

# Jai Corp Limited

**Corporate Office:** #603, Embassy Centre, Backbay Reclamation, Nariman Point, Mumbai- 400 021. **Tel:** 91-22-3521 5146/3139 6050; **E-mail:** cs@jaicorpindia.com/  
**E-mail for investors:** cs2@jaicorpindia.com  
**CIN:** L17120MH1985PLC036500 **website:** www.jaicorpindia.com

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September 02, 2024

**The Listing Centre,  
BSE Limited, Mumbai.**  
BSE Scrip Code: 512237

**The Manager,  
Listing Department, National Stock Exchange of India Limited, Mumbai.**  
NSE Symbol: JAICORPLTD

**Sub: Submission of Public Announcement for buyback of equity shares of Jai Corp Limited (“Company”) in terms of Regulation 7 of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (“Buy-back Regulations”)**

Dear Sir/ Madam,

This is further to our intimation dated August 29, 2024, where the Company has informed that the Board of Directors of the Company have approved the proposal to buy-back up to 29,44,415 (Twenty Nine Lakhs Forty Four Thousand Four Hundred Fifteen) fully paid up equity shares of face value of ₹ 1 each (“Equity Shares”) at a price of ₹ 400/- per Equity Share of the Company from the existing shareholders/ beneficial owners as on record date on a proportionate basis through the Tender Offer process (the “Buy-back”).

In this connection, please find enclosed copies of public announcement dated August 30, 2024, published in the below mentioned newspapers on September 02, 2024, containing the disclosures as specified in Regulation 7(i) and Schedule II of Buy-back Regulations:

Sr. No.	Name of the Newspaper	Language	Editions
1	Business Standard	English	All editions
2	Business Standard	Hindi	All editions
3	Navshakti	Marathi	Maharashtra edition

The above information will also be available on the website of the Company, i.e., www.jaicorpindia.com.

Thanking you,

Yours faithfully

For **Jai Corp Limited**

**Company Secretary**

**Enclo. Business Standard-Hindi**

# JAI CORP LIMITED

Corporate Identification Number: L17120MH1985PLC036500

Registered Office: A-3, M.I.D.C. Indl. Area, Nanded-431 603, Maharashtra;

Corporate Office: #603, Embassy Centre, Backbay Reclamation, Nariman Point, Mumbai- 400 021.

Tel: 91-22-3521 5146/3139 6050; E-mail: cs@jaicorpindia.com / cs2@jaicorpindia.com; website: www.jaicorpindia.com

Company Secretary and Compliance Officer: Mr. Ananjan Datta

## PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF JAI CORP LIMITED ("COMPANY") FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED ("BUYBACK REGULATIONS").

This Public Announcement ("Public Announcement" or "PA") is being made in relation to the Buyback of Equity Shares of Jai Corp Limited through the tender offer process, pursuant to Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, for the time being in force including any statutory modifications and amendments from time to time ("SEBI Buyback Regulations") and contains the disclosures as specified in Schedule II read with Schedule I of the SEBI Buyback Regulations.

**OFFER FOR BUYBACK OF UP TO 29,44,415 (TWENTY NINE LAKHS FORTY FOUR THOUSAND FOUR HUNDRED FIFTEEN) FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹. 1/- (RUPEE ONE ONLY) EACH OF THE COMPANY ("EQUITY SHARES") AT A PRICE OF ₹ 400/- (RUPEES FOUR HUNDRED ONLY) PER EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS FROM ALL THE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF THE COMPANY THROUGH THE TENDER OFFER PROCESS USING THE STOCK EXCHANGE MECHANISM.**

Certain figures in this Public Announcement, including the financial information, have been subject to rounding off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum 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.

### 1. DETAILS OF THE BUYBACK OFFER AND BUYBACK OFFER PRICE

1.1 The Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall include any committee constituted and authorized by the Board to exercise its powers), at its meeting held on August 29, 2024 ("Board Meeting Date") has, pursuant to the provisions of Articles of Association of the Company and Section 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Share Capital and Debenture) Rules, 2014 to the extent applicable, as amended, and in compliance with the Buyback Regulations, including any amendments, statutory modifications or re-enactments for the time being in force, and subject to such other approvals, permissions, and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, the Board has approved the buyback of shares of the Company of up to 29,44,415 Equity shares, representing up to 1.65% of the total paid up equity share capital of the Company, at a maximum price of ₹. 400 (Rupees Four Hundred only) per Equity Share ("Buyback Offer Price") from the members of the Company, subject to any increase to the Buyback Offer Price as may be approved by the Board, payable in cash for an aggregate consideration of up to ₹. 1,17,77,66,000 (Rupees One Hundred Seventeen Crores Seventy Seven Lakhs Sixty Six Thousand only) ("Buyback size") excluding Transaction costs (as defined below), and is sourced out of free reserves (retained earnings) and/or such other source as may be permitted by the Buyback Regulations or the Act, from all the existing shareholders of the Company as on record date i.e. September 10, 2024 (the "Record Date") (as defined below), on a proportionate basis, through the tender offer route through stock exchange mechanism as prescribed under the Buyback Regulations ("Buyback").

