

# KDDL Limited

Kamla Centre, SCO 88-89, Sector 8-C, Chandigarh - 160 009, INDIA. Tel: +91 172 2548223/24, 2544378/79  
Fax: +91 172 2548302, Website:www.kddl.com CIN-L33302HP1981PLC008123



**Ref: KDDL/CS/2024-25/45**

**Date: 30<sup>th</sup> August, 2024**

National Stock Exchange of India Limited,  
Exchange Plaza, C-1, Block G, Bandra Kurla Complex,  
Bandra, Mumbai - 400 051

BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400001

**Trading Symbol : KDDL**

**Scrip Code : 532054**

**Subject: Letter of Offer (LOF) dated 29<sup>th</sup> August, 2024 for the buyback up to 2,37,837 equity shares of face value of INR 10 each ("Equity Shares") at a price of INR 3,700 by KDDL Limited (the "Company") for an amount not exceeding INR 88,00,00,000/- (Indian Rupees Eighty Eight Crores only) from the Eligible Shareholders of the Company via tender offer route, pursuant to the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, (the "Buyback Regulations") and the Companies Act 2013 (the "Companies Act"), each as amended (the "Buyback")**

Dear Sir/ Madam,

Further to our letter dated 14<sup>th</sup> August, 2024 regarding public announcement for the buyback of the Company, please be informed that the Company has sent Letter of Offer dated 29<sup>th</sup> August, 2024 along with the Tender Form electronically to all Equity Shareholders / Beneficial Owners of the Equity Shares as on the Record Date (Tuesday, 27<sup>th</sup> August, 2024) who have registered their email IDs with the Company or the Depositories, in accordance with the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable.

In this regard, we are enclosing herewith copy of Letter of Offer for your reference.

Kindly take the same on record.

Thanking you,

Yours truly

**For KDDL Limited**

**Brahm Prakash Kumar**  
**Company Secretary**

# LETTER OF OFFER

## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as an Eligible Shareholder of KDDL Limited (“the Company”) in accordance with Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (“as defined below”). If you require any clarifications about the action to be taken, you should consult your stockbroker (as defined below) or your investment consultant or the Manager to the Buyback i.e., ITI Capital Limited, or the Registrar to the Buyback i.e., MAS Services Limited.

Please refer to the “Definitions” section of this Letter of Offer for the definition of capitalized terms used herein



## KDDL LIMITED

Corporate Identity Number: L33302HP1981PLC008123

Registered Office: Plot No. 3, Sector III, Parwanoo – 173 220, Himachal Pradesh, India;

Telephone: +91 1792 232462

Corporate Office: Kamla Centre, SCO 88-89, Sector – 8C, Chandigarh – 160 009, India,

Telephone: +91 172 2548223/ 24/ 27

Contact Person: Brahm Prakash Kumar, Company Secretary and Compliance Officer

Email: [investor.complaints@kddl.com](mailto:investor.complaints@kddl.com); Website: [www.kddl.com](http://www.kddl.com)

**OFFER TO BUYBACK UPTO 2,37,837 (TWO LAKH THIRTY SEVEN THOUSAND EIGHT HUNDRED THIRTY SEVEN) FULLY PAID-UP EQUITY SHARES OF HAVING FACE VALUE OF ₹ 10 (INDIAN RUPEES TEN ONLY) EACH OF THE COMPANY (“EQUITY SHARES”), REPRESENTING 1.90% OF THE TOTAL NUMBER OF EQUITY SHARES IN THE PAID-UP EQUITY CAPITAL OF THE COMPANY, FROM ALL THE ELIGIBLE SHAREHOLDERS (AS DEFINED BELOW) OF THE COMPANY AS ON THE RECORD DATE I.E., TUESDAY, AUGUST 27, 2024 ON A PROPORTIONATE BASIS, THROUGH THE “TENDER OFFER” ROUTE (AS DEFINED BELOW) ROUTE, AT A PRICE OF ₹ 3,700/- (INDIAN RUPEES THREE THOUSAND SEVEN HUNDRED ONLY) PER EQUITY SHARE, PAYABLE IN CASH, FOR AN AGGREGATE CONSIDERATION OF ₹ 88,00,00,000/- (INDIAN RUPEES EIGHTY EIGHT CRORES ONLY) EXCLUDING TRANSACTION COSTS (THE “BUYBACK”).**

- The Buyback is in accordance with Article 12C of the Articles (as defined below), Sections 68, 69 and 70 and all other applicable provisions, if any, of the Companies Act (as defined below), the Share Capital Rules, Rule 22 of the Management Rules (as defined below), to the extent applicable, and in compliance with the Buyback Regulations and subject to such other approvals, permissions, consents, exemptions and sanctions, as may be necessary, and subject to any modifications.
- The Buyback Size (as defined below) represents 22.35% and 12.06% of the aggregate of fully paid-up equity share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company as on March 31, 2024, respectively, and is within the statutory limit of 25% of the aggregate of the total paid-up equity share capital and free reserves (including securities premium account) of the Company, based on both audited standalone and consolidated financial statements of the Company as on March 31, 2024 respectively, under the shareholders’ approval route as per the provisions of the Companies Act and SEBI Buyback Regulations.
- A copy of Public Announcement and this Letter of Offer (including the Tender form) will also be available on the websites of the company, the Securities and Exchange Board of India, the Registrar to the Buyback, the Stock Exchanges and the Manager to the buyback at [www.kddl.com](http://www.kddl.com), <https://www.sebi.gov.in>, [www.masserv.com](http://www.masserv.com), [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com), and [www.iticapital.in](http://www.iticapital.in), respectively.
- This Letter of Offer is electronically sent to the registered equity Shareholders of the company as on the Record Date i.e., Tuesday, August 27, 2024 the “Eligible Shareholders”) in accordance with the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable. Further, in terms of Regulation 9(ii) of the SEBI Buyback Regulations, if the Company receives a request from any Eligible Shareholder to dispatch a copy of the Letter of Offer in physical form, the same shall be provided in accordance with the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable.
- The procedure for tendering shares and settlement is set out in paragraph 21 (*Procedure for Tendering Shares and Settlement*) on page no. 47 of this Letter of Offer. The form of acceptance cum acknowledgement (“Tender Form”) is enclosed together with this Letter of Offer.
- For mode of payment of consideration to the Eligible Shareholders, please refer to paragraph 21.25 (*Method of Settlement*) on page no. 53 of this Letter of Offer
- Eligible Shareholders are advised to refer to “Details of Statutory Approvals” to paragraph 18 on page no. 42 of this Letter of Offer and “Note on Taxation”( paragraph 22) on page no.55 of this Letter of Offer before tendering their Equity Shares in the Buyback.

### MANAGER TO THE BUYBACK



#### ITI Capital Limited

ITI House , 36, Dr. R K Shirodkar Road,

Parel, Mumbai 400 012

Tel: 91 22 6911 3300 / 6911 3371

Email: [kddlbuyback2024@iticapital.in](mailto:kddlbuyback2024@iticapital.in)

Investor Grievance Email: [investorgrievance@iticapital.in](mailto:investorgrievance@iticapital.in)

Website: [www.iticapital.in](http://www.iticapital.in)

Contact Person: Pallavi Shinde

SEBI Registration Number: INM000010924

Validity Period: Permanent

CIN: U74140MH1999PLC122493

### REGISTRAR TO THE BUYBACK



#### MAS Services Limited

T-34, 2nd Floor, Okhla Industrial Area,

Tel: +91 011- 2638 7281/82/83 / 41320335

Fax No.: + 91 011- 26387384

Email: [investor@masserv.com](mailto:investor@masserv.com)

Investor Grievance Email: [investor@masserv.com](mailto:investor@masserv.com)

Website: [www.masserv.com](http://www.masserv.com)

Contact person: N C Pal

SEBI registration no.: INR000000049

Validity Period: Permanent

CIN: U74899DL1973PLC006950

### BUYBACK PROGRAMME

BUYBACK OPEN ON

MONDAY, SEPTEMBER 2, 2024

BUYBACK CLOSES ON

FRIDAY, SEPTEMBER 6, 2024

LAST DATE FOR RECEIPT OF COMPLETED TENDER FORMS AND OTHER SPECIFIC DOCUMENTS INCLUDING PHYSICAL SHARE CERTIFICATES (AS APPLICABLE) BY THE REGISTRAR TO THE BUYBACK

FRIDAY, SEPTEMBER 6, 2024 By 5.00 P.M. IST

### BUYBACK ENTITLEMENT

CATEGORY OF ELIGIBLE SHAREHOLDERS

Ratio of Buyback (i.e. Buyback Entitlement) \*

RESERVED CATEGORY FOR SMALL SHAREHOLDERS

5 Equity Share for every 58 Equity Shares held on the Record Date

GENERAL CATEGORY FOR ALL OTHER ELIGIBLE SHAREHOLDERS

9 Equity Share for every 540 Equity Shares held on the Record Date

\*For further information on Ratio of Buyback as per the Buyback Entitlement in each Category, please refer paragraph 20.5 on page 44 of the Letter of Offer.

**ELIGIBLE SHAREHOLDERS CAN ALSO CHECK THEIR ENTITLEMENT ON THE WEBSITE OF THE REGISTRAR TO THE BUYBACK BY FOLLOWING THE STEPS GIVEN BELOW:**

1) Click on KDDL Limited Buyback

2) Select the name of the Company – ‘KDDL Limited – Buyback 2024’

3) Enter your “Folio Number” / DPID-Client ID” and click on Submit

4) The entitlement will be provided in the pre-filled ‘FORM OF ACCEPTANCE-CUM ACKNOWLEDGEMENT’

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## 1. SCHEDULE OF ACTIVITIES FOR THE BUYBACK

Activity	Date	Day
Date of Board Meeting approving the proposal for the Buyback	July 9, 2024	Tuesday
Date of declaration of the result of the postal ballot for passing special resolution by the Equity Shareholders of the Company, approving the Buyback	August 13, 2024	Tuesday
Date of the Public Announcement for the Buyback	August 13, 2024	Tuesday
Date of publication of the Public Announcement for Buyback	August 14, 2024	Wednesday
Record Date for determining the Buyback Entitlement and the names of Eligible Shareholders	August 27, 2024	Tuesday
Buyback Opening Date	September 2, 2024	Monday
Buyback Closing Date	September 6, 2024	Friday
Last date of receipt of completed Tender Form and other specified documents including physical share certificates (as applicable) by the Registrar to the Buyback	September 6, 2024 (by 5:00 PM IST)	Friday
Last date of verification of Tender Forms by Registrar to the Buyback	September 11, 2024	Wednesday
Last date for providing acceptance or non-acceptance of tendered Equity Shares by the Registrar	September 12, 2024	Thursday
Last date for settlement of bids on Designated Stock Exchange	September 13, 2024	Friday
Last date for return of unaccepted Equity Shares to Eligible Shareholders/Stock Brokers	September 13, 2024	Friday
Last date for payment of consideration to Eligible Shareholders who participated in the Buyback	September 13, 2024	Friday
Last Date of Extinguishment of Shares bought back	September 24, 2024	Tuesday

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

## 2. DEFINITIONS OF KEY TERMS

- 2.1. 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, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, 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.
- 2.2. The words and expressions used in this Letter of Offer, but not defined herein shall have the meaning ascribed to such terms under the SEBI Buyback Regulations, the Companies Act, 2013, the SEBI Depositories Act, 1996, and the rules and regulations made thereunder.

Term	Description
Acceptance/ Accept/ Accepted	Acceptance of Equity Shares tendered by Eligible Shareholders in the Buyback
Act or Companies Act	The Companies Act, 2013, as amended and rules framed thereunder
Acquisition Window	The facility for acquisition of Equity Shares through the mechanism provided by the Stock Exchanges in the form of a separate window in accordance with SEBI Circulars
Additional Equity Shares	Additional Equity Shares tendered by an Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder up to the extent of Equity Shares held by such Eligible Shareholder on the Record Date
Articles or Articles of Association	Articles of association of the Company, as amended from time to time
Board or Board of Directors	Board of Directors of the Company, which expression shall include any committee constituted by the Board to exercise its powers, including the powers conferred by the resolution passed by the Board at its meeting held on July 9, 2024
Board Meeting BSE	Meeting of the Board held on July 9, 2024 <i>inter alia</i> to approve the Buyback BSE Limited

<b>Term</b>	<b>Description</b>
Buyback or Buyback Offer or Offer	Offer to buy back up to 2,37,837 (Two Lakh Thirty Seven Thousand Eight Hundred Thirty Seven) fully paid up Equity Shares of KDDL Limited at a price of ₹ 3,700/- (Indian Rupees Three Thousand Seven Hundred only) per fully paid up Equity Share, payable in cash, on a proportionate basis through the Tender Offer route (through stock exchange mechanism) in terms of the SEBI Buyback Regulations read with SEBI Circulars, excluding any expenses incurred or to be incurred for the buyback viz. brokerage, costs, fees, turnover charges, taxes such as tax on buyback, securities transaction tax and goods and services tax (if any), stamp duty, printing and dispatch expenses, if any, from all the Eligible Shareholders as on the Record Date, through the Tender Offer process on a proportionate basis in terms of the Buyback Regulations read with SEBI Buyback Circulars
Buyback Closing Date	Friday, September 6, 2024, being the last date up to which the tendering of shares by Eligible Shareholders will be allowed
Buyback Committee or Committee	Buyback committee, comprising of Yashovardhan Saboo-Chairman and Managing Director and Sanjeev Kumar Masown-Whole time Director constituted and authorized for the purposes of the Buyback by a resolution passed by the Board at its meeting held on July 9, 2024
Buyback Entitlement or Entitlement	The number of Equity Shares that an Eligible Shareholder is entitled to tender, in the Buyback, based on the number of Equity Shares held by such Eligible Shareholder, on the Record Date and the ratio / percentage of Buyback applicable in the category to which such Eligible Shareholder belongs
Buyback Opening Date	Monday, September 2 2024, being the date from which the tendering of Equity Shares by Eligible Shareholders will be allowed
Buyback Price or Buyback Offer Price	Price at which Equity Shares will be bought back from the Eligible Shareholders i.e., ₹3,700/- (Indian Rupees Three Thousand Seven Hundred only) per Equity Share, payable in cash.
Buyback Period	The period between the date of the Board Meeting to approve the Buyback i.e., July 9, 2024 and the date on which the payment of consideration is made to the Eligible Shareholders who have accepted the Buyback
“Buyback Regulations” or “SEBI Buyback Regulations”	Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended from time to time
Buyback Size or Buyback Offer Size	Maximum number of Equity Shares proposed to be bought back i.e., not exceeding 2,37,837 (Two Lakh Thirty Seven Thousand Eight Hundred Thirty Seven) Equity Shares multiplied by the Buyback Price (i.e., ₹3,700/- (Indian Rupees Three Thousand Seven Hundred only) per Equity Share aggregating to an amount not exceeding ₹ 88,00,00,000/- (Indian Rupees Eighty Eight Crores only). The Buyback Offer Size excludes Transaction Costs.
Clearing Corporation	Indian Clearing Corporation Limited and NSE Clearing Limited, as applicable
“Company” or “Our Company” or “we” or “us” or “our”	KDDL Limited
Company’s Broker	Antique Stock Broking Limited
Company Demat Account	A demat account of the Company wherein demat shares bought back in the Buyback would be transferred
Compliance Officer	Brahm Prakash Kumar
Depositories	Collectively, National Securities Depository Limited and Central Depository Services (India) Limited
Designated Stock Exchange	BSE Limited
Director(s)	Director(s) of the Company
DIN	Director Identification Number
DP	Depository Participant
Equity Share(s) or Share(s)	Fully paid-up equity shares of the Company of face value of ₹ 10 (Indian Rupees Ten only) each
Eligible Person(s) or Eligible Shareholder(s)	Equity Shareholders eligible to participate in the Buyback and would mean all Equity Shareholders/ Beneficial Owners of the Equity Shares of the

<b>Term</b>	<b>Description</b>
	Company on the Record Date, being Tuesday, August 27, 2024 and do not include such Equity Shareholders/ Beneficial Owners of the Equity Shares who are not permitted under the applicable law to tender Equity Shares in the Buyback.
Escrow Account	Escrow account titled “KDDL Buyback Escrow Account 2024” opened with the Escrow Agent in accordance with SEBI Buyback Regulations
Escrow Agent	Yes Bank Limited
Escrow Agreement	The escrow agreement dated August 13, 2024 entered into between the Company, the Escrow Agent, and the Manager to the Buyback
FATCA	Foreign Account Tax Compliance Act
FEMA	Foreign Exchange and Management Act, 1999, as amended from time to time, including the regulations, circulars, directions and notifications issued thereunder
FII(s)	Foreign Institutional Investor(s)
FPI(s)	Foreign Portfolio Investor(s)
General Category	Eligible Shareholders other than the Small Shareholders
IPV	In person verification
IT Act/ Income Tax Act	The Income Tax Act, 1961, as amended
Letter of Offer/ LOF	This letter of offer dated August 29, 2024 filed with SEBI through the Manager to the Buyback, containing disclosures in relation to the Buyback as specified in Schedule III of the SEBI Buyback Regulations
Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time
“Manager to the Buyback” or “Manager to the Offer” or “Manager”	ITI Capital Limited
Management Rules	Companies (Management and Administration) Rules, 2014, as amended
Memorandum of Association or MOA	Memorandum of Association of the Company, as amended from time to time
N.A.	Not applicable
NSE	National Stock Exchange of India
Non-Resident Shareholders	Includes non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), FII/ FPI etc.
Offer Period or Tendering Period	Period of 5 (five) Working Days from the Buyback Opening Date i.e., Monday, September 2, 2024 to Buyback Closing Date i.e., Friday, September 6, 2024 (both days inclusive)
OSV	Original seen and verified
PA or Public Announcement	The public announcement dated August 13, 2024, made in accordance with the SEBI Buyback Regulations, issued in Financial Express (English Newspaper), Jansatta (Hindi Newspaper) and Dainik Savera (Hindi Newspaper), published on August 14, 2024.
PAN	Permanent Account Number
Postal Ballot Notice	Notice of postal ballot dated July 9, 2024 for obtaining approval for the Buyback from the Equity Shareholders of the Company
Promoter and Promoter Group	The promoter and promoter group of the Company as defined under (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
RBI	Reserve Bank of India
Record Date	The date for the purpose of determining the Buyback Entitlement and the names of the Eligible Shareholders to whom this Letter of Offer (including the Tender Form) will be sent, and who are eligible to participate in the Buyback in accordance with the SEBI Buyback Regulations. The Record Date for the Buyback was Tuesday, August 27, 2024.
“Registrar to the Buyback” or “Registrar to the Offer” or “Registrar”	Mas Services Limited
Reserved Category	Equity shares reserved for Small Shareholders
ROC	Registrar of Companies, Himachal Pradesh

<b>Term</b>	<b>Description</b>
SEBI	Securities and Exchange Board of India
SEBI Circulars	Tendering of Equity Shares by Shareholders and settlement of the same, through the stock exchange mechanism as specified by SEBI in SEBI circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, SEBI circular no. SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and such other circulars or notifications, as may be applicable, including any amendments or statutory modifications for the time being in force.
Seller Member or Seller Broker	The stockbroker (who is member of the Designated Stock Exchange) of an Eligible Shareholder through whom the order for selling the Equity Shares of Eligible Shareholders will be placed in the Acquisition Window
Small Shareholder	As defined under Regulation 2(i)(n) of the SEBI Buyback Regulations and in relation to the Buyback means an Eligible Shareholder who holds Equity Shares of market value of not more than ₹ 2,00,000 (Indian Rupees Two Lakh only), on the basis of closing price on the recognized stock exchange registering the highest trading volume as on the Record Date
Share Capital Rules	Companies (Share Capital and Debentures) Rules, 2014, as amended
Shareholders or Equity Shareholders or Members or Beneficial Owners	Holders of Equity Shares and includes beneficial owners thereof
Stock Exchanges	BSE and NSE
Stock Exchange Mechanism	The “ <i>Mechanism for acquisition of shares through Stock Exchange</i> ” notified by SEBI Circulars
Tender Form	Form of Acceptance–cum–Acknowledgement to be filled in and sent to the Registrar by the Eligible Shareholder(s) to participate in the Buyback
Tender Offer	Method of buyback as defined in Regulation 2(i)(q) of the SEBI Buyback Regulations
Transaction Costs	Expenses incurred or to be incurred for the Buyback viz. filing fees payable to the Securities and Exchange Board of India, brokerage, stock exchange’s charges, costs, fees, turnover charges, taxes such as, buyback tax, securities transaction tax and goods and services tax (if any), stamp duty, Merchant banker fees, legal counsel fees, advisor’s fees, publication expenses, printing and dispatch expenses and other incidental and related expenses and charges
TRS	Transaction Registration Slip generated by the stock exchange bidding system
Working Day	Working day as defined in the SEBI Buyback Regulations

### 2.3. 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 and paragraph numbers of this Letter of Offer.

#### Currency and Units of Presentation

All references to “Rupee(s)”, “Rs.”, “₹” 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 (i) the audited standalone and consolidated financial statements for the fiscal years 2024, 2023 and 2022;

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

#### Stock Market Data

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

### 3. DISCLAIMER CLAUSE

3.1. As required, a copy of this Letter of Offer has been submitted to SEBI. It is to be distinctly understood that submission of this 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 Letter of Offer. The Manager to the Buyback, ITI Capital Limited, has certified that the disclosures made in this Letter of Offer are generally adequate and are in conformity with the provisions of the Companies Act and SEBI Buyback Regulations. This requirement is to facilitate Eligible Shareholders to take an informed decision for tendering their Equity Shares in the Buyback.

3.2. It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in 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, the Manager to the Buyback, ITI Capital Limited, has furnished to SEBI a due diligence certificate dated August 29, 2024 in accordance with SEBI Buyback Regulations which reads as follows:

*“We have examined various documents and materials contained in the annexure to this Letter of Offer relevant to the Buyback, as a part of the due-diligence carried out by us in connection with the finalisation of the public announcement dated August 13, 2024 and published on August 14, 2024 for the Buyback (“Public Announcement”) and the Letter of Offer dated August 29, 2024 (“Letter of Offer”). On the basis of such examination and the discussions with the Company, we hereby state that:*

- *the Buyback is in compliance of the SEBI Buyback Regulations and the Letter of Offer contains the information required under the SEBI Buyback Regulations*
- *the Public Announcement and Letter of Offer are in conformity with the documents, materials and papers relevant to the Buyback;*
- *all the legal requirements connected with the said Buyback including SEBI Buyback Regulations have been duly complied with;*
- *the disclosures in the Public Announcement and Letter of Offer are, to the best of our knowledge, true, fair and adequate in all material respects for the shareholders/ beneficial owners of the Company to make a well-informed decision in respect of the captioned Buyback; and*
- *funds used for the Buyback shall be as per the provisions of the Companies Act, 2013, as amended.”*

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

3.4. The Promoter/ Board of 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/ mis-representation and in the event of it transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to a mis-statement/ mis-representation, Promoter and the Board of Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act and the SEBI Buyback Regulations.

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

3.6. **Disclaimer for persons from the United States of America**



The information contained in this Letter of Offer is exclusively intended for persons who are not US Persons as defined in Regulations of the US 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 authorized or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Letter of Offer are requested to inform themselves about, and to observe any such restrictions.

### **3.7. Disclaimer for persons in foreign countries other than the United States of America**

This Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. This Letter of Offer does not in any way constitute an offer to sell or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation would subject the Company or the Manager to the Buyback to a new or additional requirements or registration. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any applicable legal requirement or such restrictions.

