



D & A FINANCIAL SERVICES (P) LIMITED
Merchant Banking & Corporate Advisory Services

Date: 12th August, 2024

To
BSE Limited
Corporate Finance Department
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

Dear Sirs,


Subject: Buy Back of 500000 number of equity shares of Mayur Uniquoters Limited at a price of Rupees 800/- per share aggregating to Buy back size of Rupees 40 Crore through Tender Offer in terms of Chapter III of SEBI (Buy back of Securities) Regulations, 2018.

We as a Manager to the Buy Back Offer of Equity Shares of Mayur Uniquoters Limited through Tender Offer hereby submitting the following documents related to the captioned Buy Back Offer:

Copies of the Public Announcement published today in all editions of Financial Express (English) and Jansatta (Hindi) and Pratahkal Jaipur edition in compliance with Regulation 7(i) of SEBI (Buy Back of Securities) Regulations, 2018.

Thanking You,
Yours Faithfully

For **D & A Financial Services (P) Ltd.**


(Priyaranjan)
Vice President
Encl. as above



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CIN : U74899DL1981PTC012709



MAYUR UNIQUOTERS LIMITED

CIN: L18101RJ1992PLC006952

Registered Office: Village Jaitpur, Jaipur-Sikar Road Place, Jaipur, Rajasthan 303 704 | Tel: 01423-224001
Corporate Office: 28, 4th Floor, Lakshmi Complex, M.I. Road, Jaipur - 302001, Rajasthan | Tel. No.: 0141-2361132
Website: www.mayuruniquoters.com, Email: secr@mayur.biz
Contact Person: Mr. Pawan Kumar Kumawat, Company Secretary & Compliance Officer

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF FULLY PAID-UP EQUITY SHARES OF FULLY PAID-UP EQUITY SHARES THROUGH TENDER OFFER UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED.

This Public Announcement (the "Public Announcement") is being made pursuant to the provisions of Regulation 7(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "Buy-back Regulations") for the time being in force including any statutory modifications and amendments from time to time and contains the disclosures as specified in Schedule II of the Buy-back Regulations.

OFFER FOR BUY-BACK OF UP TO 500000 (FIVE LAKH ONLY) FULLY PAID-UP EQUITY SHARES OF THE FACE VALUE OF RS. 5/- (RUPEES FIVE ONLY) EACH AT A PRICE OF RS. 800/- (RUPEES EIGHT HUNDRED ONLY) PER FULLY PAID-UP EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS THROUGH THE "TENDER OFFER" ROUTE AS PRESCRIBED UNDER THE BUY-BACK REGULATIONS USING STOCK EXCHANGE MECHANISM.

1. DETAILS OF BUY BACK OFFER AND OFFER PRICE

1.1 The Board of Directors of Mayur Uniquoters Limited (the board of directors of the Company hereinafter referred to as the "Board", which expression includes any committee constituted and authorized by the Board to exercise its powers), at its meeting held on August 08, 2024 (the "Board Meeting"), pursuant to the provisions of Article 63 of Articles of Association of the Company, Section 68, 69 and 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Companies Act"), the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014, to the extent applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), and in compliance with the Buyback Regulations and subject to such approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the buyback by the Company of up to 500000 (Five Lakhs only) Fully Paid-up Equity Shares of face value of Rs. 5/- each representing up to 1.14% of the total number of Equity Shares in the total paid-up Equity Share Capital of the Company at a price of Rs. 800/- (Rupees Eight Hundred Only) per Equity Share ("Buyback Price") payable in cash for an aggregate amount of up to Rs. 40,00,00,000/- (Rupees Forty Crore Only) ("Buyback Size"), which represents 4.62% and 4.57% of the aggregate of the paid-up Equity Share Capital and Free Reserves 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 10% of the aggregate of the paid-up Equity Share capital and free reserves under the Board approval route as per the provisions of the Companies Act), on a proportionate basis through the "tender offer" route as prescribed under the Buyback Regulations, from all of the shareholders of the Company who hold Equity Shares as on August 23, 2024 (the "Record Date").

1.2 The Buyback Size does not include expenses incurred or to be incurred for the buyback such as Securities and Exchange Board of India ("SEBI") fees, Stock Exchange(s) fees, advisor's legal fees, public announcement/publication expenses, printing and dispatch expenses, brokerage, applicable taxes inter alia including buyback taxes, securities transaction tax, goods and services tax, stamp duty and other incidental and related expenses ("Transaction Cost").

1.3 The Equity Shares are listed on the BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE") (hereinafter together referred to as the "Stock Exchanges").

1.4 In addition to the regulations/statutes referred to in paragraph 1.1 above, the Buy-back is also in accordance with the Companies (Management and Administration) Rules, 2014, to the extent applicable and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The Buy-back shall be undertaken on a proportionate basis from the equity shareholders holding fully paid-up equity shares of the Company as on the Record Date ("Eligible Shareholders") through the tender offer process prescribed under Regulation 4(iv)(a) read with Chapter III of the Buy-back Regulations. Additionally, the Buy-back shall be subject to applicable laws, implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by SEBI in its circular bearing reference number CIR/CFDP/COLLYCELL/12015 dated April 13, 2015 read with the circular bearing reference number CFDP/DCR/CRP/2016/131 dated December 9, 2016 and SEBI Circular SEBI/HO/CFD/DCR/III/CORP/2021/615 dated August 13, 2021, as amended from time to time ("SEBI Circulars").

1.5 Participation in the Buy-back by Eligible Shareholders may trigger capital gains taxation in India and in their country of residence. The transaction of Buy-back would also be chargeable to securities transaction tax in India. In due course, Eligible Shareholders will receive a letter of offer, which will contain detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buy-back.

1.6 A copy of this Public Announcement is available on the website of the Company at www.mayuruniquoters.com. Manager to the Offer at www.dnainfomoney.com and is expected to be available on the website of the SEBI at www.sebi.gov.in during the period of Buy-back and on the website of the Stock Exchanges at www.bseindia.com and www.nseindia.com, respectively.