1.2 The Buyback size constitutes 9.94% and 9.72% of the 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, which is within the prescribed limit of 10% (Ten percent) of the aggregate fully paid-up equity share capital and free reserves of the Company based on the latest audited standalone consolidated financial statements as on March 31, 2024.

1.3 In terms of Regulation 5(vi) (a) of the Buyback Regulations, the Board or Buyback Committee may, till 1 (one) working day prior to the Record Date, increase the Buyback Offer Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buyback Size.

1.4 Since the buyback is not exceeding 10% (Ten percent) of the total paid-up equity share capital and free reserves of the Company, in terms of Section 68(2) (b) of the Act, approval of the shareholders of the Company is not required.

1.5 The Buyback size does not include any brokerage, applicable taxes such as Buyback Tax (as defined below), securities transaction tax, goods and services tax, stamp duty, expenses incurred or to be incurred for the Buyback like filing fees payable to Securities and Exchange Board of India ("SEBI"), Ministry of Corporate Affairs, advisors/legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, etc. ("Transaction Costs").

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

1.7 In addition to the regulation/statutes referred to in paragraph 1.1 above, the Buyback is also in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

1.8 The Buyback shall be undertaken on a proportionate basis (subject to reservation for small shareholders) from the holders of the Equity Shares of the Company, including the members of the Promoter Group, who hold Equity Shares as on the Record Date ("Eligible Shareholders") through the tender offer process prescribed under Regulation 4(iv) (a) of the SEBI Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified in the circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, read with circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, SEBI Circular CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and SEBI Circular CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023 and other applicable circulars issued by the Securities and Exchange Board of India ("SEBI Circulars"). In this regard, the Company will request BSE to provide the acquisition window to facilitate tendering of Equity Shares under the Buyback. Accordingly, Equity shares may be tendered through BSE. For the purpose of buyback, BSE Limited will be Designated Stock Exchange ("Designated Stock Exchange").

1.9 Participation in the Buyback by Eligible Shareholders will trigger tax on distributed income to such shareholders (Buyback Tax) in India and such tax is to be discharged by the Company as per the procedure laid down in the applicable provisions of the Income-tax Act, 1961 read with any applicable rules framed thereunder. Consequently, any income received by Eligible Shareholders pursuant to the Buyback of shares is exempt and hence not includable in the total taxable income of such shareholders. The transaction of Buyback would also be chargeable to securities transaction tax in India. Participation in the Buyback by non-resident Eligible Shareholders may trigger capital gains tax in the hands of such shareholders in their country of residence. In due course, the Eligible Shareholders will receive a letter of offer, which will contain a more 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 Buyback.

1.10 The Buyback from the Eligible Shareholders who are residents outside India including foreign nationals, foreign portfolio investors, foreign institutional investors and foreign corporate bodies, erstwhile overseas corporate bodies, and nonresident Indians etc., shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999, as amended ("FEMA") and the rules and regulations framed thereunder, Income Tax Act, 1961 and rules framed there under, and that such approvals shall be required to be taken by such nonresident shareholders.

1.11 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 Promoters & Promoter Group vide their letters dated August 24, 2024 & August 26, 2024 have communicated that some of the members of the Promoter & Promoter Group intends to participate in the Buyback. The extent of their participation in the Buyback has been detailed in this Public Announcement.

1.12 The Buyback will not result in any benefit to the Promoter and Promoter Group and directors of the Company ("Director(s)") who intend to tender their shares except to the extent of the cash consideration received by them 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 Group of the Company pursuant to completion of Buyback will not result in any change in control over the Company.

1.13 A copy of this Public Announcement is available on the Company's website i.e., www.jaicorpindia.com, and is expected to be made available on the website of SEBI i.e., www.sebi.gov.in and on the websites of Stock Exchanges, i.e., www.nseindia.com and www.bseindia.com during the period of the Buyback.