### **3.8. Important Notice to All Shareholders**

This Letter of Offer has been prepared for the purposes of compliance with the SEBI 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 this Letter of Offer. This Letter of Offer shall be dispatched to all Shareholders whose names appear on the register of members of the Company, as of the Record Date, as per the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable. However, receipt of this Letter of Offer by any Equity Shareholders in a jurisdiction in which it would be illegal to make this Tender Offer, or where making this Tender Offer would require any action to be taken (including, but not restricted to, registration of this Letter of Offer under any local securities laws), shall not be treated by such 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 Eligible 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 authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buyback.

### **3.9. 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 our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about the Company that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those 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 Company's ability to successfully implement its strategy, its growth and expansion, technological changes, exposure to market risks, general economic and political conditions in India or other key markets where it operates which have an impact on its 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 and 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 RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS

The Buyback has been authorized and approved by the Board of Directors at their meeting held on **July 9, 2024**. The text of the resolution passed by the Board is as follows:

##### Quote

“RESOLVED THAT pursuant to the provisions of Sections 68, 69, 70, 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Companies Act”) read with rules framed under the Companies Act, including the Companies (Share Capital and Debentures) Rules, 2014 as amended (“Share Capital Rules”), the Companies (Management and Administration) Rules, 2014, as amended (“Management Rules”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI LODR Regulations”), the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the “Buyback Regulations”) and including any amendments, statutory modifications or re-enactments thereof for the time being in force and in accordance with Article 12C of the Articles of Association of the Company and in compliance with and subject to such other approvals, permissions and sanctions of Securities and Exchange Board of India (“SEBI”), Registrar of Companies, Himachal Pradesh (the “ROC”), BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSE”) and/ or other authorities, institutions or bodies (the “Appropriate Authorities”), as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions and exemptions which may be agreed and subject to the approval by the Shareholders of the Company by way of Special Resolution through Postal Ballot process by voting through electronic means, the Board of Directors of the Company (the “Board” which expression shall include any committee of the Board and/or any persons authorized by the Board to exercise its powers, including the powers conferred by this resolution), hereby approves the Buyback by the Company of its fully paid-up equity shares of ₹ 10/- each (“Equity Shares”) up to 2,37,837 (Two Lakh Thirty Seven Thousand Eight Hundred Thirty Seven) equity shares (representing 1.90% of the total number of equity shares in the paid-up equity share capital of the Company at a price of ₹ 3,700 (Indian Rupees Three Thousand Seven Hundred only) per Equity Share (“Buyback Price”) (the “Buyback Offer Price”) payable in cash for an aggregate consideration not exceeding ₹ 88,00,00,000/- (Indian Rupees Eighty Eight Crores only) (the “Buyback Offer Size”) being 22.35% and 12.06% % of the aggregate of the fully paid-up equity share capital and free reserves of the Company as per the latest audited standalone and consolidated financial statements of the Company as at March 31 2024, respectively (which is within the statutory limits of 25% of the aggregate of the fully paid-up equity share capital and free reserves of the Company, based on both standalone and consolidated financial statements of the Company respectively, under the shareholders’ approval route as per the provisions of the Companies Act and Buyback Regulations), on a proportionate basis through the “tender offer” route as prescribed under the Buyback Regulations, from all of the equity shareholders/ beneficial owners of the Company, including the promoters of the Company (as defined under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and to be referred as “Promoters”), who hold Equity Shares as of the record date to be decided later (the “Record Date” and such buy-back the “Buyback”). The Buyback period shall commence from the date of declaration of results of the postal ballot for Special Resolution until the last date on which the payment of consideration for the Equity Shares bought back by the Company is made (“Buyback Period”), in accordance with, and consonance, with the provisions contained in the Buyback Regulations, the Act, Share Capital Rules, the Management Rules and the SEBI LODR Regulations.”

“RESOLVED FURTHER THAT the Buyback Offer Size shall not include any expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, advisors’ fees, stock exchange fee for usage of their platform for Buyback, transaction costs viz. brokerage, applicable taxes inter- alia including Buyback taxes, securities transaction tax, Goods and Services Tax, stamp duty, etc., public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses.”

“RESOLVED FURTHER THAT 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, Circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023, including any amendments or statutory modifications for the time being in force or such other mechanism as may be applicable.”

“RESOLVED FURTHER THAT such Buyback may be made out of the Company’s free reserves and/or such other sources as may be permitted by law, and the Buyback shall be through tender offer in such manner as may

be prescribed under the Companies Act and the Buyback Regulations, and on such terms and conditions as the Board may deem fit, subject to the approval of the shareholders of the Company.”

“RESOLVED FURTHER THAT the Company shall earmark adequate sources of funds for the purpose of the Buyback.”

“RESOLVED FURTHER THAT all equity shareholders/ beneficial owners of the Equity Shares, including Promoters who hold Equity Shares as on the Record Date (“Eligible Shareholders”), will be eligible to participate in the Buyback except any shareholders who may be specifically prohibited under the applicable laws by Appropriate Authorities”.

“RESOLVED FURTHER THAT the Company shall buyback Equity Shares from all the existing shareholders holding Equity Shares of the Company on a proportionate basis, provided 15% (Fifteen percent) of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of ‘small shareholders’ (as defined under the Buyback Regulations) as on the Record Date, whichever is higher, shall be reserved for the ‘small shareholders’, as prescribed under proviso to Regulation 6 of the Buyback Regulations.”

“RESOLVED FURTHER THAT the Buyback would be subject to the requirement of maintaining the minimum public shareholding, as specified in Regulation 38 of the SEBI LODR Regulations.

“RESOLVED FURTHER THAT the Buyback from the shareholders who are residents outside India including Foreign Corporate Bodies (including erstwhile Overseas Corporate Bodies), Foreign Institutional Investors/Foreign Portfolio Investors, Non-Resident Indians, shareholders of foreign nationality, shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India (“RBI”) under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and that such approvals shall be required to be taken by such non-resident shareholders.”

“RESOLVED FURTHER THAT the Board hereby confirms that:

- a) All Equity Shares of the Company are fully paid up;
- b) The Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the date of this Board meeting;
- c) The Company shall not issue and allot any shares or other specified securities including by way of bonus or conversion of employee stock options /outstanding instruments into Equity Shares, from the date of the board resolution for the Buyback till the expiry of the Buyback Period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;
- d) The Company shall not raise further capital for such period of time, as prescribed under the provisions of Regulation 24(f) of the Buyback Regulations from the expiry of the Buyback Period, except in discharge of its subsisting obligations and in compliance with the Buyback Regulations;
- e) The Company, as per the provisions of Section 68(8) of the Companies Act, will not make any further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) or other specified securities within a period of six months after the completion of the Buyback except by way of bonus shares or equity shares issued in order to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;
- f) The Company will 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;
- g) The Company shall not buy back its shares or other specified securities from any person through negotiated deal whether on or off the stock exchange or through spot transactions or through private arrangement;
- h) 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;
- i) There are no defaults subsisting in the repayment of deposits accepted either before or after the Companies Act, 2013, interest payment thereon, redemption of debentures or interest payment thereon or redemption of debentures or preference shares or payment of dividend due to any shareholder, or repayment of any term; loans or interest payable thereon to any financial institution or banking companies, as the case may be;
- j) That the Company has been in compliance with Sections 92, 123, 127 and 129 of the Companies Act;
- k) Borrowed funds from banks and financial institutions, if any, will not be used for the Buyback;

- l) The Buyback Offer Size does not exceed 25% of the aggregate of the fully paid-up Equity Share capital and free reserves as per the latest audited standalone and consolidated financial statement of the Company as at March 31, 2024
- m) The ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up capital and free reserves after the Buyback based on standalone and consolidated financial statements of the Company, as prescribed under Buyback Regulations, the Companies Act, the rules made thereunder and other applicable laws;
- n) The Company shall not make any offer of Buyback within a period of one year reckoned from the expiry of the Buyback Period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;
- o) There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act as on date;
- p) The Company will not withdraw the Buyback after the public announcement of the Buyback is made;
- q) The Company is not undertaking the Buyback to delist its equity shares other specified securities from the stock exchange;
- r) Consideration of the Equity Shares bought back by the Company will be paid only by way of cash.
- s) The Buyback shall be completed within 12 months from the date of passing of Special Resolution by the members.
- t) as per Regulation 24(i)(e) of the Buyback Regulations, the Promoters, and their associates, shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the Promoters) from the date of the resolution passed by the shareholders approving the Buyback till the closing of the Buyback offer.

“RESOLVED FURTHER THAT the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and that based on such full inquiry conducted into the affairs and prospects of the Company, the Board has formed an opinion that:

- a) Immediately following the date of receipt of shareholders’ approval of the Company, there will be no grounds on which the Company could be found unable to pay its debts;
- b) As regards the Company’s prospects for the year immediately following the date of shareholders’ approval, 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 the date of this shareholders' approval; and
- c) In forming an opinion as aforesaid, the Board has taken into account the liabilities, as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016, as applicable (including prospective and contingent liabilities).”

“RESOLVED FURTHER THAT the proposed Buyback be implemented through Tender Offer route as prescribed under the Buyback Regulations from the equity shareholders of the Company as on the Record Date out of its free reserves and / or such other sources 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 Board hereby notes the declaration made by the promoters and promoter group of the Company (as disclosed under the shareholding pattern filings made by the Company from time to time under the SEBI LODR Regulations, as amended and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations 2011, as amended) confirming their intention to participate in Buyback to the extent of their entitlement.”

“RESOLVED FURTHER THAT the Company shall not use borrowed funds, directly or indirectly, whether secured or unsecured, of any form and nature, from banks and financial institutions for paying the consideration to the equity shareholders who have tendered their Equity Shares in the Buyback.”

“RESOLVED FURTHER THAT the Company shall not Buyback the locked-in Equity Shares or other specified securities, if any, and non-transferable Equity Shares or other specified securities, if any, till the pendency of the lock-in or till the Equity Shares or other specified securities become transferable.”

“RESOLVED FURTHER THAT as required under the provision to Section 68(6) of the Companies Act and Regulation 8(i)(b) of the Buyback Regulations, the draft of the Declaration of Solvency prepared in the prescribed form and supporting affidavit, placed before the meeting be and is hereby approved and the Mr. Yashovardhan Saboo, Chairman & Managing Director and Mr. Sanjeev Masown, Whole time Director cum CFO of the Company

be and are hereby authorized to finalize and sign the same, for and on behalf of the Board, and Mr. Brahm Prakash Kumar, Company Secretary be and is hereby authorised to file the same with the ROC and the SEBI.”

“RESOLVED FURTHER THAT in terms of Regulation 24(iii) of the Buy-back Regulations, Mr. Brahm Prakash, Company Secretary be and is hereby appointed as the Compliance Officer for the Buy-back.”

“RESOLVED FURTHER THAT in compliance with the Buyback Regulations, the approval of the Board be and is hereby accorded for appointment of ITI Capital Limited as the Manager to the Buyback and for other services related to the Buyback at such fees and other terms and conditions as mutually agreed with them.”

“RESOLVED FURTHER THAT in compliance with the Buyback Regulations, MAS Services Limited, Registrar and Share Transfer Agent of the Company be and is hereby appointed as Registrar and Investor Service Centre for the Proposed Buy-back of equity shares of the Company on such terms, conditions and remuneration as mutually agreed by the Company and MAS Services Limited.”

“RESOLVED FURTHER THAT Antique Stock Broking Limited be and is hereby appointed and designated as registered broker to the Buy-back in accordance with the applicable laws, including the SEBI Buy-back Regulations.”

RESOLVED FURTHER THAT the Company shall create an escrow account namely “KDDL – Buyback Escrow Account 2024” and “KDDL-Special Escrow Account 2024” with IDBI Bank Ltd. or any other bank as may be decided by the management of the Company, and such sum calculated in accordance with Buyback Regulations be deposited in the said escrow account by way of a deposit in a timely manner in compliance with the requirements of the Buyback Regulations and/or issue bank guarantee in favor of the merchant bankers appointed for the Buyback in compliance with the requirements of the Buyback Regulations

“RESOLVED FURTHER THAT a committee (“Buyback Committee”) comprising of Mr. Yashovardhan Saboo – Chairman & Managing Director and Mr. Sanjeev Kumar Masown – Whole time Director are hereby severally authorized to do all such acts, deeds, matters and things in relation to the Buyback as they may deem necessary and/or expedient, including but not limited to the following:

- a) appointment of intermediaries for the Buyback including but not limited to brokers, registrar, advertising agency, legal advisors, escrow bank, compliance officer and other advisors, depository participant, printers, consultants or representatives; if any, and settlement of terms of appointment including the remuneration for all such intermediaries/ agencies/ persons, including by the payment of commission, brokerage, fee, charges etc. and enter into agreements/ letters in respect thereof;
- b) finalizing the terms of buyback like the entitlement ratio, the schedule of activities for Buyback including finalizing the date of opening and closing of Buyback, the timeframe for completion of the buyback;
- c) to enter into escrow arrangements as may be required in terms of the Buyback Regulations;
- d) opening, operation and closure of all necessary accounts, including bank account(s) (including escrow account), depository accounts for the purpose of payment and authorizing persons to operate the said accounts;
- e) ) preparation, finalizing, signing and filing of public announcement, letter of offer, certificates for declaration of solvency and any other material in relation with the Buyback with the SEBI, ROC, the stock exchange and other Appropriate Authority; making all applications to the appropriate authority for their requisite approvals including approvals as may be required from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, if any;
- f) earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback;
- g) extinguishment of dematerialized shares and physical destruction of share certificates and filing of certificate of extinguishment required to be filed in connection with the Buyback on behalf of the Company and/ or the Board, as required under applicable law;
- h) to affix the Common Seal of the Company on relevant documents required to be executed for the buyback of shares in accordance with the provisions of the articles of association of the Company.
- i) sign, execute and deliver such other documents, deeds and writings and to do all such acts, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, to be in the best interest of the shareholders for the implementation of 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 SEBI, RBI, ROC, stock exchanges, depositories and/or other Appropriate Authorities;
- j) obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law;

- k) dealing with stock exchange (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 implementing the Buyback using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, and SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023 including any further amendments thereof;
- l) 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;
- m) to settle and resolve any queries or difficulties raised by SEBI, stock exchange, ROC and any other authorities whatsoever in connection to any matter incidental to and ancillary to the Buyback.

“RESOLVED FURTHER THAT the quorum for any meeting of the Buyback Committee for implementing the Buyback shall be 2 (two) members and Buyback Committee may regulate its own proceedings and meet as often as required, to discharge its functions.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and the Buyback Committee be and are hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Company will use the platform of BSE Limited (“BSE”) for the purpose of the Buyback.”

“RESOLVED FURTHER THAT the Board/Buyback Committee be and is hereby authorised to, inter alia, increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buyback Size till one working day prior to the Buyback record date.”

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

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

“RESOLVED FURTHER THAT any of the Directors of the Company and / or the Company Secretary for the time being, be and are hereby severally authorized 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 any of the Directors of the Company and / or the Company Secretary for the time being, be and are hereby severally authorised to represent the Company before the Ministry of Corporate Affairs (“MCA”), SEBI, the Stock Exchanges on which the Equity Shares of the Company are listed viz., BSE and National Stock Exchange of India Limited or any other agencies connected with the Buyback offer of the Company and to sign and submit all forms, letters, documents or other papers that may be required for the implementation of the Buyback.”

Unquote

## 5. DETAILS OF PUBLIC ANNOUNCEMENT

In accordance with Regulation 7(i) of the SEBI Buyback Regulations, the Company has made a Public Announcement for the Buyback dated August 13, 2024 which was published on August 14, 2024 in the newspapers mentioned below, which is within 2 (two) Working Days from the date of declaration of the results of postal ballot for the special resolution passed by the Equity Shareholders, approving the Buyback i.e August 13, 2024

Publication	Language	Editions
Financial Express	English	All editions
Jansatta	Hindi	All editions
Dainik Savera	Hindi	Hindi edition (Hindi being the regional language where the registered office of the Company is situated)

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

The Public Announcement is available on the websites of SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)), the Company ([www.kddl.com](http://www.kddl.com)), Manager to the Buy-back Offer's website i.e. ([www.iticapital.in](http://www.iticapital.in)) and Stock Exchanges i.e., at ([www.bseindia.com](http://www.bseindia.com)) and ([www.nseindia.com](http://www.nseindia.com)).

## 6. DETAILS OF THE BUYBACK

- 6.1. The Board of Directors has at its meeting held on July 9, 2024 subject to the approval of the Shareholders of the Company by way of a special resolution through Postal Ballot and subject to such approvals of statutory, regulatory or governmental authorities, lenders as may be required under applicable law, approved the proposal to buyback not exceeding up to 2,37,837 (Two Lakh Thirty Seven Thousand Eight Hundred Thirty Seven) Equity Shares, (representing 1.90% of the total number of Equity Shares in the total paid-up Equity Share capital of the Company as per the audited standalone and consolidated financial statements as of March 31, 2024), from the shareholders/ beneficial owners of Equity Shares of the Company as on the Record Date (for further details in relation to the Record Date, refer to paragraph 20.4 on page 43 of this Letter of Offer), on a proportionate basis, through the "tender offer" process as prescribed under the SEBI Buyback Regulations, at a price of ₹ 3,700/- (Indian Rupees Three Thousand Seven Hundred only) per Equity Share ("Buyback Offer Price"), payable in cash, for an aggregate maximum amount not exceeding Rs. 88,00,00,000/- (Indian Rupees Eighty-Eight Crores only). The Buyback Offer Size and the Buyback Offer Price do not include the Transaction Costs. The Buyback Offer Size represents 22.35% and 12.06% of the aggregate of the fully paid-up equity share capital and free reserves as on March 31, 2024 based on the audited standalone and consolidated financial statements of the Company, respectively, which is not exceeding 25% of the aggregate of the total paid-up capital and free reserves of the Company as per latest available standalone and consolidated audited financials of the Company as on March 31, 2024.
- 6.2. In accordance with Section 68(2)(b) of the Companies Act, the Board had sought the approval of the Shareholders of the Company by way of a special resolution since the Buyback Offer Size is more than 10% of the total paid-up equity share capital and free reserves of the Company. The Shareholders of the Company approved the Buyback, by way of special resolution, through e-voting, pursuant to the Postal Ballot Notice, the results of which were announced on August 13, 2024.
- 6.3. The Buyback shall be undertaken on a proportionate basis from the Equity Shareholders of the Company as on the Record Date through the Tender Offer process prescribed under Regulation 4(iv)(a) of the Buyback Regulations read with Chapter III of the Buyback Regulations and Sections 68, 69 and 70 and other applicable provisions of the Companies Act. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified under SEBI Buyback Circulars.
- 6.4. In terms of the Buyback Regulations, under the Tender Offer method, the Promoters and members of the Promoter Group, and persons in control of the Company have the option to participate in the Buyback. In this regard, the Promoters and members of the Promoter Group (who are the persons in control) of the Company have expressed their intention of participating in the Buyback vide letters dated July 9, 2024 and August 13, 2024. Please refer to paragraph 15.6 on page no. 31 of this Letter of Offer for further details regarding shareholding (pre and post buyback) of the Promoter and members of the Promoter Group in the Company.

- 6.5. The Company confirms that after the completion of the Buyback, the non-promoter shareholding of the Company shall not fall below the minimum level required as per Regulation 38 of the SEBI Listing Regulations. Any change in voting rights of the Promoter, Promoter Group and Person in Control of the Company pursuant to completion of Buyback will not result in any change in control over the Company
- 6.6. The Company confirms that as required under Section 68(2)(d) of the Companies Act and Regulation 4(ii) of SEBI Buyback Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company to the fully paid-up share capital and free reserves shall be less than 2:1 on Standalone and Consolidated basis after the proposed Buyback.
- 6.7. The funds for the implementation of the proposed Buyback (including the Transaction Costs) will be sourced out of the free reserves of the Company and/or such other sources as may be permitted by law. The funds borrowed from banks and financial institutions, if any, will not be used for the Buyback.
- 6.8. Participation in the Buyback by shareholders will trigger tax on distributed income to shareholders (herein after referred to as “Buyback Tax”) and such tax is to be discharged by the Company. Further, the Buyback of Equity Shares may be subject to taxation in India and/or in the country of residence of the Eligible Shareholders. The transaction of Buyback would also be chargeable to securities transaction tax in India. However, in view of the particularized nature of tax consequences, Eligible Shareholders are advised to consult their own legal, financial and tax advisors for the applicable tax implications prior to participating in the Buyback.
- 6.9. The Buyback from the Eligible Shareholders who are Non-Resident Shareholders, shall be subject to such approvals, if any, and to the extent necessary or required from the concerned authorities including approvals from the RBI under the FEMA, and that such approvals shall be required to be taken by such Non-Resident Shareholders.
- 6.10. Shareholding of the (i) Promoters and members of the Promoter Group, persons in control (ii) and Directors of the Promoters and members of the Promoter Group entities (iii) Directors and/ or the key managerial personnel of the Company:**

- A) The aggregate shareholding of the Promoter, members of the Promoter Group, and of persons who are in control of the Company, as on the date of the Board Meeting and Postal Ballot Notice i.e., July 9, 2024 is as follows:

Sr. No	Name of the Shareholders	Number of Equity Shares held	% of paid-up equity share capital as on the date of the Board Meeting and the Postal Ballot Notice i.e., Tuesday, July 9, 2024
<b>Promoters</b>			
1)	Rajendra Kumar Saboo	1,591	0.01
2)	Yashovardhan Saboo	22,14,664	17.66
<b>Members of Promoter Group</b>			
3)	Rajendra Kumar Saboo (TCMK HUF)	77,820	0.62
4)	Anuradha Saboo	4,66,438	3.72
5)	Usha Devi Saboo	100	0.00
6)	Satvika Saboo	1,68,909	1.35
7)	Pranav Shankar Saboo	8,16,632	6.51
8)	Yashovardhan Saboo (HUF)	-	-
9)	Vardhan Properties and Investment Pvt. Ltd	38,153	0.30
10)	Dream Digital Technology Pvt. Ltd.	29,415	0.23
11)	Usha Devi Saboo (UDS JS Family Trust)	1,69,800	1.35
12)	Rajendra Kumar Saboo (RKS JS Family Trust)	14,16,683	11.30
13)	Rajendra Kumar Saboo (ASP Saboo Family Trust)	5,05,001	4.03
14)	Saboo Ventures LLP	65,915	0.53
15)	Asha Devi Saboo (Veena Kanoria Family Trust)	-	-
16)	Swades Capital LLC	3,24,150	2.59
17)	<b>Total</b>	<b>62,95,271</b>	<b>50.21</b>



- B) The aggregate shareholding in KDDL of the Directors of companies which are forming part of the Promoter, members of the Promoter Group, as on the date of the Board Meeting and Postal Ballot Notice i.e., July 9, 2024 is as follows

Sr. No.	Name of the Shareholder	Designation	No. of Equity Shares held	% of paid-up equity share capital as on the date of the Board Meeting and the Postal Ballot Notice i.e., Tuesday, July 9, 2024
<b>Vardhan Properties and Investment Private Limited</b>				
1)	Rajendra Kumar Saboo (in his individual capacity)	Director	1,591	0.01
2)	Pawan Kumar Goyal	Director	1	0.00
3)	Pranav Shankar Saboo (in his individual capacity)	Additional Director	8,16,632	6.51
<b>Dream Digital Technology Private Limited</b>				
4)	Pranav Shankar Saboo (in his individual capacity)	Director	8,16,632	6.51
5)	Malvika Saboo	Director	Nil	Nil

Shareholding of the Directors and the key managerial personnel of the Company

Sr. No.	Name of the KMP's / Directors	Designation	Number of Equity Shares held	% of paid-up equity share capital as on the date of the Board Meeting and the Postal Ballot Notice i.e., Thursday, July 9, 2024
1)	Yashovardhan Saboo	Chairman and Managing Director	22,14,664	17.66
2)	Sanjeev Kumar Masown	Whole time Director and CFO	Nil	Nil
3)	Anuradha Saboo	Non-Executive and Non Independent Director	4,66,438	3.72
4)	Jai Vardhan Saboo	Non-Executive and Non Independent Director	Nil	Nil
5)	Anil Khanna*	Non -Executive Independent Director	1700	0.01
6)	Sanjiv Sachar	Non -Executive Independent Director	1521	0.01
7)	Praveen Gupta	Non-Executive Independent Director	Nil	Nil
8)	Nagarajan Subramanian	Non-Executive Independent Director	40	0.00
9)	Ranjana Agarwal*	Non-Executive Independent Director	Nil	Nil
10)	Neelima Tripathi	Non-Executive Independent Director	Nil	Nil
11)	Brahm Prakash Kumar	Company Secretary and Compliance Officer	2,261	0.02
	<b>Total</b>		<b>26,86,624</b>	<b>21.43</b>

\*ceased to be director w.e.f August 6, 2024

6.11. In terms of the SEBI Buyback Regulations, under Tender Offer route, the Promoters and Promoter Group of the Company have the option to participate in the Buyback. In this regard, the Promoters and Promoter Group of the Company have expressed their intention to participate in the Buyback to the extent of their entitlement and unsubscribed portion if any, in the Buyback or as may be permitted under the applicable law. Refer paragraph 10 on page 18 for the details of their Entitlement.