1.7 The equity shares of the Company are listed on NSE and BSE ("Stock Exchanges"). The Buyback shall be undertaken on a proportionate basis (subject to reservation for small shareholders) from all the equity shareholders/beneficial owners of the Company, including the members of the Promoter & Promoter Group, who hold Equity Shares as at Friday, 23rd August, 2024 (the "Record Date") (such shareholders "Eligible Shareholders") through the Tender Offer process prescribed under Regulation 4(iv) of the Buyback Regulations and shall be implemented using the stock exchange mechanism as specified in the SEBI Circulars. In this regard, the Company will request BSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback and, for the purposes of this Buyback, BSE will be the designated stock exchange.

1.8 The Buyback from the Eligible Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors/ foreign portfolio investors, shall be subject to such approvals, if any, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and that such approvals shall be required to be taken by such non-resident shareholders.

1.9 The Buyback will not result in any benefit to Promoter & Promoter Group or 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. The Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Listing Regulations. Any change in voting rights of the Promoter & Promoter Group of the Company pursuant to completion of Buyback will not result in any change in control over the Company.

2. NECESSITY FOR BUY-BACK

The Buy-back of Equity Shares, through Tender Offer route is being implemented in keeping with the Company's desire to enhance overall shareholders' value. The Buy-back would lead to reduction in outstanding number of Equity Shares and may consequently increase earnings per Equity Share over a period of time. This would in turn lead to improvement in market on net worth and other financial ratios and contribute to maximization of overall shareholders' value. With the above objective in mind, the Board of the Company at its meeting held on August 08, 2024 of up to 500000 Equity Shares of face value of Rs. 5/- each representing 1.14% of the total number of fully paid-up equity shares of the Company, as on 31st March, 2024 at a price of Rs. 800/- per Equity Share payable in cash for a total consideration not exceeding Rs. 40 Crores, excluding Transaction Costs.

The Buy-back is a more efficient form of distributing surplus cash to the equity shareholders compared to other alternatives including interim dividend, inter-alia, for the following reasons:

i. The Buy-back gives an option to the equity shareholders to either participate in the Buy-back and receive cash in lieu of Equity Shares accepted under the Buy-back or not participate in the Buy-back and enjoy a resultant increase in their percentage of shareholding in the Company post the Buy-back;

ii. The Buy-back would help in improving certain key financial ratios of the Company;

iii. The Buy-back which is being implemented through the Tender Offer route as prescribed under the Buy-back Regulations, would involve a reservation for small shareholders as defined in these Regulations.

iv. As defined in the Buy-back Regulations, a small shareholder is a shareholder who holds Equity Shares having market value, on the basis of closing price on the recognized stock exchange in which high-trading volume in respect of such Equity Shares, as on the Record Date, of not more than Rs. 2,00,000/- (Rupees Two Lakhs only).

3. MAXIMUM NUMBER OF SECURITIES THAT THE COMPANY PROPOSES TO BUY-BACK

The Company proposes to Buy-back up to 5,00,000 (Five Lakh Only) fully paid-up Equity Shares of the Company having face value of Rs. 5/- (Rupees Five Only) each.

4. MAXIMUM PRICE AT WHICH THE EQUITY SHARES ARE PROPOSED TO BE BOUGHT BACK AND BASIS OF ARRIVING AT THE BUY-BACK PRICE

4.1 The Equity Shares are proposed to be bought back at a price of Rs. 800/- per Equity Share. The Maximum Buy-back Price of Rs. 800/- per equity share represents:

(i) Premium of around 27.83% on BSE and around 27.51% on NSE over the volume weighted average price of the equity shares on BSE and NSE respectively for 2 weeks preceding the date of the Board Meeting, in which the proposal of the Buy-back was considered and

(ii) Premium of around 30.44% and 30.86% over closing market price of equity shares of the company at NSE and BSE respectively preceding the date of Board Meeting in which the proposal of buy back was considered.

4.2 As required under Section 68(2)(d) of the Companies Act and Regulation 4(i)(a) of Buyback Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company will not be more than twice the paid-up equity share capital and free reserves (including securities premium) after the Buyback based on standalone and consolidated financial statements of the Company as on March 31, 2024, whichever sets out a lower amount.

4.3 In accordance with Regulation 5(vi) of the Buy-back Regulations, the Board/Buyback Committee may increase the maximum Buyback Price and decrease the number of Equity Shares proposed to be bought back provided that there is no change in the Buyback Size, till one working day prior to the Record Date fixed for the purpose of Buyback.

5. MAXIMUM AMOUNT REQUIRED UNDER THE BUY-BACK AND ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES AND SOURCE OF FUNDS FROM WHICH BUYBACK WOULD BE FINANCED

5.1 The maximum amount required under the Buy-back will not exceed Rs. 40 Crores (Rupees Forty Crore Only), excluding Transaction Costs, representing 4.62% and 4.57% of the total paid-up equity capital and free reserves (including securities premium account) as per the latest available audited financial statements of the Company for the financial year ended March 31, 2024, on standalone and consolidated basis, respectively.

5.2 The funds for the implementation of the Buyback will be sourced out of Company's current surplus and/or current balances of cash and cash equivalents and other current investments and/or internal accruals of the Company and forms part of the free reserves of the Company (including securities premium account) and/or such other source(s) as may be permitted by the Buy-back Regulations or the Companies Act.

5.3 The funds borrowed, if any, from banks and financial institutions will not be used for the Buyback.

5.4 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 statements.

6. DETAILS OF SHAREHOLDING OF PROMOTER AND PROMOTER GROUP AND TRANSACTIONS IN THE SHARES OF THE COMPANY

6.1 Aggregate shareholding of the Promoters of the Company (Promoter and Promoter Group) as on the date of the Board meeting held on August 08, 2024 are as under:

Name of Shareholders	Number of Fully Paid-up Equity Shares Held	% of Fully paid-up Equity Shares
Promoter and Promoter Group		
Suresh Kumar Poddar	1,77,63,695	40.42
Manav Poddar	69,30,680	15.77
Puja Poddar	6,85,237	1.56
Anun Bagaria	3,33,207	0.76
Kiran Poddar	4,703	0.01
Dolly Bagaria	2,684	0.01
Total Shareholding of Promoters	2,57,20,206	58.52

6.2 Aggregate shareholding of the Directors of Promoters and of persons who are in control of the Promoter Company as on the date of the Board Meeting held on August 08, 2024 are as under:
The Company does not have any Promoter which are companies or corporate entities.

