyback Regulations, Small Shareholder is a shareholder who holds Equity Shares having market value, on the basis of closing price on the stock exchanges registering the highest trading volume, as on Record Date, is not more than Rs. 2,00,000 (Rupees Two Lakh Only). As on the Record Date, the volume of Equity Shares traded on BSE was 18,137 Equity Shares and on NSE was 2,44,483 Equity Shares. Accordingly, NSE being the Stock Exchange with highest trading volume, the closing price was Rs. 266.15/- and hence all Eligible Shareholders holding not more than 751 Equity Shares as on the Record Date are classified as “Small Shareholders” for the purpose of the Buyback Offer.
- d. Based on the above definition, there are 46,700 Small Shareholders in the Company with aggregate shareholding of 61,22,293 Equity Shares as on Record Date, which constitutes 4.38% of the outstanding number of Equity Shares of the Company and 408.15% of the Maximum Number of Equity Shares which the Company proposes to Buyback as a part of this Buyback Offer.
- e. In compliance with Regulation 6 of the Buyback Regulations, the reservation for the Small Shareholders will be 2,25,000 Equity Shares which is higher of:
 - i. Fifteen percent of the number of Equity Shares which the Company proposes to Buyback i.e. 15% of

15,00,000 (Fifteen Lakhs Only) Equity Shares which works out to 2,25,000 (Two Lakhs Twenty Five Thousand Only) Equity Shares; or

- ii. The number of Equity Shares entitled as per their shareholding as on Record Date [i.e. (61,22,293/13,98,72,473)x[15,00,000] which works out to be 65,656 Equity Shares.

All the outstanding fully paid-up Equity Shares have been used for computing the Buyback Entitlement of Small Shareholders since the Promoters also intend to offer Equity Shares held by them in the Buyback.

- f. Based on the above and in accordance with Regulation 6 of the Buyback Regulations, 2,25,000 fully paid-up Equity Shares have been reserved for Small Shareholders. Accordingly, General Category shall consist of 12,75,000 Equity Shares.

- g. Based on the above Buyback Entitlements, the ratio of Buyback for both categories is decided as below:

Category of Shareholders	Ratio of Buyback
Reserved Category	3 Equity Shares out of every 82 fully paid-up Equity Shares held on the Record Date.
General Category	4 Equity Shares out of every 441 fully paid-up Equity Shares held on the Record Date.

19.5 Fractional Entitlements:

- a. If the Buyback Entitlement under Buyback, after applying the abovementioned ratios to the Equity Shares held on Record Date, is not a round number (i.e. not in the multiple of 1 Equity Share), then the fractional entitlement shall be ignored for computation of Buyback Entitlement to tender Equity Shares in the Buyback Offer for both categories of Eligible Shareholders.
- b. On account of ignoring the fractional entitlement, those Small Shareholders who hold 27 or less Equity Shares as on Record Date will be dispatched a Tender Form with zero entitlement. Such Small Shareholders are entitled to tender Additional Equity Shares as part of the Buyback Offer and will be given preference in the Acceptance of one Equity Share, if such Small Shareholders have tendered for Additional Equity Shares. The Company shall make best efforts subject to Buyback Regulations in accepting Equity Shares tendered by such Eligible Shareholder to the extent possible and permissible.

19.6 Basis of Acceptance of Equity Shares validly tendered in the Reserved Category:

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

- a. Full Acceptance (i.e. 100%) of Equity Shares from Small Shareholders in the Reserved Category, who have validly tendered their Equity Shares to the extent of their Buyback Entitlement or the number of Equity Shares tendered by them, whichever is less.
- b. Post the acceptance as described in Clause 19.6 (a) above, in case there are any Equity Shares left to be bought back from Small Shareholders in the Reserved Category, the Small Shareholders who were entitled to tender zero Equity Shares (on account of ignoring the fractional entitlement), and have tendered Additional Equity Shares, shall be given preference and one Equity Share each from the Additional Equity Shares applied by these Small Shareholders shall be bought back in the Reserved Category.
- c. Post the acceptance as described in Clause 19.6 (a) and 19.6 (b) above, in case there are any Equity Shares left to be bought back in the Reserved Category, the Additional Equity Shares tendered by the Small Shareholders over and above their Buyback Entitlement, shall be accepted in proportion of the Additional Equity Shares tendered by them and the Acceptances per Small Shareholders shall be made in accordance with the Buyback Regulations, i.e. valid Acceptances per Small Shareholder shall be equal to the Additional Equity Shares validly tendered by the Small Shareholder divided by the total Additional Equity Shares validly tendered and multiplied by the total pending number of Equity Shares to be accepted in Reserved Category. For the purpose of this calculation, the Additional Equity Shares taken into account for such Small Shareholders, from whom one Equity Share has been accepted in accordance with Clause 19.6 (b) above, shall be reduced by one.
- d. Adjustment for fractional results in case of proportionate Acceptance, as described in Clause 19.6 (c) above:

- (i) For any Small Shareholder, if the number of Additional Equity Shares to be accepted, calculated on

a proportionate basis is not in the multiple of 1 and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