6.12. The Buyback will not result in any benefit to the promoters, persons in control of the Company or any directors of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as equity shareholders of the Company, and the change in their shareholding as per the response received in the 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. 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.

- 6.13. The Buyback of Equity Shares may be subject to taxation in India and/ or in the country of residence of the Eligible Shareholders. The transaction of Buyback would also be chargeable to securities transaction tax in India. Please refer (*Note on taxation*) set out in paragraph 22, which contains a more detailed note on taxation. However, in view of the particularized nature of tax consequences, Eligible Shareholders are advised to consult their own legal, financial and tax advisors for the applicable tax implications prior to participating in the Buyback.
- 6.14. Pursuant to the proposed Buyback and depending on the response to the Buyback, the aggregate voting rights in the Company of the Promoters and persons in control of the Company may change from the existing shareholding of the total equity capital and voting rights of the Company. Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholders up to their Entitlement, the aggregate shareholding of the Promoter, Promoter Group and the persons in control of the Company, post Buyback will increase to 50.33 % of the post Buyback equity share capital of the Company. For further details, please refer to paragraph 15.6 of this Letter of Offer.
- 6.15. The Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Listing Regulations.

## **7. AUTHORITY FOR THE BUYBACK**

The Buyback is being undertaken by the Company in accordance with Article 12C of the Articles of Association of the Company, Sections 68, 69 and 70, and all other applicable provisions of the Companies Act, 2013, and applicable rules thereunder including the Share Capital Rules and the Management Rules and the Companies (Meetings of Board and its Powers) Rules, 2014 as amended, to the extent applicable, the SEBI Buyback Regulations, the Listing Regulations and SEBI Circulars and subject to such other approvals, permissions, sanctions as may be necessary and subject to any modifications and conditions, as may be prescribed by SEBI, ROC and/or other appropriate authorities, which may be agreed to by the Board and/or any committee thereof. The Board, at its meeting held on July 9, 2024, passed a resolution approving the Buyback.

## **8. NECESSITY FOR THE BUYBACK**

- 8.1. The Buyback is being undertaken by the Company after taking into account the strategic and operational cash requirements of the Company in the medium term and for returning surplus funds to the members in an effective and efficient manner. The Buyback is being undertaken for the following reasons:
- The Buyback will help the Company to return surplus cash to its members;
  - The Buyback is generally expected to improve return on equity through distribution of cash and improve earnings per share by reduction in the equity base, thereby leading to long term increase in members' value; and
  - The Buyback gives an option to the members of the Company, either to sell their Equity Shares and receive cash or not to sell their Equity Shares and get a resultant increase in their percentage shareholding in the Company post the Buyback, without additional investment.
- 8.2. After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to recommend Buyback not exceeding 2,37,837 (Two Lakh Thirty Seven Thousand Eight Hundred Thirty Seven) Equity Shares representing 1.90% of the total paid-up equity capital of the Company at price of ₹ 3,700/- (Indian Rupees Three Thousand Seven Thousand only) Equity Share, payable in cash, for an aggregate maximum amount not exceeding ₹ 88,00,00,000/- (Indian Rupees Eighty Eight Crores only) excluding Transaction cost, which represents 22.35% and 12.06% of the aggregate of the Company's paid-up equity share capital and free reserves as per the audited standalone and consolidated financial statements of the Company as on March 31, 2024, respectively (the last audited financial statements available as on the date of Board Meeting recommending the proposal of the Buyback).

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

- 9.1. We believe that the Buyback is not likely to cause any impact on the profitability or earnings of the Company,

except to the extent of reduction in the amount available for investment, which the Company could have been otherwise deployed towards generating investment income. Assuming there is full participation in the Buyback, the funds deployed by the Company towards the Buyback (excluding Transaction Costs) would not be exceeding ₹ 88,00,00,000/- (Indian Rupees Eighty-Eight Crores only). This shall impact the investment income earned by the Company, on account of reduced amount of funds available for investments. With a likely reduction in the equity share capital base, the Buyback will likely improve the return on net worth or return on equity ratio.

- 9.2. We believe that 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 and for continued capital investment, as and when required. 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 Equity Shareholders.
- 9.3. Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the Promoter in the Company may increase or decrease from the existing shareholding from the total paid-up Equity Share capital and voting rights of the Company. The Buyback will not result in a change in control or otherwise affect the existing management structure of the Company.
- 9.4. The aggregate shareholding in our Company of the (i) promoters and promoter group of the Company as on the date of the Public Announcement and this Letter of Offer is as follows:

Sr. No	Name of the Shareholders	Number of Equity Shares held	% of paid-up equity share capital
<b>Promoters</b>			
1)	Rajendra Kumar Saboo	1,591	0.01
2)	Yashovardhan Saboo	22,14,664	17.66
<b>Members of Promoter Group</b>			
3)	Rajendra Kumar Saboo (TCMK HUF)	77,820	0.62
4)	Anuradha Saboo	4,66,438	3.72
5)	Usha Devi Saboo	100	0.00
6)	Satvika Saboo	1,68,909	1.35
7)	Pranav Shankar Saboo	8,16,632	6.51
8)	Yashovardhan Saboo (HUF)	-	-
9)	Vardhan Properties And Investment Private Limited	38,153	0.30
10)	Dream Digital Technology Private Limited	29,415	0.23
11)	Usha Devi Saboo (UDS JS Family Trust)	1,69,800	1.35
12)	Rajendra Kumar Saboo (RKS JS Family Trust)	14,16,683	11.30
13)	Rajendra Kumar Saboo (ASP Saboo Family Trust)	5,05,001	4.03
14)	Saboo Ventures LLP	65,915	0.53
15)	Asha Devi Saboo (Veena Kanoria Family Trust)	-	-
16)	Swades Capital LLC	3,24,150	2.59
17)	<b>Total</b>	<b>62,95,271</b>	<b>50.21</b>

#### 10. INTENTION OF THE PROMOTERS TO PARTICIPATE IN THE BUYBACK:

In terms of the SEBI Buyback Regulations, under Tender Offer route, the promoters and promoter group of the Company have the option to participate in the Buyback. In this regard, the promoters and promoter group of the Company have expressed their intention to participate in the Buyback to the extent of their entitlement and unsubscribed portion, if any in the Buyback or as may be permitted under the applicable law:

Sr. No.	Name of the shareholders	Category	Entitlement shares that may be tendered
1.	Rajendra Kumar Saboo	Promoter	26
2.	Yashovardhan Saboo	Promoter	36,910
3.	Rajendra Kumar Saboo (TCMK HUF)	Promoter Group	1,297
4.	Anuradha Saboo	Promoter Group	7,773
5.	Usha Devi Saboo	Promoter Group	1
6.	Satvika Saboo	Promoter Group	2,814
7.	Pranav Shankar Saboo	Promoter Group	13,610
8.	Yashovardhan Saboo (HUF)	Promoter Group	0

<b>Sr. No.</b>	<b>Name of the shareholders</b>	<b>Category</b>	<b>Entitlement shares that may be tendered</b>
9.	Vardhan Properties and Investment Private Limited	Promoter Group	635
10.	Dream Digital Technology Private Limited	Promoter Group	490
11.	Usha Devi Saboo (UDS JS Family Trust)	Promoter Group	2,830
12.	Rajendra Kumar Saboo (RKS JS Family Trust)	Promoter Group	23,611
13.	Rajendra Kumar Saboo (ASP Saboo Family Trust)	Promoter Group	8,416
14.	Saboo Ventures LLP	Promoter Group	1,098
15.	Asha Devi Saboo (Veena Kanoria Family Trust)	Promoter Group	0
16.	Swades Capital LLC	Promoter Group	5,402

10.1. The details of the date and price of acquisition/ sale of the Equity Shares by the promoters and promoter group who intend to participate in the Buyback are set out below:

(i) **Rajendra Kumar Saboo**

Sr. No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired/ (sold)	Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
1)	01.04.2001	*Opening	10	-	-	-	5,93,902
2)	27.05.2009	Off market Purchase	10	15,000	Cash	12.00	6,08,902
3)	01.04.2010	Recd. on account of Family Settlement	10	1,47,210	Other than Cash	-	7,56,112
4)	01.04.2010	Recd. on account of Family Settlement	10	3,92,496	Other than Cash	-	11,48,608
5)	15.04.2010	Gift	10	(500)	Other than Cash	-	11,48,108
6)	05.07.2010	Gift	10	60,000	Other than Cash	-	12,08,108
7)	03.02.2011	Conversion of Zero coupon Convertible warrants	10	2,65,500	Cash	41.00	14,73,608
8)	26.09.2011	Market Purchase	10	1	Cash	130.00	14,73,609
9)	27.09.2011	Market Purchase	10	2,000	Cash	129.58	14,75,609
10)	03.10.2011	Market Purchase	10	1,999	Cash	130.00	14,77,608
11)	17.11.2011	Market Purchase	10	1,703	Cash	129.00	14,79,311
12)	18.11.2011	Market Purchase	10	1,451	Cash	129.75	14,80,762
13)	23.11.2011	Market Purchase	10	646	Cash	128.00	14,81,408
14)	24.11.2011	Market Purchase	10	200	Cash	128.38	14,81,608
15)	29.11.2011	Market Purchase	10	1,532	Cash	128.98	14,83,140
16)	28.03.2012	Conversion of Zero coupon Convertible warrants	10	2,54,500	Cash	41.00	17,37,640
17)	30.04.2012	Conversion of Zero coupon Convertible warrants	10	1,00,000	Cash	41.00	18,37,640
18)	26.08.2015	Market Purchase	10	3,900	Cash	252.00	18,41,540
19)	12.06.2018	Gift	10	(1,09,500)	Other than Cash	-	17,32,040
20)	12.03.2020	Market Purchase	10	500	Cash	227.64	17,32,540
21)	12.03.2020	Market Purchase	10	476	Cash	228.47	17,33,016
22)	13.03.2020	Market Purchase	10	500	Cash	219.00	17,33,516
23)	13.03.2020	Market Purchase	10	100	Cash	218.50	17,33,616
24)	13.03.2020	Market Purchase	10	56	Cash	229.61	17,33,672
25)	29.01.2021	Gift	10	(1,92,822)	Other than Cash	-	15,40,850
26)	31.03.2021	Off Market Inter se acquisition ( on account of HUF Dissolution)	10	30,800	Other than Cash	-	15,71,650
27)	17.05.2021	Right Shares Allotment	10	3,35,000	Cash	230.00	19,06,650
28)	30.03.2022	**Off Market Inter se transfer	10	(14,00,058)	Other than Cash	-	5,06,592
29)	05.04.2022	**Off Market Inter se transfer	10	(5,05,001)	Other than Cash	-	1,591

\*Since data prior to 2001 is not available to the full extent, the balance as on 01.04.2001 has been shown

\*\*Pursuant to SEBI Exemption order dated March 28, 2022

**(ii) Yashovardhan Saboo**

Sr. No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired/ (sold)	Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
1)	01.04.2001	*Opening	10	-	-	-	10,88,405

Sr. No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired/ (sold)	Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
2)	17.03.2007	Preferential Allotment of Equity Shares	10	1,25,114	Cash	57.00	12,13,519
3)	29.05.2007	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	96,800	Cash	57.00	13,10,319
4)	31.05.2008	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	72,471	Cash	57.00	13,82,790
5)	21.05.2009	Off market purchase	10	15,000	Cash	12.00	13,97,790
6)	05.07.2011	Off market Inter se acquisition ( on account of Family Settlement)	10	41,000	Other than Cash	-	14,38,790
7)	31.03.2013	Off market purchase (Inter se)	10	33,182	Cash	120.00	14,71,972
8)	26.08.2015	Market Purchase	10	3,900	Cash	249.99	14,75,872
9)	15.03.2018	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	22,641	Cash	265.00	14,98,513
10)	08.10.2018	Market Purchase	10	2,925	Cash	418.94	15,01,438
11)	09.10.2018	Market Purchase	10	1,117	Cash	423.85	15,02,555
12)	09.10.2018	Market Purchase	10	906	Cash	424.96	15,03,461
13)	10.10.2018	Market Purchase	10	3,602	Cash	420.79	15,07,063
14)	10.10.2018	Market Purchase	10	1,450	Cash	424.98	15,08,513
15)	06.09.2019	Gift	10	(2,32,600)	Other than Cash	-	12,75,913
16)	12.03.2020	Market Purchase	10	1,000	Cash	223.51	12,76,913
17)	12.03.2020	Market Purchase	10	1,000	Cash	221.13	12,77,913
18)	18.03.2020	Market Purchase	10	1,098	Cash	149.35	12,79,011
19)	18.03.2020	Market Purchase	10	10,000	Cash	150.00	12,89,011
20)	18.03.2020	Market Purchase	10	754	Cash	150.00	12,89,765
21)	18.03.2020	Market Purchase	10	274	Cash	150.00	12,90,039
22)	29.01.2021	Gift	10	1,92,822	Other than Cash	-	14,82,861
23)	29.01.2021	Gift	10	2,81,380	Other than Cash	-	17,64,241
24)	17.05.2021	Right Shares Allotment	10	1,88,000	Cash	230.00	19,52,241
25)	25.08.2022	Market Purchase	10	2,37,457	Cash	849.96	21,89,698
26)	11.11.2022	Market Purchase	10	20,000	Cash	997.00	22,09,698
27)	14.11.2022	Market Purchase	10	2,657	Cash	921.52	22,12,355
28)	01-03-2024	Off Market Inter se acquisition (on account of partition of HUF)	10	2,309	Other than Cash	-	22,14,664

\*Since data prior to 2001 is not available to the full extent, the balance as on 01.04.2001 has been shown

**(iii) Rajendra Kumar Saboo (TCMK HUF)**

Sr. No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired/ (sold)	Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
1)	31.03.2001	Opening Balance*	10	69,820	Cash	14.03	69,820
2)	17-05-2021	Right Shares Allotment	10	8,000	Cash	230.00	77,820

\* Since data prior to 2001 is not available to the full extent, the balance as on 31.03.2001 is based on the shareholding pattern filed by the Company on BSE Limited

(iv) **Anuradha Saboo**

Sr. No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired/ (sold)	Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
1)	01.04.2001	*Opening	10	-	-	-	2,18,050
2)	17.03.2007	Preferential Allotment of Equity Shares	10	25,065	Cash	57.00	2,43,115
3)	29.05.2007	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	19,000	Cash	57.00	2,62,115
4)	31.05.2008	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	14,912	Cash	57.00	2,77,027
5)	28.05.2009	Off Market Purchase	10	15,000	Cash	12.00	2,92,027
6)	03.02.2011	Conversion of Zero Coupon Convertible Warrants	10	38,500	Cash	41.00	3,30,527
7)	28.03.2012	Conversion of Zero Coupon Convertible Warrants	10	51,500	Cash	41.00	3,82,027
8)	13.11.2013	Market Purchase	10	1,000	Cash	85.50	3,83,027
9)	14.11.2013	Market Purchase	10	1,000	Cash	81.25	3,84,027
10)	15.03.2018	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	52,830	Cash	265.00	4,36,857
11)	25.08.2022	Market Purchase	10	12,000	Cash	848.47	4,48,857
12)	01.03.2024	Off Market Inter se transfer (on account of partition of HUF)	10	5,531	Other than Cash	-	4,54,388
13)	04.03.2024	Off Market Inter se transfer (on account of partition of HUF)	10	12,050	Other than Cash	-	4,66,438

\*Since data prior to 2001 is not available to the full extent, the balance as on 01.04.2001 has been shown

(v) **Usha Devi Saboo**

Sr. No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired/ (sold)	Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
1)	01.04.2001	*Opening	10	-	-	-	1,71,380
2)	26.05.2009	Off Market Purchase	10	15,000	Cash	12.00	1,86,380
3)	01.04.2010	Recd. on account of Family Settlement	10	1,69,800	Other than Cash	23.59	3,56,180
4)	03.02.2011	Conversion of Zero Coupon Convertible Warrants	10	40,500	Cash	41.00	3,96,680
5)	28.03.2012	Conversion of Zero Coupon Convertible Warrants	10	54,500	Cash	41.00	4,51,180
6)	29.01.2021	Gift	10	(95,000)	Other than Cash	-	3,56,180
7)	29.01.2021	Gift	10	(1,86,380)	Other than Cash	-	1,69,800
8)	30.03.2022	**Off Market Inter se transfer	10	(1,69,800)	Other than Cash	-	-
9)	21.11.2022	Market Purchase	10	100	Cash	941.75	100

\*Since data prior to 2001 is not available to the full extent, the balance as on 01.04.2001 has been shown

\*\*Pursuant to SEBI Exemption order dated March 28, 2022

**(vi) Satvika Saboo**

Sr. No	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired/ (sold)	Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
1)	01.04.2001	*Opening	10	-	-	-	79,305
2)	17.03.2007	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	9,116	Cash	57.00	88,421
3)	29.05.2007	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	6,700	Cash	57.00	95,121
4)	31.05.2008	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	5,607	Cash	57.00	1,00,728
5)	05.07.2010	Gift	10	10,000	Other than Cash	-	1,10,728
6)	03.02.2011	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	11,000	Cash	41.00	1,21,728
7)	28.03.2012	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	14,000	Cash	41.00	1,35,728
8)	17.05.2021	Right Shares Allotment	10	15,600	Other	230.00	1,51,328
9)	01.03.2024	Off Market Inter se acquisition (on account of partition of HUF)	10	17,581	Other	97.47	1,68,909

\*Since data prior to 2001 is not available to the full extent, the balance as on 01.04.2001 has been shown

**(vii) Pranav Shankar Saboo**

Sr. No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired/ (sold)	Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
1)	01.04.2001	*Opening	10	-	-	-	1,10,120
2)	17.03.2007	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	12,658	Cash	57	1,22,778
3)	27.05.2007	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	9,500	Cash	57	1,32,278
4)	31.05.2008	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	7,626	Cash	57	1,39,904
5)	26.05.2009	Off market purchase	10	15,000	Cash	12	1,54,904
6)	05.07.2010	Gift	10	10,000	Other than Cash	-	1,64,904
7)	03.02.2011	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	21,000	Cash	41	1,85,904
8)	28.03.2012	Conversion of Zero Coupon Convertible	10	29,000	cash	41	2,14,904



Sr. No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired/ (sold)	Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
		Warrants into Equity Shares					
9)	15.03.2018	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	7,547	Cash	265	2,22,451
10)	12.06.2018	Gift	10	1,09,500	Other than Cash	-	3,31,951
11)	06.09.2019	Gift	10	2,32,600	Other than Cash	-	5,64,551
12)	06.09.2019	Gift	10	1,16,300	Other than Cash	-	6,80,851
13)	17.05.2021	Right Shares Allotment	10	1,30,000	Cash	-	8,10,851
14)	22.11.2021	Market Sale ( Inter se transfer)	10	(5,000)	Cash	632	8,05,851
15)	22.11.2021	Market Sale ( Inter se transfer)	10	(6,800)	Cash	636	7,99,051
16)	31.12.2023	Off Market Inter se acquisition (on account of partition of HUF)	10	17,581	Other than Cash	-	8,16,632

\*Since data prior to 2001 is not available to the full extent, the balance as on 01.04.2001 has been shown

**(viii) Yashovardhan Saboo (HUF)**

Sr. No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired/ (sold)	Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
1)	01.04.2001	Opening *	10				10,750
2)	17.03.2007	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	1,236	Cash	57	11,986
3)	29.05.2007	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	1,000	Cash	57	12,986
4)	31.05.2008	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	672	Cash	57	13,658
5)	03.02.2011	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	8,500	Cash	41	22,158
6)	28.03.2012	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	11,500	Cash	41	33,658
7)	15.03.2018	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	15,094	Cash	265	48,752
8)	17.05.2021	Right Shares Allotment	10	6,300	Cash	230	55,052
9)	01.03.2024	Off Market Inter se transfer on account of partition of HUF	10	(43,002)	Other than Cash	-	12,050
10)	04.03.2024	Off Market Inter se transfer on account of partition of HUF	10	(12,050)	Other than Cash	-	-

\*Since data prior to 2001 is not available to the full extent, the balance as on 01.04.2001 has been shown

**(ix) Vardhan Properties and Investment Private Limited**

Sr. No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired/ (sold)	Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
1)	-	*Balance as on 30-09-2010		33,183	-	-	33,183
2)	29.03.2013	Market Sale	10	33,182	Cash	120	1
3)	26.11.2013	Market Purchase	10	2,500	Cash	81	2,501
4)	27.11.2013	Market Purchase	10	5,000	Cash	41	7,501
5)	16.12.2013	Market Purchase	10	1,500	Cash	136	9,001
6)	16.03.2020	Market Purchase	10	950	Cash	214	9,951
7)	10.09.2020	Market Purchase	10	2,652	Cash	146	12,603
8)	11.09.2020	Market Purchase	10	6,700	Cash	150	19,303
9)	14.09.2020	Market Purchase	10	12,600	Cash	157	31,903
10)	17.05.2021	Right Shares Allotment	10	4,100	Cash	230	36,003
11)	16.06.2023	Market Purchase	10	2,150	Cash	1,385	38,153

\*Since data prior to 2010 is not available to the full extent, the balance as on 30.09.2010 is based on the shareholding pattern filed by the Company on BSE Limited

**(x) Dream Digital Technology Private Limited**

Sr. No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired/ (sold)	Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
1)	03-12-2013	Market Purchase	10	5000	Cash	80.030	5000
2)	04-12-2013	Market Purchase	10	2000	Cash	76.071	7000
3)	16-12-2013	Market Purchase	10	2000	Cash	71.661	9000
4)	25-08-2015	Market Purchase	10	2000	Cash	254.85	11000
5)	22-12-2015	Market Sale	10	(2800)	Cash	342.57	8200
6)	10-03-2016	Market Sale	10	(500)	Cash	205.32	7700
7)	23-03-2016	Market Sale	10	(391)	Cash	203.83	7309
8)	23-10-2018	Market Purchase	10	1000	Cash	402.36	8309
9)	24-10-2018	Market Purchase	10	2	Cash	402.36	8311
10)	15-03-2018	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	15s094	Cash	265.00	23405
11)	24-06-2019	Market Sale	10	(1)	Cash	428.97	23404
12)	28-06-2019	Market sale	10	(999)	Cash	428.54	22405
13)	19-08-2019	Market Sale	10	(1000)	Cash	313.93	21405
14)	20-08-2019	Market Sale	10	(2150)	Cash	309.27	19255
15)	15-02-2021	Market Sale	10	(36400)	Cash	270.11	15615
16)	17-05-2021	Right Shares Allotment	10	2000	Cash	230.00	17615
17)	22-11-2021	Market Purchase (Inter se acquisition)	10	11800	Cash	636.56	29415

**(xi) Usha Devi Saboo (UDS JS Family Trust)**

Sr. No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired/ (sold)	Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
1)	30-03-2022	Off Market Inter se transfer*	10	169800	Other than Cash	-	1,69,800

\*Pursuant to SEBI Exemption Order dated March 28, 2022

**(xii) Rajendra Kumar Saboo (RKS JS Family Trust)**

Sr. No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired/ (sold)	Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
1)	30-03-2022	Off Market Inter se transfer*	10	14,00,058	NA	-	14,00,058
2)	17-03-2023	Market Purchase	10	2,339	cash	1,037.22	14,02,397
3)	20-03-2023	Market Purchase	10	9,786	cash	1,029.10	14,12,183
4)	23-03-2023	Market Purchase	10	4,500	cash	1,078.23	14,16,683

\*Pursuant to SEBI Exemption Order dated March 28, 2022

**(xiii) Rajendra Kumar Saboo (ASP Saboo Family Trust)**

Sr. No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired/ (sold)	Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
1)	05-04-2022	Off Market Inter se transfer*	10	5,05,001	NA	-	5,05,001

\*Pursuant to SEBI Exemption Order dated March 28, 2022

**(xiv) Saboo Venture LLP**

Sr. No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired/ (sold)	Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
1)	29-12-2021	Market Purchase	10	10,038	Cash	831	10,038
2)	20-09-2022	Market Purchase	10	32,802	Cash	905	42,840
3)	24-02-2023	Market Purchase	10	10,000	Cash	1,085	52,840
4)	29.05.2023	Market Purchase	10	10,925	Cash	1,090	63,765
5)	09.06.2023	Market Purchase	10	2,150	Cash	1,391	65,915

**(xv) Asha Devi Saboo (Veena Kanoria Family Trust)**

Sr. No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired/ (sold)	Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
1)	18-08-2022	Off Market Inter-se Transfer	10	20,925	Cash	347	20,925
2)	24.02.2023	Market Sale	10	(10,000)	Cash	1,078	10,925
3)	29.05.2023	Market Sale	10	(10,925)	Cash	1,084	0

**(xvi) Swades Capital LLC**

Sr. No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired/ (sold)	Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
1)	01-09-2011	Purchases*	10	60,000	Cash	-	60,000
2)	15.06.2018	Preferential Allotment	10	2,64,150	Cash	265	3,24,150

\*Date, nature of transaction and price is not available

10.2. The Buyback will not result in any benefit to the members of the Promoter, persons in control of the Company or any Director 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.