6.3 Aggregate shareholding of the Directors of the Company as on the date of the Board Meeting i.e. August 08, 2024 is as under:
None of the Directors of the Company holds any Equity Shares in the Company except the following:

Sr. No	Name	Designation	Number of Fully paid-up Equity Shares Held	Held % of Fully paid-up Equity Shares
1.	Suresh Kumar Poddar	Chairman and Managing Director & CEO	1,77,63,695	40.42
2.	Anun Bagaria	Whole-time Director	3,33,207	0.76

6.4 Aggregate number of Equity Shares purchased or sold as well as minimum and maximum price at which such purchases and sales were made along with relevant dates by Promoter and Promoter Group and Directors of Promoters and of persons who are in control of the Promoter company for a period of six months preceding the date of the Board Meeting i.e. August 08, 2024 at which the Buy-back was approved as under:
No equity share was purchased or sold by Promoter and Promoter Group and Directors of Promoters and of persons who are in control of the Promoter company for a period of six months preceding the date of the Board Meeting i.e. August 08, 2024 at which the Buy-back was approved.

7. INTENTION OF PROMOTER AND PROMOTER GROUP AND PERSONS IN CONTROL OF THE PROMOTER COMPANY TO PARTICIPATE IN BUY-BACK
7.1 In terms of the Buyback Regulations, under Tender Offer route, the members of the Promoter & Promoter Group and persons in control of the Company have the option to participate in the Buyback.

In this regard, the members of the Promoter & Promoter Group vide their letters dated August 08, 2024 and August 09, 2024, have expressed their intention to participate in the Buyback and tender up to the number of Equity Shares set out in the table below, or such lower number of Equity Shares as permitted under the applicable law.

Name of Promoter and Promoter Group	Maximum Number of Equity Shares Intended to be tendered
Suresh Kumar Poddar	40000
Manav Poddar	15000
Puja Poddar	1500
Anun Bagaria	1000
Kiran Poddar	4703
Dolly Bagaria	2684
Total	58287

7.2 The entire shareholding of the members of the Promoter & Promoter Group is in demat mode.

7.3 The details of the date and price of acquisition of the equity shares held by the members of the Promoter & Promoter Group and persons in control of the company, who intend to participate in the Buyback are set out below:

Date of Transaction/Allotment	Nature of Transaction	Number of Equity Shares Acquired/ (sold)	Face Value (Rs.)	Issue /Acquisition/ Sale Price (Rs. Per share)	Consideration (Cash, other than cash etc.)
01-Apr-2012 [^]	-	20,86,789	10	-	-
08-Aug-2012	Bonus	20,86,789	10	Nil	-
Sub-Total		41,73,578			
27-Sep-2013	Sub division of face value of equity shares from Rs. 10 to Rs. 5 each	83,47,156	5	NA	-
19-Mar-2014	Market Sale	(2,15,000)	5	460.24	Cash
10-Apr-2014	Bonus	81,32,156	5	Nil	-
27-Mar-2015	Inter se	(1,50,000)	5	Nil	Gift
16-Apr-2015	Market Sale	(4,26,988)	5	453.50	Cash
27-Oct-2016	Tendered in Buyback Offer	(1,51,951)	5	500.00	Cash
21-Feb-2018	Tendered in Buyback Offer	(1,35,210)	5	550.00	Cash
19-Jan-2021	Tendered in Buyback Offer	(2,36,225)	5	400.00	Cash
13-Apr-2022	Tendered in Buyback Offer	(1,98,694)	5	650.00	Cash
29-Jun-2022	Inter se	28,98,451*	5	Nil	-
18-Aug-2023	Market Sale	(1,00,000)	5	550.00	Cash
Total Current Holding		1,77,63,695			

[^] Since specific details of acquisition/sale of equity shares are not available prior to April 1, 2012, accordingly aggregate shareholding as on April 1, 2012 is provided.

(* Inter se transfer due to dissolution of Suresh Kumar Poddar and Sons HUF (Erstwhile Promoter).

(ii) Manav Poddar

Date of Transaction/Allotment	Nature of Transaction	Number of Equity Shares Acquired/ (sold)	Face Value (Rs.)	Issue /Acquisition/ Sale Price (Rs. Per share)	Consideration (Cash, other than cash etc.)
01-Apr-2012 [^]	-	9,73,239	10	-	-
8-May-2012	Market Purchases	10,000	10	471.45	Cash
8-Aug-2012	Bonus	983,239	10	Nil	-
Sub-Total		19,66,478			
27-Sep-2013	Sub division of face value of equity shares from Rs. 10 to Rs. 5 each	39,32,956	5	NA	-
19-Mar-2014	Market sale	(1,25,000)	5	460.44	Cash
3-Apr-2014	Bonus	38,07,956	5	Nil	-
26-Sep-2014	Market sale	(3,50,000)	5	398.90	Cash
27-Oct-2016	Tendered in Buyback Offer	(69,834)	5	500.00	Cash
21-Feb-2018	Tendered in Buyback Offer	(62,629)	5	550.00	Cash
19-Jan-2021	Tendered in Buyback Offer	(1,08,233)	5	400.00	Cash
13-Apr-2022	Tendered in Buyback Offer	(93,536)	5	650.00	Cash
Total Current Holding		69,30,680			

[^] Since specific details of acquisition/sale of equity shares are not available prior to April 1, 2012, accordingly aggregate shareholding as on April 1, 2012 is provided.