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

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

Subject to the provisions contained in the DLoF, the Company will accept the Equity Shares tendered in the Buyback Offer by Eligible Shareholders (other than Small Shareholders) in the General Category in the following order of priority:

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

19.8 Basis of Acceptance of Equity Shares between Categories

- a. In case there are any Equity Shares left to be bought back in one category (“**Partially filled Category**”) after acceptance in accordance with the above described methodology for both the categories, and there are additional unaccepted validly tendered Equity Shares in the second category, then the Additional Equity Shares in the second category shall be accepted proportionately, i.e. valid Acceptances per Eligible Shareholder shall be equal to the additional outstanding Equity Shares validly tendered by a Eligible Shareholder in the second category divided by the total additional outstanding Equity Shares validly tendered in the second category and multiplied by the total pending number of Equity Shares to be bought back in the partially filled category.
- b. If the Partially filled Category is the General Category, and the second category is the reserved category for Small Shareholders, then for the purpose of this calculation, the Additional Equity Shares tendered by such Small Shareholders, from whom one Equity Share has been accepted in accordance with Paragraph 19.7 (b) shall be reduced by one.
- c. Adjustment for fraction results in case of proportionate acceptance, as set out in Paragraphs 19.8 (b) above:
 - i. For any shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
 - ii. For any shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

19.9 For avoidance of doubt, it is clarified that:

- a. The Equity Shares Accepted under the Buyback from each Eligible Shareholder, in accordance with clauses above, shall not exceed the number of Equity Shares tendered by the respective Eligible Shareholder;
- b. The Equity Shares Accepted under the Buyback from each Eligible Shareholder, in accordance with clauses above, shall not exceed the number of Equity Shares held by respective Eligible Seller as on the Record Date; and
- c. The Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance in accordance with the clauses above.

19.10 Clubbing of Entitlement

In order to ensure that the same Eligible Shareholders with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder category, the Company will club together the Equity Shares held by such Eligible Shareholders with a common permanent account number (“PAN”) for determining the category (Small Shareholder or General) and entitlement under the Buyback. 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 equity shares in physical form, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buyback will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/foreign portfolio investors etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar to the Buyback (defined below) 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.

20. PROCEDURE FOR TENDER OFFER AND SETTLEMENT

- 20.1 The Buyback is open to all Eligible Shareholders holding Equity Shares of the Company either in physical form (“**Physical Shares**”) and/or in dematerialized form (“**Demat Shares**”) as on the Record Date as per the records made available to the Company by the Depositories/registrar.
- 20.2 The Company proposes to effect the Buyback through a Tender Offer route, on a proportionate basis. The Letter of Offer and Tender Form, outlining the terms of the Buyback as well as the detailed disclosures as specified in the Buyback Regulations, will be dispatched to all the Eligible Shareholders in compliance with the Buyback Regulations. In case of non-receipt of Letter of Offer and the Tender Form, please follow the procedure as mentioned in Paragraph 20.21 below.

An Eligible Shareholder may access the Letter of Offer, on the website of the Company, the Registrar to the Buyback, the Stock Exchanges and the Manager to the Buyback at www.suprajit.com, www.integratedindia.in, www.bseindia.com, www.nseindia.com and www.capitalsquare.in, respectively. However, on the receipt of the request from the Eligible Shareholder for the physical copy, Registrar to the Buyback, Manger to the Buyback and Company shall undertake the reasonable steps to send the Letter of Offer and the Tender Form in the physical form either by courier/registered post/speed post or any other permissible mode.

- 20.3 The non-receipt of Letter of Offer by, or accidental omission to mailed the Letter of Offer to any person who is eligible to receive the same to participate in the Buyback, shall not invalidate the Buyback Offer to any person who is eligible to receive this Buyback Offer.
- 20.4 The Company will not accept any Equity Shares offered for Buyback where there exists any restraint order of a Court for transfer / disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.
- 20.5 The Company shall comply with Regulation 24(v) of the Buyback Regulations which states that the Company shall not buyback the locked-in Equity Shares and non-transferable Equity Shares till the

pendency of the lock-in or till the Equity Shares become transferable.

- 20.6 The Company shall accept all the Equity Shares validly tendered for the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date and also Additional Equity Shares, if any tendered by Eligible Shareholders will be accepted as per paragraphs 19.6, 19.7 and 19.8.
- 20.7 Eligible Shareholders will have to transfer the Equity Shares from the same demat account in which they were holding the 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 the Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar to the Buyback and such tendered Equity Shares may be accepted subject to appropriate verification and validation by the Registrar to the Buyback. The Board or Buyback Committee authorized by the Board will have the authority to decide such final allocation in case of non-receipt of sufficient proof by such Eligible Shareholder.
- 20.8 As elaborated under clause 19.4 above, the Equity Shares proposed to be bought as a part of the Buyback is divided into two categories; (a) Reserved Category for Small Shareholders and (b) the General Category for other Eligible Shareholders, and the Buyback Entitlement of a Eligible Shareholder in each category shall be calculated accordingly.
- 20.9 After accepting the Equity Shares tendered on the basis of Buyback Entitlement, Equity Shares left to be bought as a part of the Buyback, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buyback Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buyback Entitlement, in other category.
- 20.10 Eligible Shareholders' participation in the Buyback is voluntary. Eligible Shareholders may choose to participate, in part or in full, and receive cash in lieu of the Equity Shares accepted under the Buyback, or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without additional investment. Eligible Shareholders may also tender a part of their Buyback Entitlement. Eligible Shareholders also have the option of tendering Additional Equity Shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. The Acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder shall be in terms of procedure outlined in this Letter of Offer.
- 20.11 The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by such Eligible Shareholder as on the Record Date.
- 20.12 The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 as amended via SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any amendments thereof and following the procedure prescribed in the Companies Act and the Buyback Regulations and as may be determined by the Board (including the Buyback Committee) and on such terms and conditions as may be permitted by law from time to time.
- 20.13 For implementation of the Buyback, the Company has appointed NNM Securities Private Limited as the registered broker to the Company (the "**Company's Broker**") through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