### 2. OBJECTIVE/ NECESSITY FOR THE BUYBACK AND DETAILS THEREOF

2.1 Share buyback is the acquisition by a company of its own shares. The Board is of the view that the proposed Buyback will help the Company achieve the following objectives (a) Optimize returns to shareholders; (b) Enhance overall shareholders value and (c) Optimizes the capital structure and enhance investor confidence. The above objectives will be achieved by returning part of surplus cash back to shareholders through the Buyback process. This may lead to reduction in outstanding Equity Shares, improvement in earnings per Equity Share and enhanced return on invested capital. The Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations. The Board at its meeting held on August 29, 2024 considered the accumulated free reserves as well as the cash liquidity reflected in the last audited financial statements as on March 31, 2024 and considering these, the Board decided to allocate a sum of ₹. 1,17,77,66,000 (Rupees One Hundred Seventeen Crores Seventy Seven Lakhs Sixty Six Thousand only) excluding the Transaction Costs for distributing to the shareholders holding Equity Shares of the Company through the Buyback.

2.2 After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to recommend Buyback of a price of ₹. 400/- (Rupees Four Hundred Only) per Equity Share for an aggregate consideration of 1,17,77,66,000 (Rupees One Hundred Seventeen Crores Seventy Seven Lakhs Sixty Six Thousand only). Buyback is being undertaken, inter-alia, for the following reasons:

- The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders;
- The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve allocation of number of shares as per their entitlement or 15% of the number of shares to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "Small Shareholder" as per Regulation 2(i)(n) of the SEBI Buyback Regulations;
- The Buyback may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value. The Buyback 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 gives an option to the Shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment.

### 3. MAXIMUM AMOUNT OF FUNDS REQUIRED FOR THE BUYBACK, ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES AND SOURCES OF FUNDS FROM WHICH BUYBACK WOULD BE FINANCED

3.1 The maximum amount required for Buyback will not exceed ₹. 1,17,77,66,000/- (Rupees One Hundred Seventeen Crores Seventy Seven Lakhs Sixty Six Thousand only) excluding Transaction Costs.

3.2 The maximum amount mentioned aforesaid is 9.94% and 9.72% of the aggregate of the 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 (being the latest audited financial statements available as on the Board Meeting Date), respectively, which does not exceed 10% of the aggregate of the total paid-up capital and free reserves of the Company as per latest audited standalone and consolidated financials of the Company as on March 31, 2024.

3.3 The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company or such other source as may be permitted by the SEBI Buyback Regulations or the Companies Act. The funds used will not exceed 10% of the paid-up equity capital and free reserves of the Company as on March 31, 2024.

3.4 The Company shall transfer from its free reserves a sum equal to the nominal value of the Equity Shares so bought back through the Buyback to the Capital Redemption Reserve Account and details of such transfer shall be disclosed in its subsequent audited financial statement.

3.5 The funds borrowed, if any, from Banks and Financial Institutions will not be used for the Buyback.

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

4.1 The Equity Shares of the Company are proposed to be bought back at a price of Rs. 400/- (Rupees Four Hundred Only) per Equity Share ("Buyback Offer Price").

4.2 The Buyback Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average prices and closing price of the Equity Shares on the Stock Exchanges where the Equity Shares of the Company are listed.

4.3 In accordance with Regulation 5(vi)(a) of the Buyback Regulations, the Board or Buyback Committee may increase the maximum Buyback Price and decrease the number of Equity Shares proposed to be bought back till 1 (one) working day prior to the Record Date fixed for the purpose of Buyback, provided that there is no change in the Buyback Size.

4.4 The Buyback Price represents:

- premium of 5.56% and 6.57% over the volume weighted average market price of the Equity Shares on the NSE and the BSE, respectively, during the 3 (three) months preceding August 24, 2024, being the date of intimation to the Stock Exchanges regarding the Board Meeting Date ("Intimation Date");
- premium of 9.51% and 9.98% over the volume weighted average market price of the Equity Shares on the NSE and BSE, respectively, during the 2 (two) weeks period preceding Intimation Date;
- premium of 8.30% and 8.34% over the closing price of the Equity Shares on the NSE and the BSE respectively, as on August 24, 2024, being the Intimation Date;
- Premium of 1.99% and 1.92% over the closing price of the Equity Shares on NSE and BSE, respectively, as on August 28, 2024, being the working day preceding the Board Meeting Date; and
- premium of 1.91% and 1.91% over the closing price of the Equity Share on NSE and BSE, respectively, as on August 29, 2024, being the Board Meeting Date.

4.5 The closing market price of the Equity Shares as on the Intimation Date was ₹ 369.35 and ₹ 369.20 and as on the Board Meeting Date was ₹ 392.50 and ₹ 392.50 on the NSE and the BSE, respectively.