(iii) Puja Poddar

Date of Transaction/Allotment	Nature of Transaction	Number of Equity Shares Acquired/ (sold)	Face Value (Rs.)	Issue /Acquisition/ Sale Price (Rs. Per share)	Consideration (Cash, other than cash etc.)
01-Apr-2012 [^]	-	1,50,000	10	-	-
08-Aug-2012	Bonus	1,50,000	10	Nil	-
Sub-Total		3,00,000			
27-Sep-2013	Sub division of face value of equity shares from Rs. 10 to Rs. 5 each	6,00,000	5	NA	-
19-Mar-2014	Market Sale	(1,15,000)	5	460.44	Cash
03-Apr-2014	Bonus	4,85,000	5	Nil	-
26-Sep-2014	Market Sale	(1,00,000)	5	398.65	Cash
25-Nov-2014	Market Sale	(50,000)	5	426.55	Cash
25-Nov-2014	Market Sale	(1,00,000)	5	426.55	Cash
27-Oct-2016	Tendered in Buyback Offer	(6,922)	5	500.00	Cash
21-Feb-2018	Tendered in Buyback Offer	(6,207)	5	550.00	Cash
19-Jan-2021	Tendered in Buyback Offer	(10,827)	5	400.00	Cash
13-Apr-2022	Tendered in Buyback Offer	(10,807)	5	650.00	Cash
Total Current Holding		6,85,237			

[^] Since specific details of acquisition/sale of equity shares are not available prior to April 1, 2012, accordingly aggregate shareholding as on April 1, 2012 is provided.

(iv) Kiran Poddar

Date of Transaction/Allotment	Nature of Transaction	Number of Equity Shares Acquired/ (sold)	Face Value (Rs.)	Issue /Acquisition/ Sale Price (Rs. Per share)	Consideration (Cash, other than cash etc.)
01-Apr-2012 [^]	-	1,75,010	10	-	-
04-May-2012	Market Purchase	10,000	10	471.45	Cash
08-Aug-2012	Bonus	185,010	10	Nil	-
Sub-Total		3,70,020			
27-Sep-2013	Sub division of face value of equity shares from Rs. 10 to Rs. 5 each	7,40,040	5	NA	-
19-Mar-2014	Market Sale	(1,65,000)	5	460.44	Cash
03-Apr-2014	Bonus	5,75,040	5	Nil	-
26-Sep-2014	Market Sale	(4,50,000)	5	399.41	Cash
25-Nov-2014	Market Sale	(75,000)	5	426.55	Cash

Date of Transaction/Allotment	Nature of Transaction	Number of Equity Shares Acquired/ (sold)	Face Value (Rs.)	Issue /Acquisition/ Sale Price (Rs. Per share)	Consideration (Cash, other than cash etc.)
25-Nov-2014	Market Sale	(200,000)	5	426.55	Cash
27-Mar-2015	Inter se	150,000	5	Nil	Gift
27-Oct-2016	Tendered in Buyback Offer	(5,442)	5	500.00	Cash
21-Feb-2018	Tendered in Buyback Offer	(4,959)	5	550.00	Cash
05-Oct-2018	Market Purchase	3000	5	359.67	Cash
08-Oct-2018	Market Purchase	2611	5	359.00	Cash
10-Oct-2018	Market Purchase	26	5	358.00	Cash
15-Oct-2018	Market Purchase	274	5	369.67	Cash
16-Oct-2018	Market Purchase	380	5	378.50	Cash
17-Oct-2018	Market Purchase	666	5	378.65	Cash
22-Oct-2018	Market Purchase	150	5	385.00	Cash
23-Oct-2018	Market Purchase	300	5	380.00	Cash
24-Oct-2018	Market Purchase	200	5	370.00	Cash
25-Oct-2018	Market Purchase	200	5	390.00	Cash
30-Oct-2018	Market Purchase	300	5	363.00	Cash
31-Oct-2018	Market Purchase	500	5	362.00	Cash
24-Jun-2019	Market Purchase	1,000	5	267.92	Cash
25-Jun-2019	Market Purchase	500	5	267.58	Cash
26-Jun-2019	Market Purchase	500	5	267.00	Cash
28-Jun-2019	Market Purchase	500	5	268.00	Cash
19-Aug-2019	Market Purchase	5,000	5	220.96	Cash
20-Aug-2019	Market Purchase	4,800	5	219.11	Cash
21-Aug-2019	Market Purchase	1,328	5	217.12	Cash
22-Aug-2019	Market Purchase	2,000	5	213.50	Cash
23-Aug-2019	Market Purchase	500	5	216.00	Cash
27-Aug-2019	Market Purchase	1,000	5	216.20	Cash
28-Aug-2019	Market Purchase	1,065	5	211.47	Cash
29-Aug-2019	Market Purchase	100	5	214.00	Cash
03-Sep-2019	Market Purchase	500	5	216.00	Cash
04-Sep-2019	Market Purchase	500	5	215.00	Cash
05-Sep-2019	Market Purchase	500	5	215.00	Cash
06-Sep-2019	Market Purchase	1,500	5	212.00	Cash
09-Sep-2019	Market Purchase	500	5	212.00	Cash
11-Sep-2019	Market Purchase	1,000	5	212.00	Cash
12-Sep-2019	Market Purchase	1,000	5	215.00	Cash
13-Sep-2019	Market Purchase	1,000	5	213.00	Cash
16-Sep-2019	Market Purchase	258	5	212.00	Cash
18-Sep-2019	Market Purchase	1,000	5	212.00	Cash
19-Sep-2019	Market Purchase	1,500	5	210.17	Cash

^A Since specific details of acquisition/sale of equity shares are not available prior to July 1, 2012, accordingly aggregate shareholding as on July 1, 2012 is provided.

8. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE BUY-BACK REGULATIONS AND THE COMPANIES ACT:

- 8.1 All the Equity Shares of the Company are fully paid up.
- 8.2 The Company shall not issue and allot any Equity Shares or other specified securities (including by way of bonus) or convert any outstanding employee stock options / outstanding instruments into Equity Shares, 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.
- 8.3 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(iii) of the Buyback Regulations, 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, except in discharge of its subsisting obligations.
- 8.4 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) 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.
- 8.5 The Company shall not withdraw the Buyback after the Public Announcement of the offer to Buyback is made.
- 8.6 The Company will ensure successful reduction of its share capital post Buyback and the Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the Buyback Regulations and the Companies Act within the specified timelines.
- 8.7 The Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or till the Equity Shares become transferable.
- 8.8 The consideration for the Buyback shall be paid by the Company only by way of cash.
- 8.9 Funds borrowed from banks and financial institutions, if any, will not be used for the Buyback.
- 8.10 The Company shall not buyback its Equity Shares or other specified securities from any person through negotiated deals whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of Buyback.
- 8.11 There are no defaults (either in the past or subsisting) in the repayment of any deposits (including interest payable thereon), redemption of debentures or preference shares, payment of dividend or repayment of any term loans to any financial institution or banks (including interest payable thereon), as the case may be, and in case of defaults which have ceased to subsist, if any, a period of more than 3 (three) years has lapsed.
- 8.12 The Company has not undertaken a buyback of any of its securities during the period of 1 (One) year immediately preceding the date of the Board Meeting.
- 8.13 The Company has been in compliance with Sections 92, 123, 127 and 128 of the Companies Act.
- 8.14 The aggregate amount of the Buyback i.e., up to Rs. 40,00,00,000 (Rupees Forty Crore only) does not exceed 10% of the aggregate of the total paid-up equity share capital and free reserves (including securities premium) of the Company as per the latest audited standalone and consolidated financial statements of the Company as at March 31, 2024, whichever sets out a lower amount.
- 8.15 The maximum number of equity shares proposed to be purchased under the Buyback (i.e., 5,00,000 (Five Lakh only) does not exceed 25% of the total number of equity shares in the paid-up equity share capital of the company as per the latest audited standalone and consolidated financial statements of the Company as at March 31, 2024.
- 8.16 The Company shall not make any offer of buyback within a period of 1 (One) year reckoned from the date of 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.
- 8.17 The Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Companies Act and/ or the Buyback Regulations and any other applicable laws.
- 8.18 The Buyback shall be completed within a period of 1 (One) year from the date of passing of the Board resolution approving the Buyback.
- 8.19 There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, as on date.
- 8.20 The ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice its paid-up capital and free reserves (including securities premium) after the Buyback, based on standalone and consolidated financial statements of the Company, whichever sets out a lower amount, as prescribed under the Companies Act and rules made thereunder and Buyback Regulations.
- 8.21 The Company is not buying back its Equity Shares so as to delist its shares or other specified securities from the stock exchanges.
- 8.22 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.
- 8.23 As per Regulation 24(i)(e) of the Buyback Regulations, the members of the Promoter & Promoter Group, and their associates, shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the members of the Promoter & Promoter Group) from the date of the Board resolution approving the Buyback till the closing of the Buyback offer.
- 8.24 In accordance with Regulation 6 of the Buyback Regulations, the Company shall reserve 15% of the number of Equity Shares which the Company proposes to buyback or such number of Equity Shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, for the small shareholders as part of the Buyback.
- 8.25 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.
- 8.26 The Company has outstanding facilities with its lenders. In accordance with Regulation 5(i)(c) and Clause (xii) of Schedule I of the Buyback Regulations, the Company shall not undertake the Buyback unless it has obtained prior consent of its lenders, in case of breach of any covenant with such lenders. The Company confirms that it has obtained the prior consent of its lenders, as necessary, for undertaking the Buyback.

9A CONFIRMATIONS FROM THE BOARD OF THE COMPANY

- 9A.1 As required by Clause (x) of Schedule I of the Buyback Regulations, the Board has confirmed that it has made full enquiry into the affairs and prospects of the Company and has formed an opinion, that:
 - 9A.1.1 Immediately following the date of the Board Meeting, i.e., Thursday, August 08, 2024, approving the Buyback, there will be no grounds on which the Company could be found unable to pay its debts, if any;
 - 9A.1.2 As regards the Company's prospects for the year immediately following the date of Board Meeting 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 will not be rendered insolvent within a period of 1 (One) year from the date of the Board Meeting; and
 - 9A.1.3 In forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act, or the Insolvency and Bankruptcy Code, 2016, as applicable.

9B THE TEXT OF THE REPORT DATED 8TH AUGUST, 2024 OF WALKER CHANDIOK & CO LLP, THE STATUTORY AUDITORS OF THE COMPANY PURSUANT TO THE REQUIREMENTS OF CLAUSE (X) OF THE SCHEDULE I TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018 (AS AMENDED) ("BUY-BACK REGULATIONS"), ADDRESSED TO THE BOARD IS REPRODUCED BELOW:

The report dated August 08, 2024 received from Walker Chandio & Co LLP, Chartered Accountants, the Statutory Auditors of the Company addressed to the Board of Directors of the Company is reproduced as under:

- To,
The Board of Directors
Mayur Uniquoters Limited
Village Jatpura, Jaipur-Sikar Road, Tehsil Chomu,
Jaipur-303704 (Rajasthan) India
1. This report is issued in accordance with the terms of our engagement letter dated 5 August 2024 with Mayur Uniquoters Limited (the Company).
 2. The management of the Company has prepared the accompanying (Annexure A) Statement of Permissible Capital Payment towards Buy-back of Equity Shares ("the Statement") pursuant to the proposed buy-back of equity shares approved by the Board of Directors of the Company in their meeting held on 8 August 2024, in accordance with the provisions of sections 68, 69 and 70 of the Companies Act, 2013 (the Act) and the regulations as specified in the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (as amended) (the "Buyback Regulations"). The Statement contains the computation of amount of permissible capital payment towards buy-back of equity shares in accordance with the requirements of section 68(2)(c) of the Act and Regulation 4 of the Buyback Regulations and based on the audited standalone and consolidated financial statement for the year ended 31 March 2024 on which we had expressed a unmodified opinion vide our report dated 21 May 2024. We have initiated the Statement for the identification purposes only.
 3. Management's Responsibility for the Statement
The preparation of the Statement in accordance with the requirements of section 68(2)(c) of the Act and ensuring compliance with the regulations as specified in the Buyback Regulations, is the responsibility of the management 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 is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting at which the proposal for buy-back was approved; and will not be rendered insolvent within a period of one year from the date of the Board meeting at which the proposal for buy-back was approved by the Board of Directors of the Company, and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act. Further, a declaration is required to be signed by at least two directors of the Company in this respect in accordance with the requirements of the section 68 (6) of the Act.
 5. Auditor's Responsibility
Pursuant to the requirements of sections 68, 69 and 70 of the Act and the regulations as specified in the Buyback Regulations, it is our responsibility to provide reasonable assurance on whether:
 - a) We have inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statement for the year ended 31 March 2024.
 - b) The amount of permissible capital payment, as stated in the Statement, has been properly determined considering the audited standalone and consolidated financial statement for the year ended 31 March 2024 in accordance with section 68(2)(c) of the Act and Regulation 4 of the Buyback Regulations;
 - c) whether the Board of Directors of the Company, in its meeting dated 8 August 2024, has formed the opinion as specified in section 68 of the Act and clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from the date of the Board Meeting.
 6. The audited standalone and consolidated financial statement, referred to in paragraph 5 above, have been audited by us, on which we have issued unmodified opinion vide our review report dated 21 May 2024. Our audit of these standalone and consolidated financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the ICAI (collectively referred to as 'SAs'). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the standalone and consolidated financial statements are free of material misstatement. Such audit was not planned and performed in connection with any transactions to identify matters that maybe of potential interest to third parties.
 7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes' (Guidance Note), issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
 8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SOC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the ICAI.
 9. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the matters mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the matters mentioned in paragraph 5 above. We have performed the following procedures in relation to the matters mentioned in paragraph 5 above:
 - a) Inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statement for the year ended 31 March 2024.
 - b) Examined authorization for buy back from the Articles of Association of the Company;
 - c) Agreed the balance of the Statement of Profit and Loss, Securities Premium Account and General Reserve as at 31 March 2024 as disclosed in the Statement with the audited standalone and consolidated financial statement;
 - d) Examined that the ratio of secured and unsecured debt owed by the Company, if any, is not more than twice the capital and its free reserves after such buy-back;