The Contact details of Company's Broker are as follows:

Name	NNM Securities Private Limited
Address	B 6/7, Shri Siddhivinayak Plaza, 2nd Floor, Plot No. B-31, Oshiwara Opp. Citi Mall, B/H Maruti Showroom, Andheri Linking Road, Andheri (W), Mumbai – 400053, Maharashtra
Telephone	022-40790020
E-mail	support@nnmsecurities.com
Website	www.nnmsecurities.com
Contact Person	Mr. Nikunj Mittal
SEBI Registration No.	INZ000234235

- 20.14 The Company will request the BSE Limited to provide the separate Acquisition Window to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback. For the purpose of this Buyback, BSE would be the designated stock exchange (“**Designated Stock Exchange**”). The details of the platform will be specified by BSE from time to time.
- 20.15 In the event the Shareholder Broker(s) of Eligible Shareholder is not registered with BSE, then the 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 the applicable law). In case the Eligible Shareholders are unable register using quick UCC facility through any other BSE registered stock broker, Eligible Shareholder may approach the Company’s Broker i.e., NNM Securities Private Limited, to place their bids.
- 20.16 At the beginning of the tendering period, the order for buying Equity Shares will be placed by the Company through Company’s Broker. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition window by Eligible Shareholders through their respective stock brokers (“**Shareholder Broker(s)**”) during normal trading hours of the secondary market. The Shareholder Broker can enter orders for Demat Shares as well as Physical Shares. In the tendering process, the Company’s Broker may also process the orders received from the Eligible Shareholders.
- 20.17 The reporting requirements for Non-Resident Shareholders under the Foreign Exchange Management Act, 1999 and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholder and/or the Shareholder Broker through which the Eligible Shareholder places the bid.
- 20.18 Modification/ cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as “one bid” for the purposes of acceptance.
- 20.19 The cumulative quantity tendered shall be made available on the website of BSE Limited, www.bseindia.com, throughout the trading session and will be updated at specific intervals during the tendering period.
- 20.20 The acceptance of the Offer for Buyback made by the Company is entirely at the discretion of the Eligible Shareholders. The Company does not accept any responsibility for the decision of the Eligible Shareholder to either participate or to not participate in the Buyback. The Company will not be responsible in any manner for any loss of Share Certificate(s) or any other documents during transit. All documents sent by the Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.

20.21 In case of non-receipt of the Letter of Offer:

- a. **In case the Equity Shares are in dematerialised form:** In case of non-receipt of Letter of Offer, Eligible Shareholder(s) can access the Letter of Offer on the website of the Company, the Registrar to the Buyback, the Stock Exchanges and the Manager to the Buyback at www.suprajit.com, www.integratedindia.in, www.bseindia.com, www.nseindia.com and www.capitalsquare.in, respectively. Further, An Eligible Shareholder who wishes obtain a copy of the Letter of Offer and the Tender Form, they may send a request to the Company, Registrar or Manager at the email id mentioned at the cover page of the Letter of Offer stating the name, address, number of Equity Shares held on Record Date, client ID number, DP name / ID, beneficiary account number, and upon receipt of such request, a copy of the Letter of Offer shall be provided to such Eligible Shareholder. An Eligible Shareholder may also participate in the Buyback by downloading the Tender Form from the website of the Registrar to the Buyback by providing his / her / its application in writing on a plain paper, signed by all Eligible Shareholders (in case of joint holding), stating name and address of the Eligible Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name, DP ID, beneficiary account number and number of Equity Shares tendered for the Buyback.
- b. **In case the Equity Shares are in physical form:** In case of non-receipt of Letter of Offer, Eligible Shareholder(s) can access the Letter of Offer on the website of the Company, the Registrar to the Buyback, the Stock Exchanges and the Manager to the Buyback at www.suprajit.com, www.integratedindia.in, www.bseindia.com, www.nseindia.com and www.capitalsquare.in, respectively. Further, An Eligible Shareholder who wishes obtain a copy of the Letter of Offer, they