4.6 As required under Section 68(2)(d) of the Companies Act and Regulation 4(ii) (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 after the Buyback based on standalone and consolidated financial statements of the Company as on March 31, 2024, whichever sets out a lower amount.

### 5. MAXIMUM NUMBER OF SECURITIES THAT THE COMPANY PROPOSES TO BUYBACK

The Company proposes to buyback not exceeding 29,44,415 Equity Shares of face value of ₹. 1/- (Rupee One only) each, representing 1.65% of the total number of Equity Shares issued and paid-up equity share capital of the Company as per the audited financial statements as of March 31, 2024 or lesser, depending upon the final price determined by the Board/ Buyback Committee.

### 6. METHOD TO BE ADOPTED FOR THE BUYBACK

6.1 The Buyback is open to all Eligible shareholders/beneficial owners of the Company holding equity shares either in physical and/or dematerialized form, as on the Record Date.

6.2 The Buyback is being undertaken on a proportionate basis from the equity shareholders of the Company, including the promoter and promoter group of the Company who hold equity shares or persons in control who hold equity shares as on the Record Date (the "Eligible Shareholders") through the tender offer route prescribed under Regulation 4(vi)(a) of the Buyback Regulations. Additionally, the buyback shall be, subject to applicable laws, implemented by tendering of equity shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by the SEBI in its circulars bearing reference number:

- CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015;
- CFD/DCR2/CIR/P/2016/131 dated December 9, 2016;
- 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 as amended from time to time (collectively, the "SEBI Circulars").

In this regard, the Company will request the BSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback. For the purposes of this Buyback, BSE will be the designated stock exchange.

### 7. DETAILS OF HOLDINGS OF AND TRANSACTIONS IN THE EQUITY SHARES BY THE PROMOTERS, MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL, DIRECTORS, THE KEY MANAGERIAL PERSONNEL OF THE COMPANY AND DIRECTORS OF PROMOTERS AND MEMBERS OF THE PROMOTER GROUP

7.1 The aggregate shareholding of the promoters, members of the Promoter Group and of persons who are in control of the Company, as on the Board Meeting date i.e., August 29, 2024 and the date of this Public Announcement i.e., August 30, 2024, is as follows:

Sl. No.	Name	No. of Equity shares	% of Shareholding
1.	Harsh Anand Jain	23253153	13.03
2.	Ruchi Jain Hanasoge	21946966	12.30
3.	Ankit Jain	21746967	12.19
4.	Gaurav Jain	18213394	10.21
5.	Sushma Anand Jain	16130740	9.04
6.	NK Trust	10887100	6.10
7.	Mega Trust	7921617	4.44
8.	LJNK Trust	6671823	3.74
9.	Anand Jaikumar Jain	3610240	2.02
10.	Somerset Trading Private Limited	200000	0.11
11.	Hide N Chic Furniture Pvt. Ltd.	200000	0.11
12.	Kasturi Trading Co Pvt Ltd	200000	0.11
13.	Mega Pipes Private Limited	200000	0.11
14.	Ridhi Synthetics Limited	100000	0.06
15.	Richmond Traders Private Limited	200000	0.11
16.	Sparsh Trading Private Limited	200000	0.11
17.	Virendrakumar Jaikumar Jain	100	Negligible
18.	Rina Virendra Jain	100	Negligible
19.	Satyapal Jaikumar Jain	100	Negligible
20.	Laxmi Jain	100	Negligible
	<b>Total</b>	<b>13,16,82,400</b>	<b>73.79</b>

7.2 The aggregate shareholding of the Directors of Promoters and members of the Promoter Group (where the Promoter or Promoter Group entities are Companies/ body corporates) as on the Board Meeting Date, i.e., August 29, 2024, and the date of this Public Announcement i.e. August 30, 2024:

Sl. No.	Name of the Director	Name of the Promoter	No. of Equity shares	% of Shareholding
1	Virendra Jain	Hide N Chic Furniture Private Limited	100	Negligible
2	Ankit Jain	Hide N Chic Furniture Private Limited	2,17,46,967	12.19 %
3	Satyapal Jain	Mega Pipes Private Limited	100	Negligible
4	Gaurav Satyapal Jain	Mega Pipes Private Limited	1,82,13,394	10.21 %
	<b>Total</b>			

7.3 The aggregate shareholding of the Directors and Key Managerial Personnel ("KMPs") of the Company as on the Board Meeting Date, i.e., August 29, 2024, and the date of this Public Announcement i.e. August 30, 2024:

Sl. No.	Name of the Director	Name of the Promoter	No. of Equity shares	% of Shareholding
1.	Deepak Ojha	Chief Financial Officer	150	Negligible
	<b>Total</b>		<b>150</b>	<b>Negligible</b>

7.4 No Equity Shares or other specified securities in the Company were either purchased or sold (either through the stock exchanges or off market transactions) by any of the (i) promoters; (ii) members of the promoter group (iii) directors of the promoter and promoter group, where such promoter or promoter group entity is a Company and of persons who are in control of the Company (iv) Directors and KMPs of the Company during a period of 6 (six) months preceding the date of the board meeting i.e., Thursday, August 29, 2024 till the date of this public announcement i.e., Friday, August 30, 2024 for Buyback.

### 8. INTENTION OF THE PROMOTERS, MEMBERS OF THE PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES IN THE BUYBACK

8.1 In terms of the provisions of the Buyback Regulations, under the tender offer route, the Promoter and members of the Promoter Group and persons who are in control of the Company have an option to participate in the Buyback. In this regard, the Promoters and the members of the Promoter Group have expressed their intention to participate in the Buyback vide their letters dated August 24, 2024 & August 26, 2024 and may tender up to: (i) an aggregate maximum of 21,69,452 Equity Shares (as detailed below); or (ii) such lower number of Equity Shares in accordance with the provisions of the Buyback Regulations.

8.2 Please see below the maximum number of Equity Shares intended to be tendered by each of the Promoter and members of the Promoter group:

Sr. No.	Name of the Promoter/Promoter Group	Maximum number of Equity shares intended to be offered in the Buyback
1.	Harsh Anand Jain	3,83,677
2.	Ruchi Jain Hanasoge	3,62,125
3.	Ankit Jain	3,58,825
4.	Gaurav Jain	3,00,521
5.	Sushma Anand Jain	2,66,157
6.	NK Trust	1,79,637
7.	Mega Trust	1,30,706
8.	LJNK Trust	1,10,085
9.	Anand Jaikumar Jain	59,569
10.	Somerset Trading Private Limited	3,300
11.	Kasturi Trading Co Pvt Limited	3,300
12.	Ridhi Synthetics Limited	1,650
13.	Richmond Traders Private Limited	3,300
14.	Sparsh Trading Private Limited	3,300
15.	Mega Pipes Private Limited	3,300
	<b>Total</b>	<b>21,69,452</b>

8.3 Since the entire shareholding of the Promoters is in dematerialized form, the details of the date and price of acquisition/sale of the Equity Shares of the Promoters and members of the Promoter group who intend to participate in the Buyback is set out below:

Sr. No.	Date of Transaction	Number of Equity Shares Acquired/Sold	Nominal value (INR)	Transaction Value (INR)	Nature of Transaction	Cumulative Holding
<b>HARSH ANAND JAIN</b>						
1	01.04.1999	600	6,000	NIL	Bonus	600
2	01.04.1999	1,42,878	14,28,780	35,53,074.82	Opening Balance	1,43,478
3	09.06.1999	20,000	2,00,000	401822.01	Open market	1,63,478
4	27.03.2006	9,94,100	99,41,000	NIL	Inter se transfer	11,57,578
5	13.10.2007	Bonus & Split		NIL	NA	2,31,51,560
6	26.08.13 to 30.08.13	24,800	24,800	9,86,815.73	Open market	2,31,76,360
7	02.09.13 to 05.09.13	33,200	33,200	13,41,671.41	Open market	2,32,09,560
8	01.10.13 to 31.10.13	42,000	42,000	19,98,132.41	Open market	2,32,51,560
9	21.08.2017	1,593	1,593	NIL	Inter se transfer	2,32,53,153
<b>Cumulative Shareholding</b>						<b>2,32,53,153</b>
<b>Maximum number of Equity Shares intended to be tendered</b>						<b>3,83,677</b>
<b>RUCHI JAIN HANASOGE</b>						
1	04.07.2019	2,12,73,120	2,12,73,120	NIL	Inter se transfer	2,12,73,120
2	17.03.2023-20.03.2023	4,72,654	4,72,654	5,80,44,411.89	Open market	2,17,45,774
3	24.03.2023-27.03.2023	2,01,192	2,01,192	2,60,31,378.97	Open market	2,19,46,966
<b>Cumulative Shareholding</b>						<b>2,19,46,966</b>
<b>Maximum number of Equity Shares intended to be tendered</b>						<b>3,62,125</b>
<b>ANKIT JAIN</b>						
1	-	100	100		Open market	100
2	21.08.2017	1,593	1,593	NIL	Inter se transfer	1,693
3	04.07.2019	2,17,19,120	2,17,19,120	NIL	Inter se transfer	2,17,20,813
4	27.03.2023	26,154	26,154	3432108.99	Open market	2,17,46,967
<b>Cumulative Shareholding</b>						<b>2,17,46,967</b>
<b>Maximum number of Equity Shares intended to be tendered</b>						<b>3,58,825</b>
<b>GAURAV JAIN</b>						
1	-	100	100		Open market	100
2	21.08.2017	1,594	1,594	NIL	Inter se transfer	1,694
3	11.03.2020	1,82,11,700	1,82,11,700	NIL	Inter se transfer	1,82,13,394