- e) Examined that all the shares for buy-back are fully paid-up;
- f) Examined that the amount of capital payment for the buy-back as detailed in the Statement is within the permissible limit computed in accordance with section 68(2)(c) of the Act;
- g) Inquired if the Board of Directors of the Company, in its meeting held on 8 August 2024 has formed the opinion as specified in and clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from the date of the Board Meeting;
- h) Examined minutes of the meetings of the Board of Directors;
- i) Examined the Directors' declarations for the purpose of buy-back and solvency of the Company;
- j) Verified the arithmetical accuracy of the Statement; and
- k) Obtained appropriate representations from the management of the Company.

Opinion

10. Based on our examination as above and the information, explanations and representations provided to us by the management, in our opinion:

- a) We have inquired into the state of affairs of the Company in relation to audited standalone and consolidated financial statements for the year ended 31 March 2024;
- b) The amount of the permissible capital payment towards the proposed buy-back of equity shares as computed in the accompanying Statement, is properly determined in accordance with the requirements of section 68(2)(c) of the Act and Regulation 4 of the Buyback Regulations based on the audited standalone and consolidated financial statement for the year ended 31 March 2024;
- c) The Board of Directors of the Company, in its meeting held on 8 August 2024 has formed the opinion as specified in section 68 of the Act and clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from the date of the Board Meeting.

Restriction on distribution or use

11. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the provisions of section 68 and other applicable provisions of the Act and the regulations as specified in the Buyback Regulations, pursuant to the proposed buy-back of equity shares. Our obligations in respect of this report are entirely separate from, and our responsibility and liability is in no way changed by, any other role we may have as auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care we may have in our capacity as auditors of the Company.
12. This report is addressed to and provided to the Board of Directors of the Company solely for use of the Company (i) in connection with the proposed buyback of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Act and the Buyback Regulations, (ii) to enable the Board of Directors of the Company to include in the public announcement, explanatory statement to the shareholders of the Company, draft letter of offer and letter of offer pertaining to buyback to be sent to the shareholders of the Company or filed with the (a) Registrar of Companies, Securities and Exchange Board of India, stock exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the Manager to the proposed buyback offer, each for the purpose of extinguishment of equity shares. Accordingly, this report may not be suitable for any other purpose, and therefore, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose for which to or any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For Walker Chandio & Co LLP

Chartered Accountants

Firm Registration No.: 001076NN500013

Sd/-

Tarun Gupta

Partner

Membership No.: 507892

UDIN: 24507892BKIVZ1739

Place: Jaipur

Date: 8 August 2024

Annexure A

Statement of Permissible Capital Payment as on 31 March 2024

Particulars as on March 31, 2024	Amount on the Basis of Standalone (Rs. In Lakhs)	Amount on the Basis of Consolidated (Rs. In Lakhs)
Paid-up Capital (4,39,52,600 Equity Shares of Rs. 5 each fully paid up)	2,197.63	2,197.63
Reserves and Surplus		
Securities Premium	-	-
General Reserve	-	-
Retained Earnings	84,461.21	85,419.61
Total Reserve	84,461.21	85,419.61
Total paid up capital and free reserves	86,558.84	87,617.24
Maximum amount permissible for Buyback in accordance with proviso to Section 68(2)(c) of the Companies Act, 2013 requiring Board resolution (10% of the paid-up capital and free reserves)	8,665.88	8,761.72
Buyback amount proposed by the Board of Directors per resolution dated August 08, 2024.		4000.00
Buy back size as a percentage of total paid-up Equity Share Capital and free reserves	4.62%	4.57%

Notes:

- A) The aforesaid balances have been extracted accurately from the audited Standalone Financial Statements and audited Consolidated Financial Statements as at and for the year ended 31 March 2024 and secretarial records of the Company.
- B) Free reserves considered above, are in accordance with section 62(43) of the Act and Explanation II to Section 68 of the Act.
- C) The aforesaid Statement has been prepared in connection with the proposed buy-back of upto 5,00,000 equity shares at a price of INR 800/- per share aggregating upto INR 40 Crore. The shares proposed for buy-back have been determined in accordance with the provisions of the Companies Act, 2013 including Section 68 and Regulation 4 to the Buyback Regulations.
- D) The Board of Directors have in their meeting dated 08 August 2024, formed opinion that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the aforesaid date and from the date on which the results of the shareholders' resolution with regard to the proposed buyback are declared.