may send a request to the Company, Registrar or Manager at the email id mentioned at the cover page of the Letter of Offer stating the name, address, number of Equity Shares held on Record Date, client ID number, DP name / ID, beneficiary account number, and upon receipt of such request, a copy of the Letter of Offer shall be provided to such Eligible Shareholder. An Eligible Shareholder may also participate in the Buyback by downloading the Tender Form from the website of the Registrar to the Buyback. An Eligible Shareholder may participate in the Buyback by providing his / her / its application in writing on a plain paper signed by all Eligible Shareholders (in case of joint holding) stating name, address, folio number, number of Equity Shares held, Equity Share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, enclosing the original Equity Share certificate(s), copy of Eligible Shareholder's PAN card(s) and executed share transfer form in favour of the Company. Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents, reach the Registrar to the Buyback not later than 2 (two) days from the Buyback Closing Date i.e. Monday, April 26, 2021, (by 5 p.m.). If the signature(s) of the Eligible Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar of the Company or are not in the same order (although attested), such Tender Forms are liable to be rejected under this Buyback.

Please note that Eligible Shareholder(s) who intend to participate in the Buyback will be required to approach their respective Shareholder Broker (along with the complete set of documents for verification procedures) and have to ensure that their bid is entered by their respective Shareholder Broker Member or broker in the electronic platform to be made available by the Designated Stock Exchange before the Buyback Closing Date, otherwise the same is liable to be rejected.

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

20.22 Procedure to be followed by Equity Shareholders holding Equity Shares in the dematerialised form:

- a. Eligible Shareholders holding Demat Shares who desire to tender their Demat Shares under the Buyback would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares they intend to tender under the Buyback.
- b. The Shareholder Broker would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Demat Shares in the Buyback using the Acquisition Window of the BSE. Before placing the order/Bid, the Eligible Shareholder would be required to transfer the tendered Demat Shares to the special account of Indian Clearing Corporation Limited ("**Clearing Corporation**"), by using the early pay-in mechanism prior to placing the bid by the Shareholder Broker.

The details of special account shall be informed in the issue opening circular that will be issued by the BSE or the Clearing Corporation.

- c. For Custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of 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.
- d. Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip ("**TRS**") generated by the stock exchange bidding system to the Eligible Shareholders on whose behalf the order/bid has been placed. TRS will contain the details of order submitted like bid ID Number, Application Number, DP ID, Client ID and Number of Equity Shares tendered etc.
- e. Eligible Shareholders who have tendered their Equity Shares in the Buyback may deliver the Tender Form duly signed (by all Shareholders in case shares are in joint names) in the same order in which they hold the shares, along with the TRS generated by the exchange bidding system either by registered post/speed post or courier or hand delivery to the Registrar to the Buyback Offer at the address mentioned on the cover page of this Letter of Offer) not later than 2 (two) days from the Closing Date i.e. Monday, April 26, 2021 (by 5 PM). The envelope should be

superscripted as “**Suprajit Buyback 2021 Escrow account**”. In case of non-receipt of the completed Tender Form and other documents, but receipt of Shares in the special account of the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for demat Shareholders.

- f. Eligible Shareholders shall also provide all the relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):
 - i. Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the Tender Form;
 - ii. Duly attested death certificate and succession certificate/ legal heirship certificate, in case any Eligible Shareholder has expired; and
- g. In case of companies, the necessary certified corporate authorizations (including board and/ or general meeting resolutions).
- h. The Eligible Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to pro rata basis 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.

20.23 Procedure to be followed by Registered Eligible Shareholders holding Equity Shares in physical form:

- a. In accordance with the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020 the physical shareholders are allowed to tender their shares in the Buyback. However, such tendering shall be as per the provisions of the Buyback Regulations.
- b. Eligible Shareholders who are holding Physical Shares and intend to participate in the Buyback will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (i) Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (ii) original share certificate(s) of face value of Re. 1/- each, (iii) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of PAN Card(s) of all Eligible Shareholders, (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar card, voter identity card or passport.
- c. Based on these documents, the concerned Shareholder Broker shall place an order/ bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the Acquisition Window of BSE. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered etc.
- d. Any Shareholder Broker/Eligible Shareholder who places a bid for Physical Shares, is required to deliver the original share certificate(s) & documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback i.e. Integrated Enterprises (India) Private Limited (at the address mentioned on cover page) not later than 2 (two) days from the offer closing date. The envelope should be super scribed as “**Suprajit Buyback 2021 Escrow account**”. One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Shareholder Broker in case of hand delivery.
- e. The Eligible Shareholders holding Physical Shares should note that Physical Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the Physical Shares for

Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, BSE shall display such bids as 'unconfirmed physical bids'. Once Registrar to the Buyback confirms the bids, they will be treated as 'confirmed bids'.

- f. In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.

20.24 For Equity Shares held by Eligible Shareholders, being Non-Resident Shareholders of Equity Shares (Read with Paragraph 17 "DETAILS OF THE STATUTORY APPROVALS"):

- a. While tendering their Equity Shares under the Buyback, all Eligible Shareholders Being Non-Resident Shareholders shall enclose a copy of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them.
 - b. In case the Equity Shares are held on a repatriation basis, the Non-Resident Eligible Shareholders shall obtain and enclose a letter from the Eligible Shareholder's authorised dealer/ bank confirming that at the time of acquiring the said Equity Shares, payment for the same was made by the Non-Resident shareholder from the appropriate account (e.g. NRE a/c) as specified by RBI in its approval. In case the Non-Resident shareholder is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis and in that case the Non-Resident Eligible Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares Accepted in the Buyback.
 - c. Notwithstanding anything contained in this Letter of Offer, if any of the above stated documents, as applicable, are not enclosed along with the Tender Form, the Equity Shares tendered under the Buyback are liable to be rejected.
- 20.25 The instructions and authorizations contained in the Tender Form constitute an integral part of the terms of this Buyback Offer.