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- 9. NO DEFAULT**
- The Company confirms that there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.
- 10. CONFIRMATION BY THE BOARD OF DIRECTORS**
- As required by clause (x) of Schedule I in accordance with Regulation 5(iv)(b) of the Buyback Regulations, the Board of Directors of the Company ("Board") hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and after taking into account the financial position of the Company including the projections and also considering all contingent liabilities, has formed an opinion that:
- That immediately following the date of the Board Meeting held on Thursday, August 29, 2024, there are no grounds on which the Company can be found unable to pay its debts;
  - That as regards the Company's prospects for the year immediately following the date of the Board Meeting, approving the Buyback and having regards to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting approving the Buyback as well as the year within a period of one year from the date of Board Meeting;
  - In forming the 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 Act or the Insolvency and Bankruptcy Code, 2016 (to the extent notified), as applicable.
- 11. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE SEBI BUYBACK REGULATIONS AND THE COMPANIES ACT, 2013**
- All the Equity Shares of the Company are fully paid-up;
  - The Company, as per provisions of Section 68(8) of the Act, shall not make further issue of the same kind of Equity Shares or other specified securities including allotment of new equity shares under clause (a) of sub-section (1) of section 62 or other specified securities within a period of 6 (six) months after the completion of the Buyback except by way of bonus shares or Equity Shares issued to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;
  - The Company shall not raise further capital for a period of 1 (one) year from the closure of the Buyback, i.e. the date on which the payment of consideration to shareholders who have accepted the Buyback offer is made except in discharge of subsisting obligations;
  - The Company shall not issue any shares or other securities from the date of this resolution including by way of bonus issue till the expiry of the period of Buyback i.e., date on which the payment of consideration to shareholders who have accepted the offer of Buyback is made in accordance with the Companies Act and the Buyback Regulations;
  - The Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable;
  - The Company shall transfer from its free reserves a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited financial statements;
  - 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;
  - The Company shall not buyback its Equity Shares from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
  - The Company has been in compliance with Sections 92, 123, 127 and 129 of the Act;
  - The funds borrowed whether secured or unsecured, of any form and nature, from banks and financial institutions will not be used for the Buyback;
  - The Buyback Size i.e., ₹ 1,17,77,66,000 (Rupees One Hundred Seventeen Crores Seventy Seven Lakhs Sixty Six Thousand only) does not exceed 10% of the aggregate of the fully paid-up Equity Share capital and free reserves (including securities premium account) of the Company as per the latest audited balance sheet as on March 31, 2024 on standalone and consolidated basis, whichever sets out a lower amount;
  - The maximum number of Equity Shares proposed to be purchased under the Buyback (up to 29,44,415 Equity Shares), does not exceed 25% of the total number of Equity Shares in the paid-up equity share capital of the Company as on March 31, 2024;
  - The Company shall not make any offer of buyback within a period of 1 (one) year reckoned from the expiry of the Buyback period i.e. date on which the payment of consideration to shareholders who have accepted the buyback offer is made in accordance with the Companies Act and the Buyback Regulations; and the Company has not undertaken a buyback of any of its securities during the period of 1 (one) year immediately preceding the date of this Board Meeting;
  - As per Regulation 24(i)(e) of the Buyback Regulations, the Promoters, or their associates, shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the Promoters) from the date of Board resolution approving the Buyback till the closing of the Buyback offer;
  - There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act, as on date;
  - The ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice the paid-up share capital and free reserves based on both, audited standalone and consolidated financial statements of the Company as on March 31, 2024, as prescribed under the Companies Act and rules made thereunder and Buyback Regulations;
  - The Buyback shall be completed within a period of 1 (one) year from the date of passing of this resolution;
  - The Company shall not withdraw the Buyback offer after the letter of offer is filed with the SEBI or the public announcement of the offer of the Buyback is made, except where any event or restriction may render the Company unable to effect Buyback;
  - The Company shall not allow buy back of its shares unless the consequent reduction of its share capital is affected;
  - The Company is not undertaking the Buyback to delist its Equity Shares or any other specified securities from the stock exchanges;
  - Consideration of the Equity Shares bought back by the Company will be paid only by way of cash; and
  - The information pertaining to the Company as may be set out in the Public Announcement, Letter of Offer any corrigenda and all other documents with respect to the Buyback shall be true, fair and adequate information in all material aspects and shall not contain any misleading information.
- 12. REPORT ADDRESSED TO THE BOARD OF DIRECTORS BY THE COMPANY'S AUDITORS ON THE PERMISSIBLE CAPITAL PAYMENT**