For **Mayur Uniquoters Limited**

Sd/-

Suresh Kumar Poddar

Chairman and Managing Director & CEO

Date: August 08, 2024

Place: Jaipur

10. RECORD DATE AND SHAREHOLDERS ENTITLEMENT

- 10.1 As required under the Buyback Regulations, the Company has fixed Friday, August 23, 2024, as the Record Date for the purpose of determining the entitlement and the names of the Eligible Shareholders, who will be eligible to participate in the Buyback.
- 10.2 In due course, Eligible Shareholders will receive a letter of offer in relation to the Buyback ("Letter of Offer") along with a Tender Offer form indicating the entitlement of the Eligible Shareholders for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with a tender form, the Eligible Shareholder may participate and tender shares in the Buyback. As required under the Buyback Regulations, the dispatch of the Letter of Offer shall be through electronic mode only, within 2 (two) working days from the Record Date and, if any Eligible Shareholder requires a physical copy of the Letter of Offer, a request has to be sent to the Company or the Registrar to the Buyback and the same shall be provided.
- 10.3 The Equity Shares proposed to be bought back by the Company shall be divided into two categories: (a) reserved category for small shareholders; and (b) general category for all other Eligible Shareholders.
- 10.4 As defined in Regulation 21(i)(n) of the 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 the Stock Exchanges having the highest trading volume as on the Record Date, is not more than Rs. 2,00,000/- (Rupees Two Lakh only).
- 10.5 In accordance with Regulation 6 of the Buyback Regulations, 15% of the number of Equity Shares which the Company proposes to buy back or the number of Equity Shares entitled as per the shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.
- 10.6 Based on the shareholding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder, including small shareholders, to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such Eligible Shareholder belongs to. The final number of Equity Shares that the Company shall purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered by such Eligible Shareholder. Accordingly, the Company may not purchase all of the Equity Shares tendered by an Eligible Shareholder.
- 10.7 In accordance with Regulation 9(i) of the Buyback Regulations, in order to ensure that the same Eligible Shareholder with multiple demat accounts/ folios do not receive a higher entitlement under the small shareholder category, the Company proposes to club together the Equity Shares held by such Eligible Shareholders with a common permanent account number ("PAN") for determining the category (small shareholder or general) and entitlement under Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of PANs of the joint shareholders is identical. In case of Eligible Shareholders holding Equity Shares in physical form, where the sequence of PANs is identical or where the PAN 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 the names of joint shareholders are identical. The shareholding of institutional investors like mutual funds, pension funds/trusts, insurance companies etc, with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the registrar and transfer agent as per the shareholder records received from the depositories.
- 10.8 After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.
- 10.9 The participation of Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders holding Equity Shares of the Company can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate. Eligible Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Eligible Shareholders holding Equity Shares also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body - broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.
- 10.10 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.
- 10.11 The Equity Shares tendered as per the entitlement by Eligible Shareholders holding Equity Shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in the Buyback Regulations. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of Buyback entitlement to tender Equity Shares in the Buyback. The settlement under the Buyback will be done using the mechanism notified under the SEBI Circulars.
- 10.12 Income arising to the shareholders under the Buyback is exempt from income tax in India. However, the participation

in the Buyback by non-resident shareholders may be taxable in their country of residence according to tax laws of their respective countries. The Buyback transaction would also be chargeable to securities transaction tax in India. The shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

- 10.13 Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant timetable will be included in the Letter of Offer to be sent to the Eligible Shareholder(s).
11. **PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUY-BACK**
 - 11.1 The Buyback is open to all Eligible Shareholders holding Equity Shares either in physical and/ or in dematerialized form as on Record Date.
 - 11.2 The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" as specified by the SEBI Circulars ("Stock Exchange Mechanism") and following the procedure prescribed in the Companies Act and the Buyback Regulations and as may be determined by the Board (including the committee of the Board authorized to complete the formalities of the Buyback) on such terms and conditions as may be permitted by law from time to time.
 - 11.3 For implementation of the Buyback, the Company has appointed **M/s Sushil Financial Services Private 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:

The Contact details of Company's Broker are as follows:
Name: **Sushil Financial Services Private Limited**
Address: 12, Homji Street, Fort, Mumbai - 400 001;
Contact Person: Mr. Durga Mishra;
Tel No: +91 22 40778096;
Email Id: durga.mishra@sushilfinance.com; Website: www.sushilfinance.com;
SEBI Registration No.: BSE: INZ0000615135;
CIN: U67120MH1991PTC063438
 - 11.4 BSE will be the designated stock exchange for the purpose of this Buyback. The Company will request BSE 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. The details of the Acquisition Window will be specified by BSE from time to time.
 - 11.5 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. In the event the Seller Member(s) of any Eligible Shareholder is not registered with BSE as a trading member/ stock broker, then that Eligible Shareholder can approach any BSE registered stock broker and can register themselves by using quick unique client code ("UCC") facility through the BSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other BSE registered broker, Eligible Shareholders may approach Company's Broker (i.e., Sushil Financial Services Private Limited, to place their bids, subject to completion of KYC requirements as required by the Company's Broker.
 - 11.7 Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only 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.
 - 11.8 The cumulative quantity tendered shall be made available on the website of BSE (www.bseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.
 - 11.9 Further, the Company will not accept Equity Shares tendered for Buyback which are under 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.
 - 11.10 **Procedure to be followed by Eligible Shareholders holding Equity Shares in dematerialized form:**
 - 11.10.1 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.
 - 11.10.2 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 BSE. For further details, Eligible Shareholders may refer to the circulars issued by BSE and Indian Clearing Corporation Limited ("Clearing Corporation").
 - 11.10.3 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 BSE and the Clearing Corporation.
 - 11.10.4 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 the 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.
 - 11.10.5 For orders placed with respect to dematerialized Equity Shares, by clearing members entities who have been allocated a custodian participant code by the Clearing Corporation ("Custodian Participant"), 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.
 - 11.10.6 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 is being 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. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the Exchange Bidding System, the bid by such Eligible Shareholder shall be deemed to have been accepted.
 - 11.10.7 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.
 - 11.10.8 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 proposed 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. In the event if any equity shares are tendered to Clearing Corporation, excess dematerialized equity shares or unaccepted dematerialized equity shares, if any, tendered by the Eligible Shareholders would be returned to them by the respective Clearing Corporation. If the securities transfer instruction is rejected in the depository system, due to any issue, then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the eligible shareholders. On the date of the settlement, in case of Custodian Participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be returned to the respective custodian depository pool account.
 - 11.10.9 Eligible Shareholders who have tendered their demat shares in the buyback shall also provide all relevant documents, which are necessary to ensure transferability of the demat shares in respect of the tender form to be sent. Such documents may include (but not be limited to): (i) duly attested power of attorney, if any person other than the Eligible Shareholder has signed the tender form; (ii) duly attested death certificate and succession certificate/legal heirship certificate, in case any Eligible Shareholder is deceased, or court approved scheme of merger/amalgamation for a company; and (iii) in case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions).
 - 11.11 **Procedure to be followed by Eligible Shareholders holding Equity Shares in physical form: in accordance with SEBI's circular dated July 31, 2020 (Circular No. SEBI/CFO/CFD/CIR/PT020/14), 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 Buyback Regulations. The procedure is as below:**
 - 11.11.1 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 by the appropriate officer of the relevant depository 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.
 - 11.11.2 Based on accounts mentioned in paragraph 11.11.1 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. 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.
 - 11.11.3 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., Beetal Financial & Computer Services (P) Limited at the address mentioned in paragraph 14 below) on or before the Buyback closing date. The envelope should be super scribed as "**Mayur Uniquoters Limited Buyback 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/ Eligible Shareholders.
 - 11.11.4 The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, BSE shall display such bids as 'unconfirmed physical bids. Once Registrar to the Buyback confirms the bids, they will be treated as 'confirmed bids.
 - 11.11.5 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
 - 11.11.6 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.
 - 11.12 The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporation bodies), foreign portfolio investors, non-resident Indians, non-residents 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.
 - 11.13 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 Eligible Shareholder's broker through which the Eligible Shareholder places the bid.
 - 11.14 Modification/cancellation of orders will only be allowed during the tendering period of the Buyback.
 - 11.15 The cumulative quantity of Equity Shares tendered shall be made available on the website of BSE (www.bseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.
12. **METHOD OF SETTLEMENT**
Upon finalization of the basis of carry over by the Buyback Regulations:

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12.1	The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.	bid will be transferred to the Clearing Corporation.
12.2	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.	12.8 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.
12.3	Details in respect of shareholder's entitlement for Tender Offer process will be provided to the Clearing Corporation by the Registrar on behalf of the Company. On receipt of the same, the Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the Eligible Shareholder. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation.	12.9 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.
12.4	In case the demat account of the Eligible Shareholders is held with one depository and the Clearing Member pool/ Clearing Corporation account is held with another depository, the Clearing Corporation that holds the Clearing Member pool and Clearing Corporation account of the Eligible Shareholder will cancel the excess or unaccepted shares in the depository that holds the demat account. 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 details 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 blocked shares in the demat account of the Eligible Shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/ message received from target depository to the extent of accepted bid shares from Eligible Shareholder's demat account and credit it to the Clearing Corporation settlement account in target depository on settlement date.	12.10 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.
12.5	In relation to the Equity Shares in physical form: a) If Equity Shares in physical form 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' sole risk. The Company also encourages Eligible Shareholders holding Equity Shares in physical form to dematerialize their such Equity Shares. b) If however, only a portion of the Equity Shares in physical form held by an Eligible Shareholder is accepted in the Buyback, then the Company is authorized to split the share certificate and issue a Letter of Confirmation ("LOC") in accordance with SEBI Circular No. SEBI/HO/MFSD/M/RSO_FTAMB/PC/IR/2022/8 dated January 25, 2022 with respect to the new consolidated share certificate for the unaccepted Equity Shares tendered in the Buyback. The LOC shall be dispatched to the address registered with the Registrar and Transfer Agent of the Company ("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 Equity 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 Equity Shares in physical form. In case the Equity Shareholder fails to submit the demat request within the aforementioned period, the RTA shall credit the Equity Shares to a separate demat account of the Company opened for the said purpose.	12.11 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.
12.6	In case of certain client types viz. NRI, foreign clients etc. (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 Selling 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 BSE and the Clearing Corporation from time to time.	12.12 The Equity Shares accepted, bought and lying to the credit of the Company Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.
12.7	Details in respect of shareholder's entitlement for Tender Offer process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On settlement date, all blocked shares mentioned in the accepted	13. COMPLIANCE OFFICER Investors may contact the Company Secretary of the Company for any clarifications or to address their grievances, if any, during office hours i.e., from 10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and public holidays, at the following address: Name: Mr. Pawan Kumar Kumawat Designation: Company Secretary Mayur Uniquoters Limited Village, Jatpura, Jaipur-Sikar Road, Jaipur, Rajasthan, 303704 Telephone: 01423-224001 Email: secr@mayur.biz Website: www.mayuruniquoters.com

REGISTRARTO THE BUY-BACK:



Beetal Financial & Computer Services Private Limited
Beetal House, 3rd, 99, Madangir,
Behind LSC, Near Dada Sukh Das Mandir, New Delhi-110062
Tel: 011 - 29961281-83 | Fax No.: 011 - 29961284
Contact person: Mr. Punit Mittal
Email: beetal@beetalfinancial.com
Website: www.beetalfinancial.com
SEBI Registration Number: INF000000262 | Validity: **Permanent**
Corporate Identification Number: U67120DL1993PTC052486

15. MANAGER TO THE BUY-BACK



D AND A FINANCIAL SERVICES (P) LIMITED
13, Community Centre, East of Kailash,
New Delhi - 110065.
Tel nos: 011-41326121/ 40167038;
Email: investors@dnafinancial.com
Contact Person: Ms. Radhika Pushkarna / Mr. Amitkumar Gattani
SEBI Registration No. INM000011484 | Validity: Permanent
CIN: U74899DL1981PTC012709

16. DIRECTORS' RESPONSIBILITY

As per Regulation 24((a)) of the Buy-back Regulations, the Board accepts responsibility for the information contained in this Public Announcement and confirms that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of Mayur Uniquoters Limited

Sd/	Sd/	Sd/
Suresh Kumar Poddar	Arun Kumar Bagaria	Pawan Kumar Kumawat
Chairman and Managing Director & CEO	Whole Time Director DIN: 00373862	Company Secretary and Compliance Officer M. No: ACS25377
	DIN: 00022395	

Place : Jaipur
Date : August 09, 2024