20.26 Acceptance of orders

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

20.27 Method of Settlement

Upon finalization of the basis of acceptance as per Buyback Regulations:

- (i) The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time and in compliance with the SEBI Circular.
- (ii) The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank account as per the prescribed schedule. For Demat Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds pay-out to the respective eligible shareholders. If such Eligible Shareholder's bank account details are not available or if the fund transfer instruction is rejected by the Reserve Bank of India ('RBI')/ Eligible Shareholders' bank, due to any reason, then such funds will be transferred to the concerned Shareholder brokers' settlement bank account for onward transfer to the such Eligible Shareholders.
- (iii) For the Eligible Shareholders holding Equity Shares in physical form, the funds payout would be given to their respective Shareholder Brokers' settlement account for releasing the same to the respective Eligible Shareholder's account.
- (iv) The Equity Shares bought back in the demat form would be transferred directly to the demat account of the Company opened for the Buyback ("**Company Demat Account**") provided it is indicated by the Company's Broker or it will be transferred by the Company's broker to the Company Demat Account on receipt of Equity Shares from the clearing and settlement mechanism of the BSE.

- (v) 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 non-acceptance of Equity Shares under the Buyback.
- (vi) Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Eligible Shareholders will be returned to them by the 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 Shareholder Broker’s depository pool account for onward transfer to such Eligible Shareholder. In case of custodian participant orders, excess Demat Shares or unaccepted Demat Shares, if any, will be returned to the respective custodian participant.
- (vii) Any excess physical Equity Shares pursuant to proportionate acceptance/ rejection will be returned back to the concerned Eligible Shareholders directly by the Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by Eligible Shareholders holding Equity Shares in the physical form.
- (viii) In case of certain Eligible Shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds payout including those prescribed by the RBI) who do not opt to settle through custodians, the funds payout would be given to their respective Shareholder Broker's settlement accounts for releasing the same to such shareholder’s account.
- (ix) The Shareholder Broker would issue contract note to the Eligible Shareholders tendering Equity Shares in the Buyback. The Company’s Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- (x) Eligible Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for any cost, applicable taxes, charges and expenses (including brokerage) etc., that may be levied by the Shareholder Broker upon the Eligible Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback 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 accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.
- (xi) The Equity Shares lying to the credit of the Company Demat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and in compliance with the procedure prescribed in the Buyback regulations.

20.28 Rejection Criteria

- a. The Equity Shares tendered by Eligible Shareholders holding Demat Shares would be liable to be rejected on the following grounds:
 - (i) The Shareholder is not an Eligible Shareholder of the Company as on the Record Date; or
 - (ii) In the event of non-receipt of the completed Tender Form and other documents from the Eligible Shareholders who were holding shares in physical form as on the Record Date and have placed their bid in demat form; or
 - (iii) If there is a name mismatch in the dematerialised account of the Shareholder and PAN.
- b. The Equity Shares tendered by Eligible Shareholders holding Physical Shares would be liable to be rejected on the following grounds:
 - (i) The documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar to the Buy Back on or before Wednesday, April 28, 2021 by 5:00 p.m. (IST);
 - (ii) If there is any other company share certificate enclosed with the Tender Form instead of the share certificate of the Company;
 - (iii) non-submission of Notarized copy of death certificate and succession certificate / probated/Will, as applicable in case any Eligible Shareholder has deceased;
 - (iv) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders;
 - (v) If the Eligible Shareholders bid the Equity Shares but the Registrar to the Buy Back does not receive the physical share certificate; or
 - (vi) In the event the signature in the Tender Form and share transfer form (i.e. form SH-4) do not

- match as per the specimen signature recorded with Registrar of the Company.
- (vii) Where there exists any restraint order of a court/ any other competent authority for transfer / disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.

21. NOTE ON TAXATION

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

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

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

21.1 GENERAL

- a. The Indian tax year runs from 1st April to 31st March. The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year. A person who is a tax resident of India is liable to taxation in India on his worldwide income, subject to certain prescribed tax exemptions provided under the Income Tax Act 1961 (“**Income Tax Act**” or “**ITA**”).
- b. A person who is treated as a non-resident for Indian tax purposes is generally liable to tax in India only on his/her India sourced income or income received by such person in India. In case of shares of a Company, the source of income from shares would depend on the ‘situs’ of the shares. As per judicial precedents, generally the “situs” of the shares is where company is “incorporated” and where its shares can be transferred.
- c. Accordingly, since the Company is incorporated in India, the shares of the Company would be “situated” in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the ITA subject to any specific exemption in this regard. Further, the non-resident can avail the beneficial tax treatment prescribed under the relevant Double Tax Avoidance Agreement (“**DTAA**”) subject to satisfaction of the relevant conditions including non-applicability of General Anti- Avoidance Rule (“**GAAR**”) and providing and maintaining necessary information and documents as prescribed under the ITA.
- d. The summary of tax implications on buyback of equity shares listed on the stock exchanges in India is set out below. All references to equity shares in this note refer to equity shares listed on the stock exchanges in India unless stated otherwise.