10.3. The present shareholding of the Promoters and Promoter Group in the Company is at 50.21%. Depending upon the response to the Buyback the voting rights and percentage shareholding of the Promoters and Promoter Group in the Company may increase or decrease from their existing voting rights and percentage shareholding. The Promoters and Promoter Group are already having control over the affairs of the Company and therefore such increase/decrease in their voting rights, if any, consequent to Buyback of Equity Shares, will not result in any change in control over the affairs of the Company and shall be in compliance with the provisions of the SEBI SAST Regulations

10.4. Consequent to the Buyback and based on the number of Equity Shares bought back from the Non-Resident Shareholders, Indian financial institutions, banks, mutual funds and the public including other bodies corporate, the shareholding under each category would undergo a change. Please refer to paragraph 15.6 for further details.

10.5. The debt-equity ratio post Buyback on standalone as well as consolidated basis will be compliant with the permissible limit of 2:1 prescribed under Section 68(2)(d) of Companies Act and Regulation 4(ii) of the SEBI Buyback Regulations, even if the response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholders.

10.6. The Company shall not issue and allot any Equity Shares or other specified securities (including by way of bonus) from the date of the Board Meeting till the expiry of the Buyback Period, i.e., the date on which the payment of consideration is made to the Eligible Shareholders who have accepted the Buyback.

10.7. Unless otherwise specifically permitted by any relaxation issued by SEBI and/ or any other regulatory authority, the Company shall not raise further capital for a period of 1 (one) year, as prescribed under the provisions of Regulation 24(i)(f) of the SEBI Buyback Regulations, from the expiry of the Buyback Period,

i.e., the date on which the payment of consideration is made to the Eligible Shareholders who have accepted the Buyback, except in discharge of its subsisting obligations. Further, the Company shall not issue and allot any Equity Shares or other specified securities (including by way of bonus) from the date of the Board Meeting till the expiry of the Buyback Period, i.e., the date on which the payment of consideration is made to the Shareholders who have accepted the Buyback. The Company, as per the provisions of Section 68(8) of the Companies Act, will not make a further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) of the Companies Act or other specified securities within a period of 6 (six) months except by way of a bonus issue or in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares.

10.8. As per Regulation 24(i)(e) of the SEBI Buyback Regulations, the Promoters, Promoter Group, PACs and their associates, shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions from the date of Board Meeting till the closing of the Buyback offer.

10.9. Salient financial parameters consequent to the Buyback based on audited standalone and consolidated financial statements of the Company for the period ended March 31, 2024 are set forth below:

Parameters	On a standalone basis		On a consolidated basis	
	Pre-Buyback	Post-Buyback*	Pre-Buyback	Post-Buyback*
Net worth (₹ in lakhs)	39,707.95	30,907.95	73,395.52	64,595.52
Return on Net worth (%)	55.42%	71%	18.72%	21%
Earnings Per Share (₹) (of FV ₹ 10 each):	175.52	178.91	81.90	83.48
Basic (₹)	175.52	178.91	81.90	83.48
Diluted (₹)	175.52	178.91	81.90	83.48
Book Value per Share (₹)	10.00	10.00	10.00	10.00
P/E ratio**	13.97	-	29.94	-
Total Debt/ Equity Ratio	0.17	0.21	0.14	0.16

\* The post-Buyback numbers are calculated by reducing the net worth by the proposed Buyback amount and the amount of share capital bought back (assuming full acceptance), without factoring in tax on buy back of shares and any impact in the statement of profit & loss and other transaction costs. Assuming full acceptance of Equity Shares in the Buyback offer in the ratio of buyback.

\*\* Share price used to calculate P/E ratio has been taken as closing price of March 28, 2024, being the last trading day of financial year 2023-2024 on NSE i.e. ₹,2,452.25.

**Note:**

1. Networth = Equity Share Capital + Other Equity – Revaluation Reserves – Miscellaneous Expenditure.
2. Total Debt = Long Term Borrowing + Short Term Borrowings + Current Maturities of Long-Term Borrowings.

The key ratios have been computed as below:

**Key Ratios Basis**

Basic Earnings per Share (₹)	Net profit attributable to the equity shareholders / Weighted Average number of Shares outstanding during the year
Diluted earnings per share (₹)	Net profit attributable to the equity shareholders / Weighted Average number of Shares outstanding during the year
Book Value per Share (₹)	(Paid up Equity Share Capital + Other equity (excluding Capital Reserves) – Miscellaneous not written off) / No. of Equity Shares outstanding at the end of the year
Price/Earnings Ratio	Market Value per Share / Earnings per Share as per lasted audited financial statements i.e March 31, 2024. Closing Market price on NSE as on March 28, 2024 i.e ₹ 2452.25 (being the last trading day of financial year 2023-2024)
Return on Networth (%)	Net Profit After Tax/ Networth at the year-end (excluding revaluation reserves and miscellaneous expenditure)
Total Debt Equity Ratio	(Long Term Borrowings + Short Term Borrowings + Current Maturities of Long-Term Borrowings) / Networth

## **11. BASIS OF CALCULATING THE BUYBACK PRICE**

11.1. The Equity Shares are proposed to be bought back at a price of ₹3,700/- (Indian Rupees Three Thousand Seven Hundred only) per Equity Share. The Buyback Offer Price has been arrived at after considering various factors including, but not limited to trends in the volume weighted average prices of the Equity Shares traded on the Stock Exchange where the Equity Shares are listed, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of the Buyback on the earnings per Equity Share.

11.2. The Buyback Offer Price represents

- i. premium of 29.52% and 29.64% over the volume weighted average market price of the Equity Share on BSE and NSE, respectively, during the 3 (three) months preceding, July 4, 2024, 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 15.77% and 15.47% over the volume weighted average market price of the Equity Share on BSE and NSE, respectively, during the 2 (two) weeks preceding the Intimation Date; and
- iii. premium of 16.03% and 16.14% over the closing price of the Equity Share on BSE and NSE, respectively, as on the Intimation Date; and

The closing market price of the Equity Shares as on the Intimation Date was ₹ 3,106.85 and ₹ 3,102.70 on BSE and NSE, respectively

For trends in the market price of the Equity Shares, please refer to paragraph 18 (Stock Market Data) of this Letter of Offer. For details of salient financial parameters, both pre-Buyback and post-Buyback, based on the audited standalone and audited consolidated financial statements of the Company as at March 31, 2024, please refer to paragraph 10.9 of this Letter of Offer.

## **12. SOURCES OF FUNDS FOR THE BUYBACK**

12.1. The maximum amount required under the Buyback will not exceed ₹ 88,00,00,000/- (Indian Rupees Eighty-Eight Crores Only) excluding the Transaction Costs.

12.2. In accordance with the provisions of the Companies Act and the SEBI Buyback Regulations, the Buyback Size of ₹ 88,00,00,000/- (Indian Rupees Eighty-Eight Crores Only) excluding Transaction Costs, represents 22.35% and 12.06% of the aggregate of the Company’s paid-up equity share capital and free reserves as per the audited standalone financial statements as on March 31, 2024 and audited consolidated financial statements of the Company as on March 31, 2024, respectively.

12.3. The funds for the implementation of the proposed Buyback (including the Transaction Costs) will be sourced out of the free reserves of the Company and/or such other sources as may be permitted by law. The funds borrowed from banks and financial institutions, if any, will not be used for the Buyback.

12.4. The Company shall transfer from its free reserves and/or such other sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statement.

## **13. DETAILS OF ESCROW ACCOUNT AND AMOUNT TO BE DEPOSITED THEREIN AND FIRM FINANCIAL ARRANGEMENT**

In accordance with Regulation 9(xi) of the SEBI Buyback Regulations, the Company has appointed Yes Bank Limited as the Escrow Bank for Buyback and an escrow agreement has been entered into amongst the Company, Manager to the Buyback and the Escrow Agent on August 13, 2024.

13.1. In accordance with the SEBI Buyback Regulations and pursuant to the Escrow Agreement, an Escrow Account in the name and style “*KDDL Buyback Escrow Account 2024*” bearing account number 001566200000030 has been opened with the Escrow Agent, namely, Yes Bank Limited having its registered

office at YES Bank House, 5th Floor Off Western Express highway, Santacruz East, Mumbai – 400055, India acting through its branch situated at Sector 9 Chandigarh 0015.

13.2. The Manager is empowered to operate the Escrow Account in accordance with the SEBI Buyback Regulations. In order to satisfy the obligations under Regulations 9(xi) of the Buyback Regulations, the Company has deposited a sum of ₹ 22,00,00,000/- (Indian Rupees Twenty-Two Crores Only) being 25% of the total consideration payable.

13.3. In accordance with Regulation 10 of the Buyback Regulations, the Company shall immediately after the closure of the Tendering Period deposit the amount of consideration payable to Eligible Shareholders in a special escrow account with the Escrow Agent. Such consideration would be the aggregate of 90% of the amount lying in the Escrow Account and the balance amount payable to the Eligible Shareholders, and will constitute the entire sum due and payable as consideration for the Buyback in terms of the SEBI Buyback Regulations.

#### 14. FIRM FINANCIAL ARRANGEMENT

14.1. The Company has adequate and firm financial resources to fulfil the obligations under the Buyback and the same has been certified vide a certificate dated August 13, 2024 by Gagandeep Singh (Membership No. 540909) partner of MGSG & Associates, Chartered Accountant (ICAI Firm registration no. 033841N) UDIN 24540909BKCIOW6898, having their office at SCO 13, Level 1 & II, Ind. Area Phase-2, Chandigarh - 160002

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

#### 15. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

15.1. The present capital structure of the Company as on the date of this Letter of Offer is as follows:

Parameters	Pre-Buyback
<b>Authorised Share Capital</b>	
2,80,00,000 equity shares of ₹ 10 each	₹ 28,00,00,000
<b>Total</b>	₹ 28,00,00,000
<b>Issued Share Capital</b>	
1,27,11,397 equity shares of ₹ 10 each	₹ 12,71,13,970
Less: 1,74,280 Equity Shares of ₹ 10 each forfeited	₹ 17,42,800
<b>Subscribed and Paid-up Share Capital of the Company</b>	
1,25,37,117 equity shares of ₹ 10 each	₹ 12,53,71,170

15.2. Assuming full acceptance in the Buyback of 2,37,837 (Two Lakh Thirty-Seven Thousand Eight Hundred Thirty-Seven) Equity Shares, the capital structure post Buyback would be as follows:

Parameters	Post-Buyback <sup>#</sup>
<b>Authorised Share Capital</b>	<b>Authorised Share Capital</b>
2,80,00,000 equity shares of ₹ 10 each	2,80,00,000 equity shares of ₹ 10 each
<b>Issued Share Capital</b>	<b>Issued Share Capital</b>
1,27,11,397 equity shares of ₹ 10 each	1,24,73,560 equity shares of ₹ 10 each
Less: 1,74,280 Equity Shares of ₹ 10 each forfeited	Less: 1,74,280 Equity Shares of ₹ 10 each forfeited
<b>Subscribed and Paid-up Share Capital of the Company</b>	
1,25,37,117 equity shares of ₹ 10 each	1,22,99,280 equity shares of ₹ 10 each

<sup>#</sup> Assuming full acceptance of the Buyback

15.3. As on the date of this Letter of Offer, the Equity Shares are fully paid up and there are no partly paid-up equity shares.

15.4.As on the date of this Letter of Offer, there are no convertible debentures or preference shares or any other convertible instruments of the Company.

15.5.The Details of the buyback offers made by the Company in the last 3 (three) financial years from the date of this Letter of Offer.

No. of Equity Share Brought Back	Average Market Price (₹)	Opening Date	Closing Date	Method
1,99,947	1,050.28	January 25, 2023	February 9, 2023	Open Market through stock exchange mechanism

15.6.The shareholding pattern of the Company before the Buyback (i.e., as on the Record Date), and after the Buyback (assuming full acceptance of 2,37,837 (Two Lakh Thirty Seven Thousand Eight Hundred Thirty Seven) Equity Shares in the Buyback), is as follows:

Category of Shareholder	No. of Shares Pre-Buyback	% to the existing Equity Share capital	No. of Shares Post-Buyback <sup>#</sup>	% to the existing Equity Share Capital
<b>Promoter, the Promoter Group and persons acting in concert</b>	62,95,471	50.21	61,90,358	50.33
Foreign Investors (including Non Resident Indians / FIIs/ Foreign Nationals/ Foreign Corporate Bodies	14,36,510	11.15	61,08,922	49.67
Financial Institutions/ Banks & Mutual Funds/ Insurance Co.	2,04,864	1.63		
Others (Individuals, Bodies Corporate, Employees, etc.)	46,00,472	36.69		
<b>Total</b>	<b>1,25,37,317</b>	<b>100.00</b>	<b>1,22,99,280</b>	<b>100.00</b>

<sup>#</sup> Assuming the full Acceptance of 2,37,837 (Two Lakh Thirty-Seven Thousand Eight Hundred Thirty-Seven) Equity Shares in the Buyback in accordance with the Buyback Entitlement for all Eligible Shareholders. However, the post-Buyback shareholding pattern may differ depending upon the actual number of Equity Shares bought back.

15.7.The aggregate shareholding in the Company of (a) the Promoter, the members of the Promoter Group and persons in control of the Company; (b) the director(s)/ trustee(s) of the companies/ trusts forming part of the Promoter Group; and (c) the Directors and key managerial personnel of the Company, as on the date of the Board Meeting and the Public Announcement, is as follows:

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

Sr. No	Name of the Shareholders	Number of Equity Shares held	% of paid-up equity share capital as on the date of the Board Meeting and the Postal Ballot Notice i.e., Tuesday, July 9, 2024
<b>Promoters</b>			
1)	Rajendra Kumar Saboo	1,591	0.01
2)	Yashovardhan Saboo	22,14,664	17.66



Sr. No	Name of the Shareholders	Number of Equity Shares held	% of paid-up equity share capital as on the date of the Board Meeting and the Postal Ballot Notice i.e., Tuesday, July 9, 2024
<b>Promoters</b>			
<b>Members of Promoter Group</b>			
3)	Rajendra Kumar Saboo (TCMK HUF)	77,820	0.62
4)	Anuradha Saboo	4,66,438	3.72
5)	Usha Devi Saboo	100	0.00
6)	Satvika Saboo	1,68,909	1.35
7)	Pranav Shankar Saboo	8,16,632	6.51
8)	Yashovardhan Saboo (HUF)	-	-
9)	Vardhan Properties And Investment Private Limited	38,153	0.30
10)	Dream Digital Technology Private Limited	29,415	0.23
11)	Usha Devi Saboo (UDS JS Family Trust)	1,69,800	1.35
12)	Rajendra Kumar Saboo (RKS JS Family Trust)	14,16,683	11.30
13)	Rajendra Kumar Saboo (ASP Saboo Family Trust)	5,05,001	4.03
14)	Saboo Ventures LLP	65,915	0.53
15)	Asha Devi Saboo (Veena Kanoria Family Trust)	-	-
16)	Swades Capital LLC	3,24,150	2.59
17)	<b>Total</b>	<b>62,95,271</b>	<b>50.21</b>

15.7.2. Except as mentioned in the table below, none of the directors of the companies forming part of the Promoter and members of the Promoter Group, hold any Equity Shares in the Company as on the date of the Board Meeting and Public Announcement is as follows:

Sr. No.	Name of the Shareholder	Designation	No. of Equity Shares held	% of paid-up equity share capital as on the date of the Board Meeting and the Postal Ballot Notice i.e., Tuesday, July 9, 2024
<b>Vardhan Properties and Investment Private Limited</b>				
	Rajendra Kumar Saboo (in his individual capacity)	Director	1,591.00	0.01
2)	Pawan Kumar Goyal	Director	1	0.00
3)	Pranav Shankar Saboo (in his individual capacity)	Additional Director	8,16,632	6.51
<b>Dream Digital Technology Private Limited</b>				
4)	Pranav Shankar Saboo (in his individual capacity)	Director	8,16,632	6.51
5)	Malvika Saboo	Director	Nil	Nil

15.7.3. The aggregate shareholding of the directors of the Company (“**Directors**”) and the key managerial personnel of the Company (“**KMPs**”) of the Company, as on the date of the Board Meeting and Public Announcement is as follows:

Sr. No.	Name of the KMP's / Directors	Designation	Number of Equity Shares held	% of paid-up equity share capital as on the date of the Board Meeting and the Postal Ballot Notice i.e., Thursday, July 9, 2024
1)	Yashovardhan Saboo	Chairman and Managing Director	22,14,664	17.66
2)	Sanjeev Kumar Masown	Whole time Director and CFO	Nil	Nil
3)	Anuradha Saboo	Non-Execute Non Independent Director	4,66,438	3.72
4)	Jai Vardhan Saboo	Non-Executive and Non Independent Director	Nil	Nil

5)	Anil Khanna*	Non -Executive Independent Director	1700	0.01
6)	Sanjiv Sachar	Non -Executive Independent Director	1521	0.01
7)	Praveen Gupta	Non-Executive Independent Director	Nil	Nil
8)	Nagarajan Subramanian	Non-Executive Independent Director	40	0.00
9)	Ranjana Agarwal*	Non-Executive Independent Director	Nil	Nil
10)	Neelima Tripathi	Non-Executive Independent Director	Nil	Nil
11)	Brahm Prakash Kumar	Company Secretary and Compliance Officer	2,261	0.02
	<b>Total</b>		<b>22,20,186</b>	<b>17.70</b>

\*ceased to the Directors w.e.f August 6, 2024

15.8. Aggregate number of Equity Shares purchased or sold by the Promoters and Promoter Group, persons in control, Directors of Companies which are forming part of the Promoter/Promoter Group companies and Directors and KMPs of the Company during a period of twelve months preceding the date of the Public Announcement i.e., Tuesday, August 13, 2024:

Name of Shareholder	Aggregate No. of Equity Shares purchased or sold	Nature of Transaction	Maximum Price (Rs)	Date of Maximum Price	Minimum Price (Rs)	Date of Minimum Price (Rs)
Yashovardhan Saboo	2,309	*Off market Inter- Se Acquisition	NA	NA	NA	NA
Pranav Shankar Saboo	17,581	*Off market Inter- Se Acquisition	NA	NA	NA	NA
Satvika Saboo	17,581	*Off market Inter- Se Acquisition	NA	NA	NA	NA
Anuradha Saboo	17,581	*Off market Inter- Se Acquisition	NA	NA	NA	NA
Yashovardhan Saboo (HUF)	(55,052)	**Off market Inter- Se Transfer	NA	NA	NA	NA

\*Shares were acquired (through off market Inter Se Acquisition) from Yashovardhan Saboo (HUF) pursuant to its dissolution.

\*\* Shares were transferred (through off market Inter Se Transfer) to members of HUF pursuant to its dissolution.

15.9. Depending upon the response to the Buyback the voting rights and percentage shareholding of the Promoters and Promoter Group in the Company may increase or decrease from their existing voting rights and percentage shareholding.

15.10. There are no pending schemes of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act involving the Company, as on date.

## 16. BRIEF INFORMATION OF THE COMPANY

16.1. The Company was originally incorporated as 'Kamla Dials and Devices Limited' as a public limited company under the Companies Act, 1956 pursuant to certificate of incorporation dated January 8, 1981, issued by the Registrar of Companies, Delhi and Haryana. Our Company received its certificate of commencement of business on February 6, 1981, issued by the Registrar of Companies, Delhi and Haryana. Subsequently, the name of our Company was changed to its present name 'KDDL Limited' pursuant to a fresh certificate of incorporation dated September 14, 2007 issued by the Registrar of Companies, Punjab, Himachal Pradesh and Chandigarh

16.2. The Company is engaged in the manufacturing of watch components and precision engineering products. Company has been engaged in the manufacture of watch components i.e. watch dials and watch hands over three decades and is considered to be one of India's leading watch components manufacturers. Our Company is a manufacturer of watch components and supplier to domestic and international luxury watch brands. Company's watch components are manufactured at Parwanoo, Himachal Pradesh Derabassi Punjab and Bengaluru, Karnataka

16.3. The Equity Shares of the Company are listed at BSE (scrip code: 532054) and NSE (NSE Symbol: KDDL) since October 14, 1996 and March 23, 2016. The ISIN of the Equity Shares is INE291D01011.

**16.4. Financial Growth:**

For the last 3 (three) financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 on standalone basis the total income is of ₹55,369.61 lakhs, ₹ 36,361.02 lakhs and ₹ 22,336.69 lakhs respectively and for three months period ended on June 30, 2024 is ₹ 8,499 lakhs. The net profit after tax for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 was ₹22,004.96 lakhs, ₹ 6,923.13 lakhs and ₹ 2,129.36 lakhs respectively and for three months period ended on June 30, 2024 is ₹ 976 lakhs. For the financial years ended March 31, 2024, 2023 and 2022 the Company recorded, on a consolidated basis, total income of ₹ 1,41,997.40 lakhs, ₹ 1,13,875.94 lakhs and ₹ 83,158.13 lakhs, respectively and for three months period ended on June 30, 2024 ₹37,017 lakhs. The net profit after tax on a consolidated for the financial years ended March 31, 2024, 2023 and 2022 is ₹13,745 lakhs, ₹ 7,698.01 lakhs and ₹ 3,719.84 lakhs respectively and for three months period ended on June 30, 2024 is ₹2,796 lakhs. For further details on financial information about the Company for the financial years ended March 31, 2024, 2023 and 2022, refer to paragraph 17 (*Financial Information about the Company*) of this Letter of Offer.