The text of the report dated August 29, 2024, of M/s. Chaturvedi & Shah LLP, Chartered Accountants, the Statutory Auditors of the Company, addressed to the Board of the Company is reproduced below:

**Quote**

To,  
Board of Directors  
Jai Corp Limited  
603, Embassy Centre,  
Back Bay Reclamation,  
Nariman Point, Mumbai- 400 021

**Re: Statutory Auditor's Report in respect of proposed buyback of equity shares by Jai Corp Limited ("the Company") in terms of Clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("the Buyback Regulations")**

- This Report is issued in accordance with the terms of their request letter dated August 24, 2024.
  - The Board of Directors of the Company have approved a proposal for buyback of Equity Shares by the Company at its Meeting held on August 29, 2024, in pursuance of the provisions of Sections 68, 69 and 70 of the Companies Act, 2013, as amended (the "Act") and the Buyback Regulations.
  - We have been requested by the Management of the Company to provide a report to the accompanying "Statement of Permissible Capital Payment as at March 31, 2024" (Annexure A) (hereinafter referred to as the "Statement"). This Statement has been prepared by the Management, which we have stamped for the purposes of identification only.
- Management's Responsibility**
- The preparation of the Statement in compliance with Section 68(2)(b) of the Act and the proviso to Regulation 5(i)(b) of the Buyback Regulations and compliance with the Buyback Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
  - As the Buyback Regulations and the Act do not define the term "insolvent", the Company has applied the guidance provided in paragraphs 25 and 26 of Ind AS 1, Presentation of Financial Statements, which relate to the assessment of the Company's ability to continue as a going concern for a period of one year from 29<sup>th</sup> August, 2024 as well as for a period of one year immediately following the date of passing of the Board Meeting resolution.
- Auditor's Responsibility**
- Pursuant to the requirement of the Buyback Regulations, it is our responsibility to obtain reasonable assurance that:
    - We have inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements as at March 31, 2024 which were approved by the Board of Directors of the Company at their meeting held on May 27, 2024;
    - the amount of permissible capital payment as stated in Annexure A, has been properly determined considering the audited standalone and consolidated financial statements as at March 31, 2024 in accordance with Section 68(2)(b) of the Act and the proviso to Regulation 5(i)(b) of the Buyback Regulations; and
    - the Board of Directors of the Company in their Meeting held on August 29, 2024 have formed the opinion as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent (as defined in management responsibility above) within a period of one year from the aforesaid date with regard to the proposed buyback is approved at Board meeting.
  - The Audited Standalone and Consolidated Financial Statements as at March 31, 2024 referred to in paragraph 5 above, have been audited by us on which we issued an unmodified and modified audit opinion respectively in our report dated May 27, 2024. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audit was not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.
  - We conducted our examination of the Statement in accordance with the "Guidance Note on Audit Reports and Certificates for Special Purposes" (Revised 2016), issued by the Institute of Chartered Accountants of India (the "Guidance Note") and Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this report. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
  - We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1 Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements. Further our examination did not extend to any other parts and aspects of a legal or proprietary nature in the aforesaid Buyback.