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

- a. Section 115QA of the Act provides for the levy of additional Income-tax at the rate of twenty per cent (as increased by surcharge and Health and Education cess, as applicable) of the distributed income on account of buyback of shares of all domestic Indian companies including listed companies i.e. companies whose shares are listed on a recognized stock exchange. In respect of listed companies, the provisions of section 115QA are applicable in respect of all the buy backs of shares whose public announcement has been made after 5 July 2019. Accordingly, the Company would be subject to an additional Income-tax at the rate of twenty per cent (as increased by surcharge and Health and Education cess, as applicable) of the distributed income on account of buyback of shares. "Distributed income" means the consideration

paid by the company on buy-back of shares as reduced by the amount, which was received by the company for issue of such shares, determined in the manner as may be prescribed.

- b. As additional income-tax has been levied on the company under Section 115QA of the Act, the consequential income arising in the hands of shareholders has been exempted from tax under sub-section (34A) of section 10 of the Act. Accordingly, any income arising in the hands of shareholder on account of buyback of shares shall be exempt from tax under sub-section (34A) of section 10 of the Act. The said income will be exempted in the hands of the shareholder irrespective of the class/residential status of the shareholder and purpose for which shares are held (i.e. as “Investments” or “Stock in Trade”).
- c. In view of the above and in the absence of any specific provision under the Income Tax Act, the Company is not required to deduct tax at source on the consideration payable to shareholders pursuant to the Buyback.
- d. While the income arising to the shareholder on account of buy back of shares as referred to in section 115QA is exempt from tax under the provisions of the amended section 10(34A), the same may be subject to tax in the country of residence for non-resident shareholders as per the tax laws of that country subject to provisions of Double Taxation Avoidance Agreement, if any.

The above note on taxation sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the disposal of equity shares. This note is neither binding on any regulators nor can there be any assurance that they will not take a position contrary to the comments mentioned herein.

22. DECLARATION BY THE BOARD OF DIRECTORS

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

- a. The Board hereby confirms that there are no defaults subsisting in the repayment of deposits or interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference Shares or payment of dividend due to any shareholder, or repayment of term loans or interest payable thereon to any financial institutions or banking Company.
- b. The Board has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:
 - (i) Immediately following the date of the Board Meeting held on February 10, 2021 at which the Buyback of the Equity Shares is approved, there will be no grounds on which the Company could be found unable to pay its debts;
 - (ii) As regards the Company’s prospects for the year immediately following the date of the board meeting approving the Buyback and having regard to the Board’s intentions with respect to the management of the Company’s business during that year and to the amount and character of the financial resources which will in the Board’s view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the board meeting approving the Buyback; and
 - (iii) In forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code 2016.

This declaration is made and issued under the authority of the Board in terms of the resolution passed at the meeting held on February 10, 2021.

For and on behalf of the Board of Directors of Suprajit Engineering Limited

<i>Sd/-</i> Kula Ajith Kumar Rai Chairman DIN: 01160327	<i>Sd/-</i> Mohan Srinivasan Nagamangala Managing Director & Group CEO DIN: 01916468	<i>Sd/-</i> Medappa Gowda J CFO, Company Secretary and Compliance Officer M. No: 4111
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23. AUDITORS CERTIFICATE

Quote

To

The Board of Directors
Suprajit Engineering Limited
No. 100 & 101, Bommasandra Industrial Area,
Bengaluru, Karnataka 560099.
UDIN: 21213803AAAAAX1308
Place: Bengaluru

Date: February 10, 2021

1. This Report is issued in accordance with the terms of our service scope letter dated February 10, 2021 and master engagement agreement dated April 20, 2020 with Suprajit Engineering Limited (hereinafter the “Company”).
2. In connection with the proposal of Suprajit Engineering Limited (“the Company”) to buy-back its equity shares in pursuance of the provisions of Section 68 and 70 of the Companies Act, 2013 (“the Act”) and Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended (“the Regulations”), and in terms of the resolution passed by the Directors of the Company in their meeting held on February 10, 2021, we have been engaged by the Company to perform a reasonable assurance engagement on the Statement of determination of the amount of permissible capital payment (the “Statement”), which we have initialed for identification purposes only.

Board of Directors Responsibility for the Statement

3. The preparation of the Statement of determination of the amount of permissible capital payment for the buy-back is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Board of Directors are responsible to make a full inquiry into the affairs and prospectus/ offer document of the Company and to form an opinion that the Company will not be rendered insolvent within a period of one year from the date of meeting.