**16.5. Following is the equity share capital history of the Company since inception:**

Date of Allotment	No. of Equity Shares	Face Value per Equity Share (in ₹)	Issue Price per Equity Share (in ₹)	Nature of consideration	Type of Issue	Cumulative No. of Shares	Cumulative Equity Capital
On incorporation	7	10	10	Cash	Subscription to MoA	7	70
March 14, 1983	497493	10	10	Cash	Initial Public Issue	4,97,500	49,75,000
September 27, 1984	2,48,750	10	10	Cash	Right Issue	7,46,250	74,62,500
January 10, 1991	28,800	10	10	Cash	Preferential Allotment	7,75,050	77,50,500
February 7, 1991	2,24,950	10	10	Cash	Preferential Allotment	10,00,000	1,00,00,000
February 26, 1992	1,00,000	10	10	Cash	Preferential Allotment	11,00,000	1,10,00,000
March 18, 1993	11,08,850	10	10	Cash	Right Issue	22,08,850	2,20,88,500
March 1, 1996	29,45,133	10	28	Cash	Right Issue	51,53,983	5,15,39,830
July 30, 1998	(1,74,280)	10	-	-	Forfeiture of Equity Shares	49,79,703	4,97,97,030
December 20, 2000	8,69,517	10	12	Cash	Preferential Allotment	58,49,220	5,84,92,200
March 17, 2007	10,40,000	10	57	Cash	Preferential Allotment	68,89,220	6,88,92,200
May 29, 2007	2,60,000	10	57	Cash	Preferential Allotment	71,49,220	7,14,92,200

Date of Allotment	No. of Equity Shares	Face Value per Equity Share (in ₹)	Issue Price per Equity Share (in ₹)	Nature of consideration	Type of Issue	Cumulative No. of Shares	Cumulative Equity Capital
May 31, 2008	2,00,000	10	57	Cash	Preferential Allotment	73,49,220	7,34,92,200
February 3, 2011	4,21,950	10	41	Cash	Preferential Allotment	77,71,170	7,77,11,700
September 15, 2011	3,60,400	10	41	Cash	Preferential Allotment	81,31,570	8,13,15,700
February 7, 2012	2,65,050	10	41	Cash	Preferential Allotment	83,96,620	8,39,66,200
March 28, 2012	4,40,000	10	41	Cash	Preferential Allotment	88,36,620	8,83,66,200
April 30, 2012	2,00,100	10	41	Cash	Preferential Allotment	90,36,720	9,03,67,200
November 29, 2014	18,750	10	120	Cash	Allotment against exercise of options granted under ESOP Scheme	90,55,470	9,05,54,700
February 2, 2015	9,000	10	120	Cash	Allotment against exercise of options granted under ESOP Scheme	90,64,470	9,06,44,700
March 14, 2015	12,000	10	120	Cash	Allotment against exercise of options granted under ESOP Scheme	90,76,470	9,07,64,700
September 2, 2015	10,08,400	10	297.5	Cash	Preferential Allotment	1,00,84,870	10,08,48,700
December 12, 2016	7,54,716	10	265	Cash	Preferential Allotment	1,08,39,586	10,83,95,860
March 15, 2018	113206	10	265	Cash	Preferential Allotment	1,09,52,792	10,95,27,920
June 15, 2018	2,64,150	10	265	Cash	Preferential Allotment	1,12,16,942	11,21,69,420
October 8, 2018	416666	10	480	Cash	Preferential Allotment	1,16,33,608	11,63,36,080
November 6, 2019	5,250	10	120	Cash	Allotment against exercise of options	1,16,38,858	11,63,88,580
February, 14, 2020	11,250	10	120	Cash	Allotment against exercise of options	1,16,50,108	11,65,01,080
May 17, 2021	10,86,956	10	230	Cash	Right Issue	1,27,37,064	12,73,70,640

Date of Allotment	No. of Equity Shares	Face Value per Equity Share (in ₹)	Issue Price per Equity Share (in ₹)	Nature of consideration	Type of Issue	Cumulative No. of Shares	Cumulative Equity Capital
February 9, 2023*	(1,99,947)	10	1,050.28**	Cash	Buyback	1,25,37,117	12,53,71,170

\* being buyback closing date

\*\* being average buyback price

16.6.The details of the Board of Directors of the Company as on the date of this Letter of Offer are as follows:

Name, Occupation, Age and DIN	Designation	Qualifications	Date of Appointment/ Re-appointment	Other Directorships
<b>Yashovardhan Saboo</b> Age: 66 Occupation: Industrialist DIN: 00012158	Chairman and Managing Director (Executive and Non-Independent)	B.A. (Hons.) and MBA	25/03/1981	1. Ethos Limited 2. Kamla Tesio Dials Limited 3. Mahen Distribution Limited 4. VBL Innovations Private Limited 5. Pasadena Retail Private Limited 6. Estima AG 7. Rival Soul International Sarl 8. Haute Rive Watches SA 9. All India Federation of Horological Industries
<b>Sanjeev Kumar Masown</b> Age: 54 Occupation: Service DIN: 03542390	Whole Time Director (Executive Director)	CMA, Commerce Post Graduate	30/05/2016	1. Kamla Tesio Dials Limited 2. Mahen Distribution Limited 3. Kamla International Holdings SA 4. Pylania SA
<b>Jai Vardhan Saboo</b> Age: 60 Occupation: Industrialist DIN: 00025499	Director (Non-Executive and Non-Independent)	M. Tech, MBA	12/12/2016	1. Saboo Design Group Inc
<b>Anuradha Saboo</b> Age: 62 Occupation: Service DIN: 0181264	Director (Non-Executive and Non-Independent)	BSC	12/08/2023	Nil
<b>Sanjiv Sachar</b> Age: 66 Occupation: Consultant DIN: 02013812	Director (Non-Executive and Independent)	Bachelor's degree (Economic Honours), FCA	07/03/2017	1. Info Edge (India) Ltd
<b>Praveen Gupta</b> Age: 68 Occupation: Business Executive DIN: 01885287	Director (Non-Executive and Independent)	B. Tech, MBA	8/11/2004	Nil
Nagarajan Subramanian Age: 68	Director (Non-Executive and	Mechanical Engineering,	28/07/2022	Nil

Name, Occupation, Age and DIN	Designation	Qualifications	Date of Appointment/ Re-appointment	Other Directorships
Occupation: Consultant DIN: 02406548	Independent)	PGDM		
<b>Neelima Tripathi</b> Age: 60 Occupation: Practicing Advocate DIN: 07588695	Director (Non-Executive and Independent)	B.A (Hons), CA, Law Graduate	28/07/2022	1. Kusum Prad Private Limited

- a. The changes in the Board of Directors during the last 3 (three) years preceding the date of this Letter of Offer are as follows:

Sr. No.	Name	Appointment / Re-appointment/ Resignation / Cessation	Effective Date	Reasons
1	Anil Khanna	Cessation	06/08/2024	Ceased to be Independent Director upon completion of his second term.
2	Ranjana Agarwal	Cessation	06/08/2024	Ceased to be Independent Director upon completion of his second term.
3	Anuradha Saboo	Appointment	12/08/2023	Appointment as Non-Executive Non-Independent Director
4	Neelima Tripathi	Appointment	28/07/2022	Appointment as Non-Executive Independent Director
5	Nagarajan Subramanian	Appointment	28/07/2022	Appointment as Non-Executive Independent Director
6	Vishal Satinder Sood	Resignation	30/06/22	Resigned

- b. The Buyback will not result in any benefit to promoter, the members of the promoter group, persons in control of the Company or any directors of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as Equity Shareholders of the Company, and the change in their shareholding as per the response received in the 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. Any change in voting rights of the Promoters and Promoter Group of the Company pursuant to completion of Buyback will not result in any change in control over the Company.

## 17. FINANCIAL INFORMATION ABOUT THE COMPANY

- 17.1. The selected financial information of the Company, on a **standalone basis**, as extracted from the audited financial statements for the last three financial years viz., Fiscal 2024, 2023 and 2022 and unaudited limited review financial results for the three months period ended on June 30, 2024 are detailed below:

(₹ in Lakhs)

Particulars	For three month period ended on June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
	(Unaudited)	(Audited)	(Audited)	(Audited)
Revenue from operations	8139.58	35,062.51	30,480.61	21,796.13
Other Income	359.29	20,307.10	5,880.41	540.56
<b>Total Income</b>	<b>8,498.870</b>	<b>55,369.61</b>	<b>36,361.02</b>	<b>22,336.69</b>

Particulars	For three month period ended on June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
	(Unaudited)	(Audited)	(Audited)	(Audited)
Total Expenses (excluding finance cost and depreciation and amortization expenses)	6,598.62.00	27,697.81	25,315.21	17,667.53
Finance Cost	222.23	885.07	851.00	753.79
Depreciation and amortization expense	357.02	1,385.70	1,271.03	1,175.09
<b>Profit/(Loss) before exceptional items and taxes</b>	1,321.00	25,401.03	8,923.79	19,596.41
Exceptional Items	0	0	0	0
<b>Profit/(Loss) before taxes</b>	1,321.00	25,401.03	8,923.79	2,740.28
Provision for Tax (including Deferred Tax)	345.00	3,396.07	2,000.66	610.92
<b>Profit/(Loss) after Tax</b>	976.00	22,004.96	6,923.13	2,129.36
Other Comprehensive Income	0.00	-89.87	-16.05	9.59
<b>Total Comprehensive Income</b>	976.00	21,915.09	6,907.08	2,138.95
Paid-up Equity share capital	1,262.42	1,262.42	1,262.42	1,282.42
Other Equity	NA	38,445.53	24,060.57	20,374.89
Net worth	NA	39,707.95	25,322.99	21,657.31
Total Debt	NA	6,769.25	7,979.41	6,839.77

17.2. Key Financial Ratios on standalone basis are as under:

(Amount in ₹, except certain ratios)

Financial Ratios	For three month period ended on June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
	Unaudited	(Audited)	(Audited)	(Audited)
Earnings Per Share (Rs.) (Basic)*	7.79	175.52	54.49	16.86
Earnings Per Share (Rs.) (Diluted) *	7.79	175.52	54.49	16.86
Return on Net Worth (%)	NA	55.42%	27.34%	9.83%
Book Value Per Share (Rs.)	NA	316.72	201.98	170.03
Debt-Equity Ratio	NA	0.17	0.32	0.32

\* Basic & Diluted Earnings per equity share is not annualized for the three months period ended June 30, 2024

The Key Ratios basis have been computed as below:

Net worth	Equity Share Capital + Other Equity
Earning Per Shares	Net Profit / (Loss) after Tax Attributable to Equity Share holders / Weighted Number of Equity Shares outstanding
Book Value	Net worth / Number of Equity Shares
Debt-Equity Ratio	Debt / Equity (Equity Share Capital + Other Equity)
Return on Net Worth (%)	Net Profit / (Loss) after Tax / Net worth

17.3. The selected financial information of the Company, on a **consolidated basis**, as extracted from the audited consolidated financial statements for the last three financial years viz., Fiscal 2024, 2023 and 2022 unaudited limited review financial results for the three months period ended on June 30, 2024 are detailed below:

(₹ in lacs)

Particulars	For three month period ended on June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
	Unaudited	Audited	Audited	Audited
Revenue from operations	35,993.11	1,39,103.20	1,11,944.51	81,624.09

Particulars	For three month period ended on June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
	Unaudited	Audited	Audited	Audited
Other Income	1,024.42	2,874.20	1,931.43	1,534.04
<b>Total Income</b>	<b>37,017.53</b>	<b>1,41,977.40</b>	<b>1,13,875.94</b>	<b>83,158.13</b>
Total Expenses (excluding finance cost and depreciation and amortization expenses)	30,509.64	1,14,313.30	95,829.88	70,910.31
Finance Cost	706.31	2,622.37	2,396.01	2,477.21
Depreciation and amortization expense	1,876.10	6,492.73	4,939.46	4,538.15
<b>Profit/(Loss) before exceptional items and taxes</b>	<b>3,925.480</b>	<b>18,549.00</b>	<b>10,710.59</b>	<b>5,232.46</b>
Exceptional Items				
Share of (loss) of equity accounted investee (net of tax)	8.85	74.09	49.68	-3.60
<b>Profit/(Loss) before taxes</b>	<b>3,935.33</b>	<b>18,623.09</b>	<b>10,760.27</b>	<b>5,228.86</b>
Provision for Tax (including Deferred Tax)	1,138.920	4,877.91	3,062.26	1,509.02
<b>Profit/(Loss) after Tax</b>	<b>2,795.41</b>	<b>13,745.18</b>	<b>7,698.01</b>	<b>3,719.84</b>
Other Comprehensive Income	13.79	-141.13	-47.59	71.13
<b>Total Comprehensive Income</b>	<b>2,809.20</b>	<b>13,604.05</b>	<b>7,650.42</b>	<b>3,790.97</b>
Paid-up Equity share capital	1,262.42	1262.42	1,262.42	1,282.42
Other Equity	NA	72,133.10	44,366.32	23,967.69
Net worth	NA	73,395.52	45,628.74	25,250.11
Total Debt	NA	10,451.91	12,755.15	15,498.29

17.4. Key Financial Ratios consolidated basis are as under:

(Amount in ₹, except certain ratios)

Financial Ratios	For three month period ended on June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
	Unaudited	Audited	Audited	Audited
Earnings Per Share (Rs.) (Basic)*	13.78	81.90	42.18	25.30
Earnings Per Share (Rs.) (Diluted)*	13.78	81.90	42.18	25.30
Return on Net Worth (%)	NA	18.72%	16.87%	14.73%
Book Value Per Share (Rs.)	NA	585.43	363.95	198.24
Debt-Equity Ratio	NA	0.14	0.28	0.61

\* Basic & Diluted Earnings per equity share is not annualized for the three months period ended June 30, 2024

The Key Ratios have been computed as under:

Net worth	Equity Share Capital + Other Equity
Earning Per Shares	Net Profit / (Loss) after Tax Attributable to Equity Shareholders / Weighted Number of Equity Shares outstanding
Book Value	Net worth / Number of Equity Shares
Debt-Equity Ratio	Debt / Equity (Equity Share Capital + Other Equity)
Return on Net Worth (%)	Net Profit / (Loss) after Tax / Net worth

17.5. The Company shall comply with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, wherever and if applicable. The Company hereby declares that it has complied with and will comply with Sections 68, 69 and 70 and other applicable provisions of the Companies Act, as may be applicable to the Buyback.



## 18. STOCK MARKET DATA

18.1. The Equity Shares of the Company are listed on BSE and NSE. The Equity Shares are currently traded under the scrip code **532054** at BSE and KDDL at NSE.

18.2. The high, low and average market prices in preceding 3 (three) financial years and the monthly high, low and average market prices for the 6 (six) months preceding the date of the Public Announcement, and the corresponding volumes on BSE are given below:

Period	High# (₹)	Date of High Price	Number of Equity Shares traded on that date	Low# (₹)	Date of Low Price	Number of Equity Shares on that date	Average Price* (₹)	Total volume traded of Equity Shares in the period (number of Equity Shares)
<b>Preceding 3 (three) years</b>								
FY 2023-24	3110.00	22-Nov-2023	1,368	1020.70	3-Apr-2023	436	2030.89	8,56,622
FY 2022-23								
1-Apr-2022 to 9 Feb 2023	1155.50	19-Oct-22	11,859	603.60	17-Jun-2022	581	905.27	4,57,722
10-Feb-2023 to 31-Mar-2023	1225.00	13-Feb-2023	5,899	984.65	16-Mar-2023	1,009	1075.05	1,22,388
FY 2021-22	1189.60	03-Feb-2022	8,545	250	5-Apr-21	1,044	574.89	12,48,124
<b>Preceding 6 (six) months</b>								
July 2024	3,571.15	25-Jul-2024	2,680	3079.75	04-Jul-2024	1,109	3,318.73	52,108
June 2024	3436.00	28-Jun-2024	9,812	2250.35	3-Jun-24	2,166	2,703.22	45,997
May 2024	2890.30	15-May-2024	8,630	2342.60	12-May-2024	403	2,519.88	36,030
April 2024	2805.65	12-Apr-2024	768	2381.90	1-Apr-2024	2,441	2,560.14	33,945
March 2024	2699.75	1-Mar-2024	252	2089.60	14-Mar-2024	1,290	2,439.16	27,730
February 2024	2816.25	5-Feb-24	1,370	2477.60	13-Feb-2024	995	2,372.05	20,721

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

\*Arithmetical average of closing prices all trading days during the said period.

#High and low are based on high and low of daily high and daily low prices respectively

18.3. The high, low and average market prices in preceding 3 (three) financial years and the monthly high, low and average market prices for the 6 (six) months preceding the date of the Public Announcement, and the corresponding volumes on NSE are given below:

Period	High# (₹)	Date of High Price	Number of Equity Shares traded on that date	Low# (₹)	Date of Low Price	Number of Equity Shares on that date	Average Price* (₹)	Total volume traded of Equity Shares in the period
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								(number of Equity Shares)
<b>Preceding 3 (three) years</b>								
FY 2023-24	3119.90	22-Nov-2023	38,941	1020.55	03-Apr-2023	8,446	2030.51	79,24,375
FY 2022-23								
1-Apr-2022 to 9 Feb 2023	1155.90	19-Oct-2022	1,42,219	594.15	17-Jun-2022	10,092	905.18	53,75,112
10-Feb-2023 to 31-Mar-2023	1233.05	13-Feb-23	1,02,844	976.15	16-Mar-2023	20,786	1075.20	9,95,382
FY 2021-22	1191.00	3-Feb-22	85,254	249.95	5-Apr-2021	8,223	597.81	69,23,192
<b>Preceding 6 (six) months</b>								
July 2024	3,568.00	25-Jul-2024	39,420	3,080.00	04-Jul-2024	8,084	3,318.80	5,61,563
June 2024	3487.00	28-Jun-2024	1,54,781	2254.70	4-Jun-2024	37,777	2701.36	6,43,764
May 2024	2897.95	15-May-2024	1,65,400	2338.05	10-May-2024	8,808	2519.22	4,52,362
April 2024	2841.20	12-Apr-2024	20,642	2355.00	2-Apr-2024	12,403	2560.06	3,06,935
March 2024	2699.00	4-Mar-2024	6,015	2092.05	14-Mar-2024	44,349	2348.60	3,08,678
February 2024	2825.00	5-Feb-2024	7,460	2430.00	14-Feb-2024	20,141	2643.81	2,37,175

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

\*Arithmetical average of closing prices all trading days during the said period.

#High and low are based on high and low of daily high and daily low prices respectively

18.4. The notice of the Board Meeting convened to consider the proposal of the Buyback was given to the BSE and NSE on July 4, 2024. The Board, at its meeting held on July 9, 2024, approved the proposal for the Buyback at ₹ 3,700 (Indian Rupees Three Thousand Seven Hundred only) per Equity Share and the intimation was sent to BSE and NSE on the same day. The closing market price of the Equity Shares on BSE and NSE during this period, are summarized below:

Event	Date	BSE (₹)	NSE (₹)
Stock exchange intimation for the Board Meeting to consider the proposal of the Buyback	July 4, 2024	3106.85	3102.70
1 (One) Trading Day Post- Stock exchange intimation for the Board Meeting	July 5, 2024	3311.50	3311.20
1 (one) trading day prior to the Board Meeting	July 8, 2024	3300.80	3297.90
Date of the Board Meeting	July 9, 2024	3294.70	3295.60
1 (one) trading day post the Board Meeting	July 10, 2024	3299.10	3302.60
Date of publication of Public Announcement	August 14, 2024	3513.70	3513.70

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

## 18. DETAILS OF STATUTORY APPROVALS

18.1. The Board, at its meeting held on July, 9, 2024, approved the proposal for the Buyback.

18.2. The Buyback will be subject to such necessary approvals as may be required under the applicable laws including from SEBI and/ or the Stock Exchanges, and the Buyback from Non-Resident Shareholders, erstwhile overseas corporate bodies and other applicable categories will be subject to such approvals of the RBI, if any, under FEMA and/or such other applicable rules and regulations in force for the time being.

18.3. The Buyback from each Eligible Shareholder is subject to all statutory consents and approvals as may be required by such Eligible Shareholder under applicable laws and regulations. The Eligible Shareholder shall be solely responsible for obtaining all such statutory consents and approvals (including, without limitation the approval from the RBI, if any) as may be required by them in order to offer their Equity Shares to the Company pursuant to the Buyback. An Eligible Shareholder would be required to provide copies of all such consents and approvals obtained by them to the Registrar to the Buyback. The Buyback of Equity Shares from Non-Resident Shareholders will be subject to approvals, if any, of the appropriate authorities, including RBI under FEMA, as applicable. It is the obligation of such Non-Resident Shareholders, to obtain such approvals and submit such approvals along with the Tender Form, so as to enable them to tender Equity Shares in the Buyback and for the Company to purchase such Equity Shares, tendered. The Company will have the right to make payment 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.

18.4. 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.

18.5. As of date, there is no other statutory or regulatory approval required to implement the Buyback, other than that indicated above. If any statutory or regulatory approval becomes applicable subsequently, the Buyback Offer will be subject to such statutory or regulatory approval(s). In the event of any delay in receipt of any statutory / regulatory approvals, changes to the proposed timetable of the Buyback Offer, if any, shall be intimated to BSE and NSE.

## 19. DETAILS OF THE REGISTRAR TO THE BUYBACK

19.1. Eligible Shareholders who wish to tender their Equity Shares in the Buyback can send the Tender Form by registered post/ speed post or hand deliver the same, along with the TRS generated by the exchange bidding system along with all relevant documents by super-scribing the envelope as “*KDDL Limited Buyback Offer 2024*”, to the Registrar to the Buyback at its office set out below, so that the same are received on or before the Buyback Closing Date i.e., September 6, 2024 by 5 pm (IST).

**MAS Services Limited**  
T-34, 2nd Floor, Okhla Industrial Area,  
**Tel:** +91 011- 2638 7281/82/83 / 41320335  
**Fax No.:** + 91 011- 26387384  
**Email:** [investor@masserv.com](mailto:investor@masserv.com)  
**Investor Grievance Email:** [investor@masserv.com](mailto:investor@masserv.com)  
**Website:** www.masserv.com  
**Contact person:** N C Pal  
**SEBI registration no.:** INR000000049  
**Validity Period:** Permanent  
**CIN:** U74899DL1973PLC006950

19.2. In case of any query, the Shareholders may contact the Registrar to the Buyback, from Monday to Friday between 10:00 am to 5:00 pm on all working days except public holidays at the above-mentioned address.

19.3. For the Eligible Shareholders holding Equity Shares in demat form, the Tender Form and TRS are not required to be submitted to the Company, Manager or the Registrar. After the confirmation of lien marked in demat account of the Eligible Shareholders to the Clearing Corporation and a valid bid in the exchange bidding system, the bid for buyback shall be deemed to have been accepted for Eligible Shareholders holding the equity shares in demat form.

**ELIGIBLE SHAREHOLDERS ARE REQUESTED TO NOTE THAT THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUYBACK.**

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

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

20.1. The Company proposes to Buyback not exceeding 2,37,837 (Two Lakh Thirty Seven Thousand Eight Hundred Thirty Seven) Equity Shares from the Eligible Shareholders, on a proportionate basis, through the Tender Offer route, at a price of ₹ 3,700/- (Indian Rupees Three Thousand Seven Hundred only) per Equity Share, payable in cash for an aggregate amount not exceeding ₹ 88,00,00,000/- (Indian Rupees Eighty Eight crores only) which represents 22.35% and 12.06% of the aggregate of the total paid-up equity share capital and free reserves of the Company as per the last audited standalone and consolidated financial statements of the Company as at March 31, 2024, respectively, (being the last audited financial statements available as on the date of Board Meeting recommending the proposal of the Buyback) excluding Transaction Costs from all the equity shareholders/beneficial owners of the Equity Shares of the Company including promoters and members of the promoter group of the Company. The Buyback is proposed to be undertaken from equity shareholders/beneficial owners of the Company on a proportionate basis through the Tender Offer route using Stock Exchange Mechanism. The shareholders of the Company approved the Buyback, by way of special resolution, through postal ballot, the results of which were announced on Tuesday, August 13, 2024.