Auditor’s Responsibility

5. Pursuant to the requirements of the Regulations, it is our responsibility to provide reasonable assurance on the following “Reporting Criteria”:
 - (i) Whether the amount of capital payment (including premium) for the buy-back is within the permissible limit and computed in accordance with the provisions of Section 68 of the Act and has been determined considering the audited standalone financial statements and audited consolidated financial statements;
 - (ii) Whether the Board of Directors has formed the opinion, as specified in Clause (X) of Schedule I to the Regulations, on a reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from the date of meeting;
 - (iii) Whether we are 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.
6. The standalone and consolidated financial statements for the year ended March 31, 2020 have been audited by us, on which we issued an unmodified audit opinion vide our reports dated June 12, 2020. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143(10) of the Companies Act, 2013 and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
9. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting criteria mention in paragraph 5 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the Reporting Criteria. We have performed the following procedures in relation to the Statement:
 - i) We have inquired into the state of affairs of the Company in relation to its audited standalone financial statements and consolidated financial statements for the year ended March 31, 2020;
 - ii) Examined authorization for buy-back from the Articles of Association of the Company;
 - iii) Examined that the amount of capital payment (including premium) for the buy-back as detailed in Annexure A is within permissible limit computed in accordance with section 68 of the Act based on standalone and consolidated financial statements of the Company for the year ended March 31, 2020;
 - iv) Examined that the ratio of debt owned by the Company, if any, is not more than twice the capital and its free reserve after such buy-back;
 - v) Examined that all shares for buy-back are fully paid-up;
 - vi) Examined resolutions passed in the meetings of the Board of Directors;
 - vii) Examined Director's declarations for the purpose of buy-back and solvency of the Company;
 - viii) Obtained necessary representations from the management of the Company.

Opinion

10. Based on our examination as above, and the information and explanations given to us, in our opinion,
 - (i) the Statement of permissible capital payment (including premium) towards buy-back of equity shares, as stated in Annexure A, is in our view properly determined in accordance with Section 68 of the Act and the proviso to Regulation 5(i)(b) of the Buy-back regulations and
 - (ii) the Board of Directors, in their meeting held on February 10, 2021, have formed the opinion, as specified in clause (x) of Part A of Schedule I of the 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 February 10, 2021 and we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

Restriction on Use

11. The certificate is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Regulations solely to enable them to include it (a) in the public announcement to be made to the Shareholders of the Company, (b) in the draft letter of offer and letter of offer to be filed with the Securities and Exchange Board of India, the stock exchanges, the Registrar of Companies as required by the Regulations, the National Securities Depository Limited and the Central Depository Securities (India) Limited, and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For S.R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per Rajeev Kumar

Partner

Membership Number: 213803

Unique Document Identification Number (UDIN): 21213803AAAAAX1308

Place of Signature: Bengaluru

Date: February 10, 2021

Annexure I

Computation of amount of permissible capital payment towards Buyback of equity shares in accordance with the proviso to Section 68(2) (b) of the Companies Act, 2013 (“the Act”) and the proviso to Regulation 5 (i) (b) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulation 2018, as amended, based on annual audited standalone and consolidated financial statements as at and for the year ended March 31, 2020:

		(Rs. In Lakhs)	
Particular as on March 31, 2020		Standalone Financial statement	Consolidated Financial statement
Paid-up Equity Share Capital as on March 31, 2020 (139,872,473 Equity fully paid up equity share of Re. 1/- each)	(A)	1,398.72	1,398.72
Free reserves as on March 31, 2020			
Securities Premium		18,618.10	18,618.10
General Reserve		36,608.30	40,683.30
Retained Earnings		15,081.30	13,620.00
Total Free reserves	(B)	70,307.70	72,921.40
Total	C= (A) + (B)	71,706.40	74,320.10
Maximum amount permissible towards Buyback of equity shares for buyback in accordance with proviso to Section 68(2)(b) of the Companies Act, 2013 read with to Regulation 5 (i) (b) of Buyback Regulation (10% of the paid-up capital and free reserves)		7,170.64	
Amount proposed by Board Resolution dated February 10, 2021 approving the Buyback based on the audited accounts for the year ended March 31, 2020		4,800	

Note: The amount of paid up equity share capital and free reserve as at March 31, 2020 have been extracted from the annual audited standalone and consolidated financial statements of the company as at and for the year ended March 31, 2020. These financial statements of the Company are prepared in accordance with the Accounting Standard (Ind-AS) as prescribed under Section 133 of the Act.

For and on behalf of Board of Directors of Suprajit Engineering Limited

Sd/-

Ajith Kumar Rai

Place: Bangalore

Date: February 10, 2021

Unquote

24. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the Registered Office of the Company at No.100 & 101, Bommasandra Industrial Area, Bengaluru, Karnataka, 560 099, India. Between 10 a.m. and 5 p.m. IST on any day, except Saturday, Sunday and public holidays during the tendering period:

1. Certificate of Incorporation of the Company;
2. Memorandum and Articles of Association of the Company;
3. Annual reports of the Company for the last three financial year’s viz. March 31, 2020, March 31, 2019 and March 31, 2018 and Un-audited Standalone and Consolidated Financial Results of the company for the quarter and half year ended September 30, 2020;
4. Certified True Copy of resolution passed by the Board of Directors at the meeting held on February 10, 2021 approving the proposal for Buyback;
5. Copy of Report dated February 10, 2021 received from S.R. Batliboi & Associates LLP Chartered Accountants, the Statutory Auditors of the Company, in terms of clause (xi) of Schedule I of the Buyback Regulations;
6. Copy of Certificate from Ishwar & Gopal, Chartered Accountants dated February 10, 2021 certifying that the Company has adequate and firm financial arrangements to fulfill the obligations under the