20.2. The Buyback is in accordance with Article 12C of the Articles of Association of the Company and Sections 68, 69, 70 and any other applicable provisions, if any, of the Companies Act, and rules framed thereunder, including the Share Capital Rules and the Management Rules, to the extent applicable, SEBI Buyback Regulations read with SEBI Circulars and the Listing Regulations.

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

**20.4. Record Date and Ratio of Buyback as per the Buyback Entitlement of each category:**

20.4.1. As required under the SEBI Buyback Regulations, the Company has fixed Tuesday, August 27, 2024 as the Record Date for the purpose of determining the Entitlement and the names of the Eligible Shareholders, who are eligible to participate in the Buyback.

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

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

20.4.3. As defined in Regulation 2(i)(n) of the SEBI Buyback Regulations, a “small shareholder” is a shareholder of the Company who holds Equity Shares whose market value, on the basis of the closing price of the Equity Shares on BSE or NSE whichever registers the highest trading volume in respect of the Equity Shares on the Record Date. As on the Record Date, the closing price on NSE having the highest trading volume was ₹ 3,253.85 per Equity Share. Accordingly, all Eligible Shareholders holding not more than 61 Equity Shares as on the Record Date are classified as ‘Small Shareholders’ for the purpose of the Buyback.

20.4.4. Based on the above definition, there are 1,01,132 Small Shareholders with aggregate shareholding of 4,14,064 Equity Shares, as on the Record Date, which constitutes 3.30% of the outstanding number of Equity Shares of the Company and 174.10% of the maximum number of Equity Shares which are proposed to be bought back as part of this Buyback. 1,21,23,053 Equity Shares were held by the other Eligible Shareholders in the General Category as on the Record Date.

20.4.5. In accordance with Regulation 6 of the SEBI Buyback Regulations, the reservation for the Small Shareholders, will be higher of:

- a. 15% of the number of Equity Shares which the Company proposes to Buyback i.e., 15% of 2,37,837 Equity Shares which works out to 35,676 Equity Shares; or
- b. The number of Equity Shares entitled as per their shareholding as on Record Date i.e., Tuesday, August 27, 2024 which works out to 7,855 Equity Shares.

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

20.4.6. Based on the above analysis and in accordance with Regulation 6 of the SEBI Buyback Regulations, 35,676 Equity Shares have been reserved for the Small Shareholders (“**Reserved Category**”) and accordingly, the General Category for all other Eligible Shareholders shall consist of 2,02,161 Equity Shares (“**General Category**”).

## 20.5. Category wise Entitlement Ratio of Buyback

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

Category	Indicative Entitlement Ratio of Buyback*
Reserved Category	5 Equity Shares out of every 58 Equity Shares held on Record Date
General Category	9 Equity Shares out of every 540 Equity Shares held on Record Date

*\*The above Ratio of Buyback is approximate and providing indicative Buyback Entitlement. Any computation of entitled Equity Shares using the above Ratio of Buyback may provide a slightly different number due to rounding-off. The actual Buyback Entitlement for Reserved Category for Small Shareholders is 8.61605935314348% and General Category for all other Eligible Shareholders is 1.66757499121715%*

## 20.6. Fractional Entitlements

If the Entitlement under Buyback, after applying the above mentioned ratios to the Equity Shares held on Record Date, is not a round number (i.e., not in the multiple of 1 (one) 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.

On account of ignoring the fractional Entitlement, those Small Shareholders who hold 11 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 Additional Equity Shares.

#### **20.7. Basis of Acceptance of Equity Shares validly tendered in the Reserved Category**

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

- 20.7.1. Acceptance of 100% Equity Shares from Small Shareholders in the Reserved Category who have validly tendered their Equity Shares, to the extent of their Buyback Entitlement, or the number of Equity Shares tendered by them, whichever is less.
- 20.7.2. Post the Acceptance as described in paragraph 20.7.1 above, in case, there are any Equity Shares left to be bought back from the Small Shareholders in the Reserved Category, the Small Shareholders who were entitled to tender zero Equity Shares (on account of fractional Entitlement), and have tendered Additional Equity Shares as part of the Buyback, shall be given preference and one Equity Share each from the Additional Equity Shares tendered by these Small Shareholders shall be bought back in the Reserved Category.
- 20.7.3. Post the Acceptance as described in paragraphs 20.7.1 and 20.7.2 above, in case, there are any validly tendered unaccepted Equity Shares in the Reserved Category (“**Reserved Category Additional Shares**”) and Equity Shares left to be bought back in Reserved Category, the Reserved Category Additional Shares shall be accepted in a proportionate manner and the Acceptances shall be made in accordance with the SEBI Buyback Regulations, i.e., valid Acceptances per Eligible Shareholder shall be equal to the Reserved Category Additional Shares validly tendered by the Eligible Shareholder divided by the total Reserved Category Additional Shares and multiplied by the total number of Equity Shares remaining to be bought back in Reserved Category. For the purpose of this calculation, the Reserved Category Additional Shares taken into account for such Small Shareholders, from whom one Equity Share has been Accepted in accordance with paragraph 20.7.2 above, shall be reduced by one.
- 20.7.4. Adjustment for fractional results in case of proportionate Acceptance, as described in paragraph 20.7.2 above, will be made as follows:
  - a. 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 (one) and the fractional Acceptance is greater than or equal to 0.50 (point five zero), then the fraction would be rounded off to the next higher integer.
  - b. 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 (one) and the fractional Acceptance is less than 0.50 (point five zero), then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Buyback Committee or any person(s) authorized by the Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in paragraph 20 of this Letter of Offer.

#### **20.8. Basis of Acceptance of Equity Shares validly tendered in the General Category**

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

- 20.8.1. Acceptance of 100% Equity Shares from Eligible Shareholders in the General Category who have validly tendered their Equity Shares, to the extent of their Buyback Entitlement, or the number of Shares tendered by them, whichever is less.

- 20.8.2. Post the Acceptance as described in paragraph 20.8.1 above, in case, there are any validly tendered unaccepted Equity Shares in the General Category (“**General Category Additional Shares**”) and Equity Shares left to be bought back in General Category, the General Category Additional Shares shall be accepted in a proportionate manner and the Acceptances shall be made in accordance with the SEBI Buyback Regulations, i.e., valid Acceptances per Eligible Shareholder shall be equal to the General Category Additional Shares validly tendered by the Eligible Shareholder divided by the total General Category Additional Shares and multiplied by the total number of Shares remaining to be bought back in General Category.
- 20.8.3. Adjustment for fractional results in case of proportionate Acceptance, as described in paragraph 20.8.2 above, will be made as follows:
- a. For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50 (point five zero), then the fraction would be rounded off to the next higher integer.
  - b. For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is less than 0.50 (point five zero), then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Buyback Committee or any person(s) authorized by the Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in paragraph 20 of this Letter of Offer.

#### **20.9. Basis of Acceptance of Equity Shares between the two categories**

- 20.9.1. After Acceptances of Equity Shares, as mentioned in paragraphs 20.7 and 20.8 above, in case, there are any Equity Shares left to be bought back in one category (“**Partially Filled Category**”) and there are additional unaccepted validly tendered Equity Shares (“**Further Additional Shares**”) in the second category (“**Over Tendered Category**”), then the Further Additional Shares in the Over Tendered Category shall be Accepted in a proportionate manner i.e., valid Acceptances per Eligible Shareholder shall be equal to Further Additional Shares validly tendered by the Eligible Shareholder in the Over Tendered Category divided by the total Further Additional Shares in the Over Tendered Category and multiplied by the total Shares left to be bought back in the Partially Filled Category.
- 20.9.2. If the Partially Filled Category is the General Category and the Over Tendered Category is the Reserved Category, then any Small Shareholder who has received a Tender Form with zero Buyback Entitlement and who has tendered Additional Equity Shares shall be eligible for priority Acceptance of one Equity Share before Acceptance in paragraph 20.9.1 out of the Equity Shares left to be bought back in the Partially Filled Category provided no Acceptance could take place from such Shareholder in accordance with paragraph 20.9 of this Letter of Offer.
- 20.9.3. Adjustment for fraction results in case of proportionate Acceptance, as defined in paragraph 20.9.1 and 20.9.2 above:
- i. For any Eligible Shareholder, if the number of Further Additional Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50 (point five zero), then the fraction would be rounded off to the next higher integer.
  - ii. For any Eligible Shareholder, if the number of Further Additional Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is less than 0.50 (point five zero), then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Buyback Committee or any person(s) authorized by the Buyback Committee will have the authority to decide such final allocation with

respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in paragraph 20 of this Letter of Offer.

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

- 20.10.1. Equity Shares Accepted under the Buyback from each Eligible Shareholder, shall be lower of the following:
- i. the number of Equity Shares tendered by the respective Eligible Shareholder; and
  - ii. the number of Equity Shares held by the respective Eligible Shareholder, as on the Record Date.
- 20.10.2. 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.
- 20.10.3. In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Buyback Committee or any person(s) authorized by the Board will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in paragraph 20 of this Letter of Offer.

**20.11. Clubbing of Entitlement**

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

**21. PROCEDURE FOR TENDERING SHARES AND SETTLEMENT**

- 21.1. The Buyback is open to all Eligible Shareholders holding Equity Shares either in physical and/or in dematerialized form as on Record Date.
- 21.2. The Company proposes to effect the Buyback through the Tender Offer route through Stock Exchange Mechanism, on a proportionate basis. This Letter of Offer and Tender Form, outlining the terms of the Buyback as well as the detailed disclosures as specified in the SEBI Buyback Regulations, will be e-mailed/dispatched to Eligible Shareholders.
- 21.3. The Eligible Shareholders who have registered their email IDs with the Depositories/ the Company, shall be dispatched this Letter of Offer through electronic means. The Eligible Shareholders who have not registered their email IDs with the Depositories/ the Company, shall be dispatched the Letter of Offer through physical



mode by registered post/ speed post/ courier. In case of non-receipt of Letter of Offer and the Tender Form, please follow the procedure as mentioned in paragraph 21.23 of this Letter of Offer.

- 21.4. The Company will not accept any Equity Shares tendered for Buyback which are under any restraint order of the court/ any other competent authority for transfer/ sale and/ or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise. The Company shall comply with Regulation 24(v) of the SEBI Buyback Regulations which states that the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till such Equity Shares become transferable. The Company shall also not accept the Equity Shares offered for Buyback where the title to such Equity Shares is under dispute or otherwise not clear.
- 21.5. 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 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.
- 21.6. The participation of Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders holding Equity Shares of the Company may choose to participate, in full or in part, and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post-Buyback, without additional investment. Eligible Shareholders holding Equity Shares of the Company may also accept a part of their Entitlement. Eligible Shareholders holding Equity Shares of the Company also have the option of tendering Additional Equity Shares (over and above their Entitlement) and participate in the shortfall created due to non-participation of some other 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 the procedure outlined herein. In case any Eligible Shareholder or any person claiming to be an Eligible Shareholder cannot participate in the Buyback Offer for any reason, the Company, the Manager and Registrar to the Buyback and their officers shall not be liable in any manner for such non-participation.
- 21.7. The maximum number of Equity Shares that can be tendered under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account.
- 21.8. 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.
- 21.9. As elaborated under 20.5 and 20.6 above, the Equity Shares proposed to be bought as a part of the Buyback are divided into two categories: (a) Reserved Category for Small Shareholders and (b) the General Category for all other Eligible Shareholders. The Buyback Entitlement of Eligible Shareholders in each category shall be calculated accordingly.
- 21.10. Post Acceptance of 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.
- 21.11. The Buyback shall be implemented using the “*Mechanism for acquisition of shares through Stock Exchange*” as specified by the SEBI Circulars and following the procedure prescribed in the Companies Act, the Share Capital Rules and the SEBI Buyback Regulations and as may be determined by the Board (including the Buyback Committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.

- 21.12. For implementation of the Buyback, the Company has appointed Antique Stock Broking Limited as the registered broker to the Company (“**Company’s Broker**”) to facilitate the process of tendering of Equity Shares through the Stock Exchange Mechanism for the Buyback and 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:

**Antique Stock Broking Limited**  
ITI House , 36, Dr. R K Shirodkar Road,  
Parel, Mumbai 400 012  
**Tel:** +91 22 6911 3300  
**Email:** jignesh@antiquelimited.com  
**Contact person:** Jignesh Sangani  
**SEBI registration no.:** INM000011385  
**Validity Period:** Permanent  
**CIN:** U67120MH1994PLC079444

- 21.13. The Company will request BSE and NSE to provide the separate acquisition window (“**Acquisition Window**”) to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback. BSE will be the designated stock exchange for the purpose of this Buyback. The details of the Acquisition Window will be as specified by BSE and NSE from time to time.
- 21.14. 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 broker(s) (“**Seller Member(s)**”) during normal trading hours of the secondary market. The Seller Member can enter orders for Equity Shares held in dematerialized form and physical form. In the tendering process, the Company’s Broker may also process the orders received from the Eligible Shareholders.
- 21.15. The cumulative quantity tendered shall be made available on the website of the BSE ([www.bseindia.com](http://www.bseindia.com)) and NSE ([www.nseindia.com](http://www.nseindia.com)) throughout the trading sessions and will be updated at specific intervals during the tendering period.
- 21.16. The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt / provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the RBI under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any and that such approvals shall be required to be taken by such non-resident shareholders.
- 21.17. The reporting requirements for non-resident shareholders under RBI, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Seller Member.
- 21.18. 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.
- 21.19. 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. Eligible Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):
- 21.19.1. Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the Tender Form;
- 21.19.2. Duly attested death certificate and succession certificate/legal heirship certificate, in case any Eligible Shareholder has expired; and

21.19.3. In case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions).

**21.20. Procedure to be followed by Eligible Shareholders holding Equity Shares in dematerialized form:**

21.20.1. Eligible Shareholders who desire to tender their Equity Shares held by them in dematerialized form under the Buyback would have to do so through their respective Seller Member by indicating to the concerned Seller Member, the details of Equity Shares they intend to tender under the Buyback.

21.20.2. The Seller Member(s) would be required to place an order/ bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of the Stock Exchanges. For further details, Eligible Shareholders may refer to the circulars issued by Stock Exchanges Indian Clearing Corporation Limited and the National Clearing Limited (collectively referred to as the “Clearing Corporations”).

21.20.3. The details of the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by the Stock Exchanges and/or the Clearing Corporation.

21.20.4. The lien shall be marked by the Seller Member in the demat account of the Eligible Shareholder for the shares tendered in tender offer. Details of shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the Depositories to Clearing Corporation. In case, the Shareholders demat account is held with one Depository and clearing member pool and Clearing Corporation Account is held with other Depository, shares shall be blocked in the shareholders demat account at source Depository during the tendering period. Inter Depository tender offer (“IDT”) instructions shall be initiated by the shareholders at source Depository to clearing member/ Clearing Corporation account at target Depository. Source Depository shall block the shareholder’s securities (i.e., transfers from free balance to blocked balance) and send IDT message to target Depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target Depository to the Clearing Corporation.

21.20.5. For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification by the concerned Selling Member shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

21.20.6. Upon placing the bid, the Seller Member(s) shall provide a Transaction Registration Slip (“TRS”) generated by the exchange bidding system to the Eligible Shareholder on whose behalf the bid has been placed. The TRS will contain the details of the order submitted like bid ID number, application number, DP ID, client ID, number of Equity Shares tendered etc.

21.20.7. It is clarified that in case of dematerialized Equity Shares, submission of the Tender Form and TRS is not mandatory. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat form.

21.20.8. The Eligible Shareholders will have to ensure that they keep the Depository participant (“DP”) account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback 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 Buyback of shares by the Company.

**21.21. Procedure to be followed by Eligible Shareholders holding Equity Shares in physical form:**

21.21.1. In accordance with SEBI’s circular dated July 31, 2020 (circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144), shareholders holding Equity Shares in physical form are

allowed to tender such shares in a buyback undertaken through the Tender Offer route. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations.

- 21.21.2. Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Seller Member along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (a) Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (b) original share certificate(s), (c) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e., by all registered Shareholders in the same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (d) self-attested copy of PAN card(s) of all Eligible Shareholders, (e) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar card, voter identity card or passport.
- 21.21.3. Based on documents mentioned in paragraph 21.21.2 above, the concerned Seller Member 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 and NSE. Upon placing the bid, the Seller Member shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio number, certificate number, distinctive number, number of Equity Shares tendered etc.
- 21.21.4. Any Seller Member/ Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback i.e., Mas Services Limited (at the address mentioned on cover page) on or before the Buyback Closing Date i.e., September 6, 2024 by 5 pm (IST). The envelope should be super scribed as “*KDDL Limited Buyback Offer 2024*”. One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Seller Member.
- 21.21.5. The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, the Stock Exchanges shall display such bids as ‘unconfirmed physical bids’. Once Registrar to the Buyback confirms the bids, they will be treated as ‘confirmed bids’ and displayed on the BSE website.
- 21.21.6. In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, 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.
- 21.21.7. An unregistered shareholder holding Equity Shares in physical form may also tender their Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of their PAN card and of the person from whom they have purchased shares and other relevant documents as required for transfer, if any.
- 21.21.8. In relation to the physical Equity Shares: a) If physical Equity Shares tendered by Eligible Shareholders are not accepted, the share certificate would be returned to such Eligible Shareholders by registered post or by ordinary post or courier at the Eligible Shareholders’ at sole risk. The Company also encourages Eligible Shareholders holding physical shares to dematerialize their physical shares. b) If however, only a portion of the physical shares held by an Eligible Shareholder

is accepted in the Buyback then the Company shall instead of issuing a split share certificate towards the unaccepted shares, issue a Letter of Confirmation (“LOC”) in accordance with SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022. The LOC shall be dispatched to the address registered with the RTA. The RTA shall retain the original share certificate and deface the certificate with a stamp “Letter of Confirmation Issued” on the face / reverse of the certificate to the extent of the excess physical shares. The LOC shall be valid for a period of 120 days from the date of its issuance, within which the Equity Shareholder shall be required to make a request to their depository participant for dematerializing the physical Equity Shares. In case the Equity Shareholder fails to submit the demat request within the aforementioned period, the RTA shall credit the physical Equity Shares to a separate demat account of the Company opened for the said purpose. The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders’ sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Buyback are completed.

**21.22. For Equity Shares held by Eligible Shareholders, being Non-Resident Shareholders of Equity Shares (Read with paragraph 18 “Details of Statutory Approvals”):**

- 21.22.1. Eligible Shareholders, being Non-Resident Shareholders of Equity Shares (excluding FIIs) shall also enclose a copy of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them.
- 21.22.2. Eligible Shareholders who are FIIs/FPIs should also enclose a copy of their SEBI registration certificate.
- 21.22.3. In case the Equity Shares are held on repatriation basis, the Non-Resident Shareholder shall obtain and enclose a letter from its authorised dealer / bank confirming that at the time of acquiring such 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 Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buyback.
- 21.22.4. 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.

**THE NON RECEIPT OF THE LETTER OF OFFER BY, OR ACCIDENTAL OMISSION TO DISPATCH THE LETTER OF OFFER TO ANY PERSON WHO IS ELIGIBLE TO RECEIVE THE SAME TO PARTICIPATE IN THE BUYBACK, SHALL NOT INVALIDATE THE BUYBACK OFFER IN ANY WAY. PLEASE NOTE THAT THE COMPANY SHALL ACCEPT EQUITY SHARES VALIDLY TENDERED FOR THE BUYBACK OFFER ON THE BASIS OF THEIR HOLDING AND ENTITLEMENT AS APPEARING IN THE RECORDS OF THE COMPANY AS ON THE RECORD DATE.**

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

**In case the Eligible Shareholders hold Equity Shares in dematerialized form:** If any Eligible Shareholder who is holding Equity Shares in dematerialized form and has been sent the Letter of Offer through electronic means wishes to obtain a physical copy of the Letter of Offer, they may send a request in writing to the Company or Registrar at the address or email ID mentioned at the cover page of the Letter of Offer stating name, address, number of Equity Shares held on Record Date, client ID number, DP name/ ID, beneficiary account number. Upon receipt of such request, a physical copy of the Letter of Offer shall be provided to such Eligible Shareholder. An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the website of the Company ([www.kddl.com](http://www.kddl.com)) or the website of the Registrar ([www.masserv.com](http://www.masserv.com)) or 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.

**In case the Eligible Shareholders hold in physical form:** 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. An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the website of the Company ([www.kddl.com](http://www.kddl.com)) or the website of the Registrar ([www.masserv.com](http://www.masserv.com)) and must ensure that the Tender Form, along with the TRS and requisite documents, reach the Registrar to the Buyback on or before the Buyback Closing Date i.e., September 6, 2024 by 5 pm (IST). 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 Seller Member (along with the complete set of documents for verification procedures in case of Equity Shares held in physical form) and have to ensure that their bid is entered by their respective Seller Member in the electronic platform to be made available by the Designated Stock Exchange before the Buyback Closing Date.**

**The Company shall accept Equity Shares validly tendered by the Eligible 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 Entitlement from the Registrar to the Buyback Offer, before participating in the Buyback.**

The participation of the Eligible Shareholders in the Buyback is entirely at the discretion of the Eligible Shareholders. The Company does not accept any responsibility for the decision of any Eligible Shareholder to either participate or to not participate in the Buyback. The Company will not be responsible in any manner for any loss of share certificate(s) and other documents during transit and the Eligible Shareholders are advised to adequately safeguard their interest in this regard.

#### 21.24. Acceptance of Orders

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

#### 21.25. Method of Settlement

Upon finalization of the basis of Acceptance as per SEBI Buyback Regulations:

- 21.25.1. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- 21.25.2. 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 accounts as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to respective Eligible Shareholders. If the Eligible Shareholders' bank account details are not available or if the funds transfer instruction is rejected by RBI/bank, due to any reason, then such funds will be transferred to the concerned Seller Member's settlement bank account for onward transfer to such Eligible Shareholders.
- 21.25.3. For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account.
- 21.25.4. In case of certain client types viz. Non-Resident Shareholders (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Seller Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account. For this purpose,

the client type details would be collected from the Depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by Stock Exchanges and the Clearing Corporation from time to time.

- 21.25.5. Details in respect of Eligible Shareholder's Entitlement for Tender Offer process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporation will cancel the excess or unaccepted blocked Equity Shares in the demat account of the Eligible Shareholder. On settlement date, all blocked Equity Shares mentioned in the accepted bid will be transferred to the Clearing Corporation.
- 21.25.6. In the case of inter Depository, Clearing Corporation will cancel the excess or unaccepted shares in target Depository. Source Depository will not be able to release the lien without a release of IDT message from target Depository. Further, release of IDT message shall be sent by target Depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target Depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source Depository shall debit the securities as per the communication/message received from target Depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target Depository on settlement date.
- 21.25.7. Any excess physical Equity Shares pursuant to proportionate acceptance/rejection will be returned to the Shareholders directly by 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 the Equity Shareholders holding Equity Shares in the physical form.
- 21.25.8. The Equity Shares bought back in dematerialized form would be transferred directly to the demat escrow account of the Company opened for the Buyback ("**Company Demat Escrow Account**") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of BSE.
- 21.25.9. Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member(s) for details of any cost, applicable taxes, charges and expenses (including brokerage) etc., that may be levied by the Seller Member(s) upon the selling 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 Manager to the Buyback and Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.
- 21.25.10. The Seller Member(s) would issue contract note and pay the consideration for the Equity Shares accepted under the Buyback and return the balance unaccepted Equity Shares to their respective clients/ will unblock the excess unaccepted Equity Shares. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- 21.25.11. The Equity Shares accepted, bought and lying to the credit of the Company Demat Escrow Account will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

## 21.26. **Rejection Criteria**

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

- 21.26.1. For Eligible Shareholders holding Equity Shares in the dematerialized form:

- i. If the Shareholder is not an Eligible Shareholder of the Company as on the Record Date; or
- ii. If there is a name mismatch in the dematerialized account of the Shareholder and PAN.

21.26.2. For Eligible Shareholders holding Equity Shares in the physical form:

- i. If the documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the Buyback Closing Date i.e., September 6, 2024 by 5 pm (IST);
- ii. If there is any other company's share certificate enclosed with the Tender Form instead of the share certificate of the Company;
- iii. If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders;
- iv. If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical share certificate;
- v. In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar;
- vi. 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.
- vii. If the PAN cards (self-attested) of the Shareholder and all the joint holders, are not submitted with the form.

## 22. NOTE ON TAXATION

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

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

**THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF THIS TAX SUMMARY AND THERE CAN BE NO LIABILITY ON THE COMPANY IF ANY ACTION IS TAKEN BY THE SHAREHOLDER SOLELY BASED ON THIS TAX SUMMARY. THEREFORE, SHAREHOLDERS CANNOT RELY ON THIS ADVICE AND THE SUMMARY TAX IMPLICATIONS RELATING TO THE TREATMENT OF INCOME TAX IN THE CASE OF BUYBACK OF EQUITY SHARES LISTED ON THE STOCK EXCHANGE SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.**

### 1. GENERAL

- a. The Indian tax year runs from April 1 to March 31 of subsequent year. The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year. A person who is a tax resident of India is liable to taxation in India on his worldwide income, subject to certain prescribed tax exemptions provided under the Income Tax Act, 1961 ("ITA").



- 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 Indian sourced income or income received by such person in India. *Vide* Finance Act, 2020, certain non-resident individuals are deemed to be resident in India upon triggering of certain conditions. Deemed residents would be liable to pay tax in India only on their Indian sourced income or income from business or profession controlled in India.
- c. In case of shares of a company, the source of income from shares would depend on the “situs” of the shares. As per ITA and Judicial precedents, generally the “situs” of the shares is where company is “incorporated” and where its shares can be transferred. Accordingly, since the Company is incorporated in India, the shares of the Company would be “situated” in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the ITA subject to any specific exemption in this regard. Further, the non-resident can avail the beneficial tax treatment prescribed under the Double Taxation Avoidance Agreement (“DTAA”), as modified by the Multilateral Instrument (“MLI”), if the same is applicable to the relevant DTAA between India and the respective country of which the said shareholder is tax resident. The above benefit may be available subject to satisfying relevant conditions prescribed under ITA including but not limited to availability of Tax Residency Certificate, online Form 10F, submission of No Permanent Establishment or No Business Connection declaration, non-applicability of General Anti-Avoidance Rule (“GAAR”) and providing and maintaining necessary information and documents as prescribed under ITA as well as satisfying the relevant conditions under the respective DTAA including anti-abuse measures under the MLI, if applicable.

**d. Classification of Shareholders**

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

**(i) Resident Shareholders being:**

- Individuals, Hindu Undivided Family (“HUF”), Association of Persons (“AOP”) and Body of Individuals (“BOI”), Firm, Limited Liability Partnership (“LLP”)
- Others (corporate bodies):
  - Company
  - Other than Company

**(ii) Deemed Resident Shareholder:** an individual being a citizen of India who is not liable to tax in any other country or territory by reason of domicile, residence or any other criteria of similar nature and has total income other than foreign sourced income exceeding INR 15 lakhs during the tax year.

**(iii) Non-Resident Shareholders being:**

- NRIs
- FIIs/FPIs
- Others:
  - Foreign Company
  - Foreign non-corporate shareholders

**2. BUY-BACK OF SHARES**

Section 115QA of the ITA introduced w.e.f. June 1, 2013 contains provisions for taxation of a domestic company in respect of buy-back of shares (within the meaning of Section 68 of the Companies Act 2013). In effect, the incidence of tax stands shifted completely to the Company and not the recipient of the buyback proceeds.

Before the enactment of Finance Act (No. 2), 2019, this section was not applicable to shares listed on a recognized stock exchange. The Finance Act (No. 2), 2019 has amended section 115QA of the ITA with effect from July 5, 2019 extending its provisions to cover distributed income on buy-back of equity shares of a company listed on a recognized stock exchange as well.

Section 10(34A) of the ITA provided for tax exemption to a shareholder in respect of income arising from buy-back of shares w.e.f. April 1, 2014 (i.e. Assessment year 2014-15). The Finance Act (No. 2), 2019 has also made consequential changes to section 10(34A) of the ITA extending the benefit of tax exemption on income from buy-back to shareholders in respect of shares listed on recognized stock exchange as well.

Thus, the Tax Implications in respect of Buyback of shares listed on Recognised Stock Exchange are as under:

- A. As per Section 115QA of ITA, listed companies making public announcements of buyback of shares on or after July 5, 2019 are required to pay an additional Income tax @ 20%, plus Surcharge @ 12%, plus Health & Education Cess @ 4% on the 'Distributed Income' i.e. effective rate of 23.296%.

The term 'Distributed Income' is defined in explanation to Section 115QA(1) to include consideration paid by the company on buyback of shares as reduced by the amount which was received by the company on issue of such shares, determined in the manner specified in Rule 40BB of Income Tax Rules, 1962. To simply put, Distributed Income = Buyback Price minus Issue Price.

Rule 40BB provides for computation mechanism for determining the amount received by the company in respect of issue of shares (i.e. Issue Price) under different scenarios like subscription, amalgamation, demerger, bonus issue, conversion of form of security, etc.

As represented by the Company that the shares are held in demat as well as physical form. In case of shares held in demat form, the shares bought back cannot be distinctly identified, it would be imperative to refer to sub-rule (12) of Rule 40BB, which is reproduced hereunder:

*"(12) Where the share being bought back is held in dematerialised form and the same cannot be distinctly identified, the amount received by the company in respect of such share shall be the amount received for the issue of share determined in accordance with this rule on the basis of the first-in-first-out method."*

As per the above quoted extract of Rule 40BB(12), if the shares bought back are held in De-mat form and unidentifiable, the historical share issue event is to be determined applying the first-in-first-out method ("FIFO"). Having identified the event, the Issue Price is to be determined in accordance with the applicable sub-rule under Rule 40BB. For instance, on the basis of FIFO, if the shares bought back are deemed to relate to a historical bonus issue, then as per Rule 40BB(10), the Issue Price for such shares would be 'Nil'.

*Whereas, in case of shares which are held in physical form, it would be imperative to refer to sub-rule (13) of Rule 40BB, which is reproduced hereunder:*

*"(13) In any other case, the face value of the share shall be deemed to be the amount received by the company for issue of the share."*

- B. The tax on the distributed income by the company shall be treated as the final payment of tax in respect of the said income and no further credit thereof shall be claimed by the company or by any other person in respect of the amount of tax paid.
- C. No deduction under any other provision of this act shall be allowed to the company or a shareholder in respect of the income which has been charged to tax.
- D. Section 10(34A) of the ITA provided for exemption to a shareholder in respect of income arising from buyback of shares w.e.f. April 1, 2014 (i.e., Assessment year 2014-15). The Finance Act (No. 2), 2019 has also made consequential changes to section 10(34A) of the ITA extending the benefit of exemption of income from buy-back to shareholders in respect of shares listed on recognized stock exchange as well.
- E. Since Section 115QA overrides the entire IT Act, the provisions of Section 46A i.e. capital gain on purchase by company of its own shares or securities, shall not apply in respect of buy back of shares.

Thus, the tax implications to the following categories of shareholders are as under:

**A. Resident Shareholders or Deemed Resident Shareholders**

Income arising to the shareholder on account of buy-back of shares as referred to in section 115QA of the ITA is exempt from tax under the provisions of the amended section 10(34A) of the ITA with effect from July 5, 2019.

**B. Non-Resident Shareholders**

While the income arising to the shareholder on account of buy back of shares as referred to in Section 115QA of the ITA is exempt from tax under the provisions of the amended Section 10(34A) with effect from July 5, 2019 in the hands of a non-resident as well, the same may be subject to tax in the country of residence of the shareholder as per the provisions of the tax laws of that country. The credit of tax may or may not be allowed to such Non-resident shareholder to be claimed in the country of residence in respect of the buy-back tax paid by the company in view of Section 115QA (4) and (5) of the ITA. Non-resident shareholders need to consult their local tax advisors with regard to availability of such a tax credit.

**3. TAX DEDUCTION AT SOURCE**

In absence of any specific provision under the current Income Tax Act, the Company is not required to deduct tax at source on the consideration payable to resident shareholders pursuant to the Buyback.

**4. SECURITIES TRANSACTION TAX ON ACCOUNT OF BUYBACK OF SHARES**

Since the Buyback of shares shall take place through the settlement mechanism of the Stock Exchange, Securities Transaction Tax at 0.1% of the value of the transaction will be applicable.

**5. NON-APPLICABILITY OF RECENT AMENDMENTS IN THE FINANCE (NO.2) BILL, 2024**

It may be noted that the Finance (no. 2) Bill, 2024 which has been placed in parliament on July 23, 2024 has proposed the following amendments with respect to buy back of shares and the extract of the amendments is given below:

- Clause (22) of the Section 2 provides the definition of dividend which, inter alia, does not include any payment made by a company on purchase of its own shares from a shareholder in accordance with the provisions of section 77A of the Companies Act, 1956.
  - It is proposed to amend the said clause so as to insert sub-clause (f) therein and omit item (iv) to provide that dividend, inter alia, include any payment by a company on purchase of its own shares from a shareholder in accordance with the provisions of section 68 of the Companies Act, 2013.
- In section 46A of the Income-tax Act, the following proviso shall be inserted before the Explanation, with effect from the 1st day of October, 2024, namely:— “Provided that where the shareholder receives any consideration of the nature referred to in sub clause (f) of clause (22) of section 2 from any company, in respect of any buy-back of shares, that takes place on or after the 1st day of October, 2024, then for the purposes of this section, the value of consideration received by the shareholder shall be deemed to be nil.”
- Clause (34) of the Section 10 of the Income Tax Act, provides exemption to any income arising to an assessee, being a shareholder, on account of buy back of shares by the company as referred to in section 115QA.
  - It is also proposed to insert a new proviso to clause (34) of the said section so as to provide that this clause shall not apply with respect to any buy back of shares by a company on or after the 1st day of October, 2024.

These amendments will take effect from October 1, 2024 and do not have any income tax implication on the proposed Buyback transaction being undertaken by the Company

## **6. CAVEAT**

The summary of the tax considerations as above is based on the current provisions of the ITA as applicable in India, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

In view of the specific nature of tax consequences, shareholders who are non-residents of India are required to consult their tax advisors for the applicable tax and the appropriate course of action that they should take considering the provisions of the relevant Country or State tax law and provisions of DTAA where applicable.

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

## 23. DECLARATION FROM THE BOARD OF DIRECTORS

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

The Board has confirmed in the Board Meeting that they have made a full enquiry into the affairs and prospects of the Company and that they have formed the opinion in terms of Clause (X) of Schedule I of the SEBI Buyback Regulations:

- i. that immediately following the date of the Board Meeting being July 9, 2024 (“**Board Resolution**”) approving the buy-back and the date on which the shareholders’ resolution passed by way of postal ballot will be declared (“**Shareholder Resolution**”) approving the proposed Buyback offer will be announced, there will be no grounds on which the Company can be found unable to pay its debts;
- ii. that as regards the Company’s prospects for the year immediately following the date of the Board Resolution as well as Shareholder Resolution, and having regard to the Board’s intention with respect to the management of the Company’s business during that year and to the amount and character of the financial resources which will in the Board’s view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and the Company will not be rendered insolvent within a period of one year period from the date of the Shareholder Resolution; and
- iii. in forming their opinion for the above purposes, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016, each as amended.

This declaration is made and issued under the authority of the Board of Directors in terms of the resolution passed at the meeting held on July 9, 2024.

### For and on behalf of the Board of Directors of KDDL Limited

<b>Sd/- Yashovardhan Saboo</b>	<b>Sd/- Sanjeev Kumar Masown</b>	<b>Sd/- Brahm Prakash Kumar</b>
Chairman and Managing Director DIN: 00012158	Whole time-Director & CFO DIN: 03542390	Company Secretary and Compliance Officer ICSI Membership Number: - <b>F 7519</b>

## 24. STATUTORY AUDITOR’S REPORT

The text of the report dated July, 9, 2024 received from **S.R. Batliboi & CO. LLP**, the Statutory Auditors of the Company, addressed to the Board of the Company is reproduced below:

### *Quote*

**Independent Auditor’s Report on the proposed buy back of equity shares pursuant to the requirements of Section 68 and Section 70 of the Companies Act, 2013 and Clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 as amended**

The Board of Directors  
KDDL Limited  
Kamla Centre  
SCO: 88-89, Sector 8-C,  
Chandigarh, 160009  
India

1. This Report is issued in accordance with the terms of our service scope letter engagement letter/agreement dated July 02, 2024 and master engagement agreement dated October 21, 2019 and its addendum dated December 20, 2019 with KDDL Limited (hereinafter the “Company”).

2. The proposal of 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 Clause (xi) of Schedule I of Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended (“the SEBI Buyback Regulations”) has been approved by the Board of Directors of the Company in their meeting held on July 09, 2024. The proposal for buy back is subject to the approval of the shareholders of the Company. The Company has prepared the attached “Statement of determination of the amount of permissible capital payment for the proposed buyback of the equity shares” (the “Statement”) which we have initialed for identification purposes only.

### **Board of Directors Responsibility**

3. The preparation of the Statement 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 prospects of the Company and to form an opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from that date. The Board of Directors are also responsible for ensuring that the Company complies with the requirements Act and SEBI Buyback Regulations.

### **Auditor’s Responsibility**

5. Pursuant to the requirements of the Act and SEBI Buyback Regulations, it is our responsibility to provide reasonable assurance:
  - (i) Whether we have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for year ended March 31, 2024.
  - (ii) Whether the amount of permissible capital payment for the proposed buyback of the equity shares as included in the Statement has been properly determined in accordance with the provisions of Section 68(2) of the Act, Regulation 4(i) of the SEBI Buyback Regulations;
  - (iii) Whether the Board of Directors have formed the opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from that date.
6. The audited standalone and consolidated financial statements, referred to in paragraph 5(i) above, have been audited by us on which we issued an unmodified audit opinion vide our reports dated May 14, 2024. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes 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. Our scope of work did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial results of the Company taken as a whole. We have not performed an audit, the objective of which would be the expression of an opinion on the financial results, specified elements, accounts or items thereof, for the purpose of this report. Accordingly, we do not express such opinion.
10. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the applicable criteria mentioned in paragraph 5 above. The procedures selected depend on the auditor’s judgement, including the assessment of the risks associated with the applicable criteria. Our procedures included the following in relation to the Statement:
  - i) We have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for the year ended March 31, 2024.
  - ii) Read the Articles of Association of the Company and noted the permissibility of buyback;

- iii) Traced the amounts of paid up equity share capital, Securities premium account, General reserve, Retained earnings, Exchange differences on transaction of foreign operations and Change in proportion of non-controlling interest as mentioned in Statement from the audited standalone and consolidated financial statements for the year ended March 31, 2024.
- iv) Obtained the minutes of the meeting of the Board of Directors in which the proposed buy-back was approved and compared the buy-back amount with the permissible limit computed in accordance with Section 68(2)(c) of the Act and Regulation 4(i) of the SEBI Buyback Regulations detailed in the Statement;
- v) Obtained the minutes of the meeting of the Board of Directors in which the proposed buy-back was approved and read the Board had formed the opinion as specified in SEBI Buyback Regulations on reasonable grounds that the Company, having regard to the state of affairs, will not be rendered insolvent within a period of one year from that date.
- vi) Obtained necessary representations from the management of the Company.

### **Opinion**

11. Based on our examination as above, and the information and explanations given to us, we report that:

- (i) We have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for year ended March 31, 2024.
- (ii) The amount of permissible capital payment for proposed buyback of the equity shares as included in the Statement has been properly determined in accordance with the provisions of Section 68(2)(c) of the Act, Regulation 4(i) of the SEBI Buyback Regulations;
- (iii) the Board of Directors have formed the opinion as specified in clause (x) of Schedule I of the SEBI Buyback Regulations on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from that date.

### **Restriction on Use**

12. The Report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of Section 68 and Section 70 of the Act read with Clause (xi) of Schedule I of SEBI Buyback Regulations solely to enable them to include it (a) in the explanatory statement to be included in the postal ballot notice to be circulated to the shareholders, (b) in the public announcement to be made to the Shareholders of the Company and (c) in the letter of offer to be submitted with the Securities and Exchange Board of India, the stock exchanges, the Registrar of Companies the National Securities Depository Limited, the Central Depository Securities (India) Limited and shareholders of the Company 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. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For **S.R. Batliboi & CO. LLP**

Chartered Accountants

**ICAI Firm Registration Number: 301003E/E300005**

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**per Anil Gupta**

Partner

Membership Number: 87921

UDIN: 24087921BKAQEA5848

Place of Signature: New Delhi

Date: July 09 2024

### **ANNEXURE - Statement of determination of the amount of permissible capital payment for proposed buyback of equity shares**

Computation of amount of permissible capital payment towards buyback of equity shares in accordance with the requirements of Section 68(2) of the Companies Act, 2013, as amended, and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations"), based on both the audited standalone financial statements and the audited consolidated financial statements of the Company as at March 31, 2024.

(Amount in Rs. Lakhs)

Particulars	Standalone	Consolidated
<b>A. Paid up Equity Share Capital - Equity shares of Rs. 10 each fully paid up</b>	<b>1,253.71</b>	<b>1,253.71</b>
<b>B. Free Reserves*</b>		
- Securities Premium Account	9,698.73	62,038.11
- General Reserve	2,776.20	2,776.20
- Retained Earnings	25,650.61	12,889.45
- Changes in proportion of non-controlling interest	-	(5,866.06)
- Exchange differences on translation of foreign operations	-	(92.82)
<b>Total Free Reserves</b>	<b>38,125.54</b>	<b>71,744.88</b>
<b>Total of Paid up Equity Share Capital and Free Reserves (A+B)</b>	<b>39,379.25</b>	<b>72,998.59</b>
<b>Maximum amount permissible for buyback under Section 68(2)(c) of the Act and Regulation 4(i) of the SEBI Buyback Regulations (25% of the Total of Paid up Equity Share Capital and Free Reserves)</b>	<b>9,844.81</b>	<b>18,249.65</b>
Amount approved by the Board of Directors for buy-back in the meeting held on July 09, 2024	8,800	

\* Free Reserves as defined in Section 2(43) of the Companies Act, 2013 read along with Explanation II provided in Section 68 of the Companies Act, 2013, as amended

Note: The above calculation of the total paid-up equity share capital and free reserves as at March 31, 2024 for buyback of equity shares is based on the amounts appearing in the audited standalone financial statements and the audited consolidated financial statements of the Company for the year ended March 31, 2024. These financial statements are prepared and presented in accordance with the accounting principles generally accepted in India, including in the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with Rules made thereunder, each as amended from time to time.

For and on behalf of **KDDL Limited**

**Yashovardhan Saboo**  
**Chairman and Managing Director**  
DIN: 00012158

Date: July 09, 2024  
Place: Chandigarh

*Unquote*



## 25. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the registered office of the Company at Plot No. 3, Sector III, Parwanoo – 173 220, Himachal Pradesh, India from Monday to Friday between 10:00 am to 5:00 pm on all working days except public holidays and on the website of the Company at [www.kddl.com](http://www.kddl.com), during the Offer Period:

- 25.1. Copy of the certificate of incorporation, memorandum and articles of association of the Company;
- 25.2. Copy of the financial statements/ annual reports of the Company (as the case may be) for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 and copy of unaudited (limited review) standalone financial results for three months period ended June 30, 2024;
- 25.3. Copy of the resolution passed by the Board of Directors at the meeting held on July 9, 2024 approving proposal for Buyback;
- 25.4. Copy of the report dated July 9, 2024 by S. R. Batliboi & Co. LLP, the Statutory Auditors of the Company, in terms of clause (xi) of Schedule I of the SEBI Buyback Regulations;
- 25.5. Copy of the Public Announcement;
- 25.6. Copy of Due Diligence Report issued by the Manager to the Buyback offer dated August 29, 2024
- 25.7. Copy of declaration of solvency and an affidavit in form SH-9 as prescribed under Section 68(6) of the Companies Act;
- 25.8. Copy of Escrow Agreement dated August 13, 2024 between the Company, the Escrow Agent and the Manager to the Buyback;
- 25.9. Certificate dated August 13, 2024 of MGSG, Chartered Accountants, confirming that the Company has adequate and firm financial resources to fulfil the obligations under the Buyback;
- 25.10. Opinion on the note on taxation, dated August 28, 2024 obtained by the Company from MGSG, Chartered Accountants; and

## 26. DETAILS OF THE COMPLIANCE OFFICER

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

### **Brahm Prakash Kumar**

Company Secretary & Compliance Officer

KDDL Limited

Kamla Centre, SCO 88-89, Sector – 8C, Chandigarh – 160 009, India

**Telephone No.:** +91 172 2548223/ 24/ 27

**Email:** investor.complaints@kddl.com

In case of any clarifications or to address investor grievance, the shareholders may contact the Compliance Officer, from Monday to Friday between 10:00 am to 5:00 pm on all working days except public holidays, at the above-mentioned address.

## 27. DETAILS OF REMEDIES AVAILABLE TO SHAREHOLDERS/ BENEFICIAL OWNERS

- 27.1. In case of any grievances relating to the Buyback (including non-receipt of the Buyback consideration, share certificate, demat credit, etc.), the Eligible Shareholders can approach the Compliance Officer and/or Manager to the Buyback and/or Registrar to the Buyback for redressal.
- 27.2. If the Company makes any default in complying with the requirements under the Companies Act or any rules made thereunder as may be applicable to the Buyback, the Company or any officer of the Company who is in default shall be liable in terms of the Companies Act.

27.3. The address of the concerned office of the Registrar of Companies is as follows:

**Registrar of Companies, Himachal Pradesh**

1<sup>st</sup> Floor, Corporate Bhawan,

Plot No.4-B, Sector 27-B,

Chandigarh- 160019

## 28. DETAILS OF THE INVESTOR SERVICE CENTRE

In case of any query, the Eligible Shareholders may also contact the Registrar to the Buyback appointed as the Investor Service Centre for the purposes of the Buyback, from Monday to Friday between 10:00 am to 5:00 pm on all working days except Saturday, Sunday public holidays, at the address at the following address:



**MAS Services Limited**

T-34, 2nd Floor, Okhla Industrial Area,

**Tel:** +91 011- 2638 7281/ 82/ 83

**Fax No.:** +91 011- 26387384

**Email:** [investor@masserv.com](mailto:investor@masserv.com)

**Investor Grievance Email:** [investor@masserv.com](mailto:investor@masserv.com)

**Website:** [www.masserv.com](http://www.masserv.com)

**Contact person:** N C Pal

**SEBI registration no.:** INR000000049

**Validity Period:** Permanent

**CIN:** U74899DL1973PLC006950

## 29. DETAILS OF THE MANAGER TO THE BUYBACK



**ITI Capital Limited**

ITI House 36, Dr. R. K. Shirodkar Marg, Parel,

Mumbai – 400 012

**Tel:** 91 22 6911 3300 / 6911 3371

**Fax:** +91 22 6911 3389

**Email:** [kddlbuyback2024@iticapital.in](mailto:kddlbuyback2024@iticapital.in)

**Contact Person:** Pallavi Shinde

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

### 30. DECLARATION BY THE DIRECTORS

In terms of Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board accepts full and final responsibility for all the information contained in this Letter of Offer to the extent it pertains to the information related to the Company, and for the information contained in all other advertisements, circulars, brochures, publicity materials etc., which may be issued in relation to the Buyback and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information. This Letter of Offer is issued under the authority of the Board and in terms of the resolution passed by the Buyback Committee on August 29, 2024.