- Buyback in accordance with the Buyback Regulations;
7. Copy of Declaration of Solvency and an affidavit verifying the same in Form SH-9 as prescribed under Section 68(6) of the Companies Act;
 8. Copy of Public Announcement dated February 11, 2021 published in the newspapers on February 12, 2021 regarding Buyback.
 9. Copy of Escrow Agreement dated February 22, 2021 between Suprajit Engineering Limited, Axis Bank Limited and CapitalSquare Advisors Private Limited.
 10. Comments from SEBI on Draft Letter of Offer vide letter no. SEBI/HO/CFD/DCR1/OW/P/2021/6762/1 dated March 23, 2021.

25. DETAILS OF THE COMPLIANCE OFFICER

The Company has designated the following as the Compliance Officer for the Buyback:

Mr. Medappa Gowda J

Company Secretary and Compliance Officer

Suprajit Engineering Limited

No.100 & 101, Bommasandra Industrial Area, Bengaluru, Karnataka, 560099

Tel No.: +91 080-4342 1100

Email: investors@suprajit.com | Website: www.suprajit.com

Investor may contact the Compliance Officer for any clarifications or to address the grievances, if any, between i.e. 10.00 a.m. to 5.00 p.m. IST on any day except Saturday, Sunday and public holidays.

26. DETAILS OF THE REMEDIES AVAILABLE TO THE EQUITY SHAREHOLDERS/BENEFICIAL OWNERS.


- (i) In case of any grievances relating to the Buyback (including non-receipt of the Buyback consideration, share certificate, demat credit, etc.), the Eligible Shareholder can approach either of the Compliance Officer, Manager to the Buyback, Registrar to the Buyback for redressal thereof.
- (ii) If the Company makes any default in complying with the provisions of Section 68, 69 or 70 of the Companies Act or any rules made thereunder or Buyback Regulations, for the purpose of clause (f) of sub-section (2) of Section 68 of the Companies Act, the Company or any officer of the Company who is in default shall be punishable with fine and its limit in terms of the Companies Act.
- (iii) The address of the concerned office of the Registrar of Companies is as follows:

Registrar of Companies, Bangalore, Karnataka

E' Wing, 2nd Floor, Kendriya Sadana, Kormangala, Bangalore-560 034, India.


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

In case of any queries, the shareholders may contact the Registrar to the Buyback appointed as Investor Service Centre for the purposes of the Buyback, between i.e. 10.00 a.m. to 5.00 p.m. IST on any day except Saturday, Sunday and public holidays, at the following address:

	<p>Integrated Registry Management Services Private Limited 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru, Karnataka, 560003 Contact person: Mr. J. Gopinath Tel No.: 080 - 23460815 - 819 Fax No.: 080- 23460819 Email: corpserv@integratedindia.in, irg@integratedindia.in; Website: www.integratedindia.in SEBI Registration Number: INR000000544 Validity: Permanent</p>
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28. MANAGER TO THE BUYBACK

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

	MANAGER TO THE OFFER: CAPITALSQUARE ADVISORS PRIVATE LIMITED 208, 2 nd Floor, AARPEE Center, MIDC Road No 11, CTS 70, Andheri (East), Mumbai-400093, Maharashtra, India. Tel: +91-22-668 49999/ +91 98742 83532 Fax: +91-22-668 49998 Website: www.capitalsquare.in Email Id: tanmoy.banerjee@capitalsquare.in / mb@capitalsquare.in Contact Person: Mr. Tanmoy Banerjee SEBI Registration No: INM000012219
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29. DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THE DRAFT LETTER OF OFFER

As per Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors of the Company accept full responsibility for the information contained in this Draft Letter of Offer and for the information contained in all other advertisements, circulars, brochures, publicity materials etc. which may be issued in relation to the Buy Back and confirms that the information in such documents contains and will contain true, factual and material information and does not and will not contain any misleading information. This Draft Letter of Offer is issued under the authority of the Board by the Buyback Committee through resolution passed by Buyback Committee on Wednesday, February 17, 2021.

For and on behalf of the Board of Directors of **Suprajit Engineering Limited**

Sd/- Kula Ajith Kumar Rai Chairman DIN: 01160327	Sd/- Mohan Srinivasan Nagamangala Managing Director & Group CEO DIN: 01916468	Sd/- Medappa Gowda J CFO, Company Secretary and Compliance Officer M. No: 4111
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Place : Bangalore

Date : Wednesday, March 24, 2021

30. TENDER FORM

30.1 Tender Form for Eligible Shareholders holding Equity Shares in Dematerialized Form – **Annexure I**

30.2 Tender Form for Equity Shareholders holding Equity Shares in Physical Form – **Annexure II**

30.3 Form No. SH-4 – Securities Transfer Form – **Annexure III.**