**For and on behalf of the Board of Directors of  
KDDL Limited**

<b>Sd/- Yashovardhan Saboo</b>	<b>Sd/- Sanjeev Kumar Masown</b>	<b>Sd/- Brahm Prakash Kumar</b>
Chairman and Managing Director DIN: 00012158	Whole time Director & CFO DIN: 03542390	Company Secretary and Compliance Officer ICSI Membership Number: - <b>F7519</b>

Date: August 29, 2024

Place: Chandigarh

### 31. ENCLOSURES: OFFER FORM

1. Tender Form – Form of Acceptance-cum-acknowledgement (for Eligible Shareholders holding Equity Shares in dematerialized form)
2. Tender Form – Form of Acceptance-cum-acknowledgement (for Eligible Shareholders holding Equity Shares in physical form) with share transfer form (i.e., Form SH-4)

**TENDER FORM**  
**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT**  
**(FOR EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN DEMATERIALIZED**  
**FORM)**

Bid Number:

Date:

<b>BUYBACK OPENS ON</b>		<b>Monday, September 2, 2024</b>	
<b>BUYBACK CLOSES ON</b>		<b>Friday, September 6, 2024</b>	
<b>For Registrar / Collection Centre use</b>			
<b>Inward No.</b>	<b>Date</b>	<b>Stamp</b>	
<b>Status (please tick appropriate box)</b>			
Individual	<input type="checkbox"/>	FII/FPI	<input type="checkbox"/>
Foreign Co	<input type="checkbox"/>	NRI/OCB	<input type="checkbox"/>
Body Corporate	<input type="checkbox"/>	Bank/FI	<input type="checkbox"/>
VCF	<input type="checkbox"/>	Insurance Co.	<input type="checkbox"/>
		FVCI	<input type="checkbox"/>
		Pension/PF	<input type="checkbox"/>
		Mutual Fund	<input type="checkbox"/>
		Others (Specify)	<input type="checkbox"/>
<b>India Tax Residency Status: Please tick appropriate box</b>			
Resident in India	<input type="checkbox"/>	Non-Resident in India	<input type="checkbox"/>
		Resident of	<input type="checkbox"/>
		(shareholder to fill in country of residence)	<input type="checkbox"/>

To,  
The Board of Directors  
KDDL Limited  
C/o Mas Services  
Limited  
T-34, 2nd Floor, Okhla  
Industrial Area,  
Phase - II, New Delhi - 110 020

Dear Sir(s)/Madam,

**Sub : Letter of Offer dated August 29, 2024 in relation to the Buyback of up to 2,37,837 fully paid-up equity shares of face value of ₹10 each (“Equity Shares”) of KDDL Limited (the “Company”) at a price of ₹3,700/- per Equity Share (Buyback Price) through the tender offer process, pursuant to the provisions of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended (“SEBI Buyback Regulations”) and the Companies Act, 2013, as amended (“Buy-Back”) payable in cash.**

- 1) I/We having read and understood the Letter of Offer hereby tender / offer my / our Equity Shares in response to the Buyback Offer on the terms and conditions set out below and in the Letter of Offer.
- 2) I/We authorize the Company to Buy-back the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback Offer to extinguish the Equity Shares.
- 3) I/We hereby warrant that the Equity Shares comprised in this Tender Offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.
- 4) I/We declare that there are no restraints / injunctions or other covenants of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback and that I / We am / are legally entitled to tender the Equity Shares for Buyback.
- 5) I/We agree that the Company will pay the Buyback Price only after due verification of the validity of documents and that the consideration will be paid as per the Stock Exchange mechanism.
- 6) I/We agree that the consideration for the accepted Equity Shares will be paid to the Eligible Shareholder as per the provisions of SEBI Buyback Regulations and SEBI circulars.
- 7) I/We agree to return to the Company any Buyback consideration that may be wrongfully received by me / us.
- 8) I/We undertake to execute any further documents and give any further assurances that may be required

or expedient to give effect to my/our tender/offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act and the rules made thereunder and the SEBI Buyback Regulations and the extant applicable foreign exchange regulations.

9) Details of Equity Shares held and tendered / offered for Buyback:

Particulars	In figures((₹)	In Words
Number of Equity Shares held as on Record Date (i.e., Monday, September 2, 2024)		
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback (Including Additional Shares, if any)		

*Note:* An Eligible Shareholder may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder shall be accepted in accordance with section "Procedure for Tendering Shares and Settlement" on page 45 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

10) I/We agree that we will have to ensure to keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company. Further, I / We will have to ensure to keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of equity shares by the Company.

-----Tear along this line-----  
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**Acknowledgement Slip: KDDL LIMITED BUYBACK OFFER**  
(To be filled by the Eligible Shareholder) (subject to verification)

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

11) Applicable for all Non-Resident Shareholders only:

- I/We undertake to pay income taxes in India on any income arising on such Buyback accordance with prevailing income tax laws in India. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me / us.
- I/We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999, as amended ("FEMA Regulations") and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA Regulations and any other rules, regulations and guidelines, in regard to remittance of funds outside India. I/ We undertake to return to the Company any consideration in respect of the Buy-back that may be wrongfully received by me / us.

12) I/ We acknowledge that the responsibility to discharge the tax due on any gains arising on buyback is on me / us to the extent Buyback Tax is not applicable on such income. I / We agree to compute appropriate gains on this transaction and immediately pay applicable taxes in India (whether by deduction of tax at

source, or otherwise) and file tax return in consultation with our custodians/ authorized dealers/ tax advisors appropriately.

- 13) I/We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me/us on buyback of shares. I/We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc., whenever called for.
- 14) Non-Resident Shareholders (including NRIs, OCBs, FPI, Foreign Nationals and FIIs) are requested to enclose a consent letter indicating the details of transfer i.e. number of Equity Shares to be transferred, the name of the investee company whose shares are being transferred i.e. “KDDL Limited” and the price at which the Equity Shares are being transferred i.e. “Price determined in accordance with the Buyback Regulations” duly signed by the shareholder or his/its duly appointed agent and in the latter case, also enclose the power of attorney.

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

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

16) Equity Shareholders Details:

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

\* Non-individual shareholders must affix rubber stamp and sign under valid authority. The relevant authorization should be enclosed with the application form submitted.

**INSTRUCTIONS**

- 1) The Buyback will open on Monday, September 2, 2024 and close on Friday, September 6, 2024.
- 2) This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of offer and this Tender Form.
- 3) Eligible Shareholders who desire to tender their Equity Shares in the dematerialized form under the Buyback would have to do so through their respective Shareholder Broker by indicating the details of Equity Shares they intend to tender under the Buyback.
- 4) The Equity Shares tendered in the Buyback shall be rejected if (i) the shareholder is not a shareholder of the Company as on the Record Date; or (ii) if there is a name or PAN mismatch in the demat account of the shareholder; (iii) if the Eligible Shareholder has made a duplicate bid, or (iv) 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 dematerialised form.
- 5) Eligible Shareholders may submit their duly filled Tender Form to the office of Registrar to the Buyback Offer (as mentioned in section “Procedure for Tendering Shares and Settlement” on page 45 of the Letter of Offer of the Letter of Offer) only post placing the bid via the Shareholder Broker.
- 6) In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered Shareholder is still incomplete, then such entity along with the Tender Form should file a copy of the following documents: (i) Approval from the appropriate authority for such merger; (ii) The scheme of merger; and (iii) The requisite form filed with MCA intimating the merger.
- 7) The Buyback shall be rejected for demat shareholders in case of receipt of the completed Tender Form and other

documents but non-receipt of Equity Shares in the special account of the Clearing Corporation or a non-receipt of valid bid in the exchange bidding system.

- 8) 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 the Buyback being on a proportionate basis in terms of the Ratio of Buyback. 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 Buyback of shares by the Company.
- 9) In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the Buyback by providing their application in plain paper in writing signed by all Eligible Shareholders (in case of joint holding), stating name and address of the Eligible Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name, DP ID, beneficiary account number and number of Equity Shares tendered for the Buyback.
- 10) Eligible Shareholders to whom the Buyback offer is made are free to tender Equity Shares to the extent of their Buyback Entitlement in whole or in part or in excess of their entitlement, but not exceeding their holding as on Record Date.

- 11) For the procedure to be followed by Equity Shareholders for tendering in the Buyback, please refer to section "Procedure for Tendering Shares and Settlement" on page 45 of the Letter of Offer.
- 12) By agreeing to participate in the Buyback the Non-resident Shareholders give the Company the unconditional and irrevocable authority and power to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
- 13) Non-Resident Shareholders must obtain all requisite approvals required to tender the Equity Shares held by them in this Buyback.
- 14) All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
- 15) Eligible Shareholders have to fill up the EVENT number issued by Depository in the column for settlement details along with the market type as "Buyback", ISIN, Quantity of shares and CM BP ID of broker and execution date in the Delivery Instruction Slips (DIS) so that Equity Shares can be tendered for Buyback.
- 16) For the Clearing Corporation to make a payout of more than ₹50,00,00,000 (Rupees fifty crore only), a Legal Entity Identifier (LEI) number of the Eligible Shareholder will have to be provided. Accordingly, an Eligible Shareholder who is tendering shares of value more than ₹50,00,00,000 (Rupees fifty crore only) will have to provide such Eligible Shareholder's LEI number with the relevant supporting documents such as the LEI registration certificate to the Registrar by email latest by 5:00 p.m. (IST) on the Buyback Closing Date.
- 17) For the Eligible Shareholders holding Equity Shares in demat form, the Tender Form and TRS is not required to be submitted to the Company, Manager or the Registrar. After the receipt of the Equity Shares in dematerialized form by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted for the Eligible Shareholders holding Equity Shares in dematerialized form.

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

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**ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR CLIENT ID AND DP ID / FOLIO NO:**

**MAS Services Limited**

T-34, 2nd Floor, Okhla Industrial Area,

**Tel:** +91 011- 2638 7281/ 82/ 83 / 41320335 **Fax No.:** +011- 26387384

**Email:** [investor@masserv.com](mailto:investor@masserv.com); **Investor Grievance Email:** [investor@masserv.com](mailto:investor@masserv.com)

**Website:** [www.masserv.com](http://www.masserv.com); **Contact person:** N C Pal

**SEBI registration no.:** INR000000049; **Validity Period:** Permanent

**CIN:** U74899DL1973PLC006950



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

Bid Number:  
Date:

<b>BUYBACK OPENS ON</b>		<b>Monday, September 2, 2024</b>	
<b>BUYBACK CLOSSES ON</b>		<b>Friday, September 6, 2024</b>	
<b>For Registrar / Collection Centre use</b>			
<b>Inward No.</b>	<b>Date</b>	<b>Stamp</b>	
<b>Status (please tick appropriate box)</b>			
Individual	<input type="checkbox"/>	FII/FPI	<input type="checkbox"/>
Foreign Co	<input type="checkbox"/>	NRI/OCB	<input type="checkbox"/>
Body Corporate	<input type="checkbox"/>	Bank/FI	<input type="checkbox"/>
VCF	<input type="checkbox"/>	Insurance Co.	<input type="checkbox"/>
	<input type="checkbox"/>	Mutual Fund	<input type="checkbox"/>
	<input type="checkbox"/>	Others (Specify)	<input type="checkbox"/>
<b>India Tax Residency Status: Please tick appropriate box</b>			
Resident in India	<input type="checkbox"/>	Non-Resident in India	<input type="checkbox"/>
	<input type="checkbox"/>	Resident of	<input type="checkbox"/>
	<input type="checkbox"/>	(shareholder to fill in country of residence)	<input type="checkbox"/>

To,  
Board of Directors  
KDDL Limited  
C/o Mas Services Limited  
T-34, 2nd Floor, Okhla Industrial Area,  
Phase - II, New Delhi - 110 020

Dear Sir(s)/Madam,

**Sub : Letter of Offer dated August 29, 2024 in relation to the Buyback of up to 2,37,837 fully paid-up equity shares of face value of ₹10 each (“Equity Shares”) of KDDL Limited (the “Company”) at a price of ₹3,700/- per Equity Share (Buyback Price) through the tender offer process, pursuant to the provisions of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended (“SEBI Buyback Regulations”) and the Companies Act, 2013, as amended (“Buy-Back”) payable in cash.**

- 1) I/We (having read and understood the Letter of Offer dated August 29, 2024 hereby tender / offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
- 2) I/We authorise the Company to Buyback the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
- 3) I/We hereby affirm that the Equity Shares comprised in this tender / offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.
- 4) I/We declare that there are no restraints / injunctions or other order(s)/ covenants of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback and that I / we am / are legally entitled to tender the Equity Shares for the Buyback.
- 5) I/We agree that the consideration for the accepted Shares will be paid as per secondary market mechanism.
- 6) I / We authorize the Company to return share certificate in case none of the equity shares are not accepted by the Company in the Buyback,
- 7) I/ We acknowledge that the responsibility to discharge the tax due on any gains arising on buyback is on me / us to the extent Buyback Tax is not applicable on such income. I / We agree to compute appropriate gains on this transaction and immediately pay applicable taxes in India (whether by deduction of tax at source, or otherwise) and file tax return in consultation with our custodians/ authorized dealers/ tax advisors appropriately.
- 8) I/We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on buyback of shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc., whenever called for.
- 9) I/We undertake to return to the Company any Buyback consideration that may be wrongfully received by me / us.
- 10) I/We agree that the Company is not obliged to accept any Equity Shares offered for Buyback where loss of share certificates has been notified to the Company.

- 11) I/We agree that the Company will pay the Buyback Price only after due verification of the validity of the documents and that the consideration may be paid to the first named Eligible Shareholder.
- 12) I / We authorize the Company to issue a Letter of Confirmation (“LOC”) for the unaccepted Equity shares in case only a portion of the physical shares held by me is accepted in the Buyback.
- 13) I/We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, the Buyback Regulations and any other applicable laws. I / We agree that this form is deemed to be my consent letter for any filing under FEMA Act, 1999 AND Rules made thereunder.
- 14) Applicable for all Non-Resident Shareholders only:
  - (a) I/We undertake to pay income taxes in India on any income arising on such Buyback accordance with prevailing income tax laws in India. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of Equity Shares by me / us.
  - (b) I/We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any, and to the extent required from the concerned authorities including approvals from the Reserve Bank of India (“RBI”) under Foreign Exchange Management Act, 1999, as amended (“FEMA”) and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA and any other rules, regulations and guidelines, in regard to remittance of funds outside India.
- 15) Non-Resident Shareholders (including NRIs, OCBs, FPI, Foreign Nationals and FIIs) are requested to enclose a consent letter indicating the details of transfer i.e., number of Equity Shares to be transferred, the name of the investee company whose shares are being transferred i.e., “KDDL Limited” and the price at which the Equity Shares are being transferred i.e., “Price determined in accordance with the Buyback Regulations” duly signed by the Shareholder or his/its duly appointed agent and in the latter case, also enclose the power of attorney.
- 16) Details of Equity Shares held and tendered / offered for Buyback:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date (i.e., Monday, September 2, 2024)		
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback (Including Additional Shares, if any)		

*Note: 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 section “Procedure for Tendering of Shares and Settlement” on page 44 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance. The signature on the Transfer deed (Form SH 4) should match with the signature recorded / registered with the records of the Company / Registrar.*

17) Details of Share Certificate(s) enclosed: \_\_\_\_\_ Total No. of Share Certificates Submitted:

Sr. No.	Folio No.	Share Certificate No.	Distinctive No(s)		No. of Shares
			From	To	

*In case the number of folios and share certificates enclosed exceed 4 nos., Please attach a separate sheet giving details in the same format as above.*

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Acknowledgement Slip: KDDL LIMITED BUYBACK OFFER  
(To be filled by the Eligible Shareholder) (Subject to verification)

Ledger Folio No.			
Received from Mr./Ms./Mrs.			
Form of Acceptance-cum-Acknowledgement, Original TRS along with:			
No. of Equity Shares offered for		(in	
Buyback (In Figures)		words)	

Please quote Folio No. for all future correspondence	Stamp of Broker/Registrar
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18) Details of the bank account of the sole or first Eligible Shareholder to be incorporated in the consideration warrant (to be mandatorily filled):

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

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

	Power of Attorney		Corporate Authorization
	Succession Certificate		Previous RBI approvals for acquiring the Equity Shares of KDDL Limited hereby tendered in the Buyback
	Self-attested copy of PAN Card		TRS
	Death Certificate		Others(please specify)

20) Eligible Shareholders' Details:

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

\* Non-individual Shareholders must affix rubber stamp and sign. The relevant authorization should be enclosed with the tender form submitted.

#### Instructions:

- The Buyback will open on Monday September 2, 2024 and close on Friday, September 6, 2024.
- This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
- Eligible Shareholders who wish to tender their Equity Shares in response to this Buyback should deliver the following documents so as to reach before the close of business hours to the Registrar to the Buyback (as mentioned in the Letter of Offer) on or before Friday, September 6, 2024 by 5.00 PM, only after the placement of a valid Bid; (i) The relevant Tender Form duly signed (by all Eligible Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares; (ii) Original Equity Share certificates; (iii) Self attested copy of the Permanent Account Number (PAN) Card; (iv) Valid transfer form(s) (Form SH-4) duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company/Registrar of the Company) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company. Any other relevant documents such as (but not limited to) (i) Duly attested Power of Attorney if any person other than the Shareholder has signed the relevant Tender Form; (ii) Notarized copy of death certificate and succession certificate or probated/ will, as applicable, if the original Shareholder has deceased; (iii) Necessary corporate Authorizations, such as board resolutions etc., in case of Companies etc.
- Eligible Shareholders should also provide all relevant documents in addition to the above documents, which include but are not limited to: (i) Duly attested power of attorney registered with the Registrar & transfer
- Agent of the Company, if any person other than the Eligible Shareholder has signed the relevant Tender Form; (ii) Duly attested death certificate / succession certificate in case any original Eligible Shareholder is deceased; (iii) Necessary corporate authorizations, such as Board Resolutions etc., in case of companies; and (iv) if the address of the Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhaar Card, Voter Identity Card or Passport.
- In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered shareholder is still incomplete, then such entity along with the Tender Form shall file a copy of (i) approval from the appropriate

- authority for such merger; (ii) the scheme of merger; and (iii) the requisite form filed with MCA intimating the merger.
- 7) Eligible Shareholders to whom the Buyback offer is being made are free to tender Equity Shares to the extent of their entitlement in whole or in part or in excess of their entitlement, but not exceeding the number of Equity Shares held by them as on Record Date.
  - 8) All documents sent by the Eligible Shareholder/ Shareholder Broker/ custodian will be at their own risk and the Eligible Shareholder/ Shareholder Broker / custodian is advised to adequately safeguard their interests in this regard.
  - 9) For the procedure to be followed by Equity Shareholders for tendering in the Buyback, please refer to section “Procedure for Tendering Shares and Settlement” on page 44 of the Letter of Offer.
  - 10) All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) If there is any other Company’s equity share certificate enclosed with the Tender Form instead of the Equity Share certificate of the Company; (ii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; (iii) If the Eligible Shareholders tender Equity Shares but the Registrar to the Buyback does not receive the Equity Share certificate or other relevant documents by 5.00 pm (IST) on the Buyback Closing date; (iv) In case the signature on the Tender Form and Form SH-4 doesn't match as per the specimen signature recorded with Company or Registrar to the Buyback and (v) the documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar to the Buyback on or before Thursday, June 13, 2024 by 5:00 p.m. Indian Standard Time;.
  - 11) The Equity Shares tendered in the Buy-Back shall be rejected for the following reasons in addition to the point number 9 mentioned above (i) if the Shareholder is not an Eligible Shareholder of the Company on the Record Date; (ii) if there is a name mismatch in the share certificate of the Shareholder; or (iii) if the Eligible Shareholder has made a duplicate bid.
  - 12) By agreeing to participate in the Buyback the Non-Resident Shareholders or NRI give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting’s, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
  - 13) Non-Resident Shareholders must obtain all requisite approvals required to tender the Equity Shares held by them in this Buyback.
  - 14) The Company will not accept any Equity Shares offered in the Buyback which are under any restraint order of a court for transfer/sale of such Equity Shares
  - 15) For the Clearing Corporation to make a payout of more than ₹50,00,00,000 (Rupees fifty crore only), a Legal Entity Identifier (LEI) number of the Eligible Shareholder will have to be provided. Accordingly, an Eligible Shareholder who is tendering share of value more than ₹50,00,00,000 (Rupees fifty crore only) will have to provide such Eligible Shareholder’s LEI number with the relevant supporting documents such as the LEI registration certificate to the Registrar on an email latest by 5:00 p.m. (IST) on the Buyback Closing Date.

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

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**ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE  
ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING  
YOUR CLIENT ID AND DP ID / FOLIO NO:**

**MAS Services Limited**

T-34, 2nd Floor, Okhla Industrial Area,

**Tel:** +91 011- 2638 7281/ 82/ 83 / 41320335 **Fax No.:** +011- 26387384

**Email:** [investor@masserv.com](mailto:investor@masserv.com); **Investor Grievance Email:** [investor@masserv.com](mailto:investor@masserv.com)

**Website:** [www.masserv.com](http://www.masserv.com); **Contact person:** N C Pal

**SEBI registration no.:** INR000000049; **Validity Period:** Permanent

**CIN:** U74899DL1973PLC006950

Form No. SH-4 - Securities Transfer Form  
[Pursuant to Section 56 of the Companies Act, 2013 and Sub-Rule (1) of  
Rule 11 of the Companies (Share Capital and Debentures) Rules 2014]

Date of execution: \_\_\_\_/\_\_\_\_/\_\_\_\_

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

CIN	L	3	3	3	0	2	H	P	1	9	8	1	P	L	C	0	0	8	1	2	3
-----	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---

Name of the company (in full): **KDDL LIMITED**

Name of the Stock Exchange where the company is listed, (if any): **BSE LIMITED AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED**

**DESCRIPTION OF SECURITIES**

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

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

Distinctive Number	From		
	To		

Corresponding Certificate Nos.			

Transferor's Particulars

Registered Folio Number: \_\_\_\_\_

Name(s) in full	PAN No.	Signature(s)
1. _____		
2. _____		
3. _____		

I, hereby confirm that the transferor has signed before me.

Signature of the Witness : \_\_\_\_\_

Name of the Witness : \_\_\_\_\_

Address of the Witness : \_\_\_\_\_

Pincode : \_\_\_\_\_

Transferee's Particulars		
Name in full (1)	Father's/ Mother's / Spouse's Name (2)	Address (3)
Occupation (4)	Existing Folio No., if any (5)	Signature (6)
Business		1. _____ 2. _____ 3. _____

Folio No. of Transferee	Specimen Signature of Transferee(s)
_____	1. _____
_____	2. _____
_____	3. _____

Value of Stamp affixed: \_\_\_\_\_

**Enclosures: Stamps**

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

<p><b>For Office Use Only</b></p> <p>Checked by _____</p> <p>Signature Talled by _____</p> <p>Entered in the Register of Transfer on _____</p> <p>Vide Transfer No. _____</p> <p>Approval Date _____</p> <p>Power of Attorney/Probate/Death Certificate/Letter of Administration</p> <p>Registered on _____</p> <p>At No. _____</p>
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