**Opinion**

- Based on inquiries conducted and our examination as above, we report that:
    - We have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements as at and for the year ended March 31, 2024 which have been approved by the Board of Directors of the Company in their meeting held on May 27, 2024;
    - The amount of permissible capital payment towards the proposed buy back of equity shares as computed in the Statement attached herewith, as Annexure A, in our view has been properly determined in accordance with the proviso to Section 68(2)(b) of the Act and the proviso to Regulation 5(i)(b) of Buyback Regulations.
    - The Board of Directors of the Company in their meeting held on August 29, 2024 have formed their opinion, as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds that the Company will not, having regard to its state of affairs, will not be rendered insolvent within a period of one year from date of the passing of the Board Resolution dated 29<sup>th</sup> August 2024.
- Restriction on uses**
- This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buyback of equity shares of the Company as mentioned in paragraph 2 above, (ii) to enable the Board of Directors of the Company to include in the Letter of offer and other documents pertaining to buyback to be filed with (a) the Registrar of Companies, Securities and

Exchange Board of India, stock exchanges, and any other regulatory authority as per applicable law; and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (c) can be shared with the Manager to Buyback offer in connection with the proposed buyback of equity shares of the Company for onward submission to relevant authorities in pursuance to the provisions of Section 68 and other applicable provisions of the Act and the Buyback Regulations, and may not be suitable for any other purpose. This report should not be used for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

**For Chaturvedi & Shah LLP**  
Chartered Accountants  
Firm's Registration No.: 101720W/W100355  
Sd/-  
**Lalit R. Mhalsekar**  
Partner  
Membership No.: 103418  
UDIN: 24103418BKCRJ9567  
Place: Mumbai  
Date : August 29, 2024

**Annexure A - Statement of Permissible Capital Payment**

Computation of amount of permissible capital payment towards buyback of equity shares in accordance with proviso to Section 68(2)(b) of the Companies Act, 2013 ("the Act") and read with proviso to Regulation 5(i)(b) of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 ("Buy Back Regulations"), as amended, based on annual audited standalone and consolidated financial statements as at and for the year ended 31 March, 2024.

Particulars	(Rs. in Lacs)	
	Amount as per standalone financial Statements (Audited)	Amount as per consolidated financial statements (Audited)
<b>Paid up equity share capital as at 31st March, 2024 (A)</b>	<b>1,784.71</b>	<b>1,784.71</b>
Free Reserves as at 31st March, 2024:		
Retained Earnings	54,082.03	49,407.51
Securities Premium	43,348.95	43,348.95
General Reserve	19,812.42	27,312.42
Less: adjustment as per section 2 (43) of Companies Act 2013:		
Unrealised gains	534.73	659.12
<b>Total Free Reserves (B)</b>	<b>1,16,708.67</b>	<b>1,19,409.76</b>
Total Paid Up Equity Share Capital and Free Reserves (C = A + B)	<b>1,18,493.38</b>	<b>1,21,194.46</b>
Maximum amount permissible for the buyback as per section 68 (2) (i) read with buyback regulations [i.e. 10% of paid-up equity share capital and free reserves as above] C*10%	<b>11,849.34</b>	<b>12,119.46</b>
Maximum amount permissible for the buyback: lower of standalone and consolidated amount	<b>11,849.34</b>	

**Note: Maximum amount permitted by the Board Resolution dated August 29, 2024 approving buy back of equity shares of Jai Corp Limited is ₹ 1,17,77,66,000 (Rupees One Hundred Seventeen Crores Seventy Seven Lakhs Sixty Six Thousand only).**

- Note:**
- The amounts of paid-up equity capital and free reserves as at 31<sup>st</sup> March, 2024 have been extracted from the annual audited standalone and consolidated financial statements of the Company as at and for the year ended 31<sup>st</sup> March, 2024.
  - As the Buy Back Regulations, as amended and the Act do not define the term "insolvent", the Company has applied the guidance provided in paragraphs 25 and 26 of Ind AS 1, Presentation of Financial Statements, which relate to the assessment of the Company's ability to continue as a going concern for a period of one year from August 29, 2024.

**For and on behalf of the Board of Jai Corp Limited**  
Sd/- Sd/-  
**Dinesh D. Paliwal** **Deepak Ohja**  
Whole Time Director Chief Financial Officer  
DIN: 005244064

Place : Mumbai  
Date : August 29, 2024

**Unquote**

**13. PRIOR APPROVALS FROM LENDERS**

In accordance with Regulation 5(i)(c) and Clause (xii) of Schedule I of Buyback Regulations, the Company shall not undertake the Buyback unless it has obtained prior consent of its lenders. The Company is not required to obtain any approvals pursuant to provisions of its facilities with the lenders.

**14. RECORD DATE AND SHAREHOLDER ENTITLEMENT**

- As required under the Buyback Regulations, the Company has fixed Tuesday, September 10, 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 ("Record Date").
- As per the Buyback Regulations and such other circulars or notifications, as may be applicable, 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 Shareholder 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 will 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 to be sent to the Company or the Registrar to the Buyback and the same shall be provided.

**14.3.** The Equity Shares proposed to be bought back by the Company shall be divided into two categories; (i) reserved category for Small Shareholders (defined below) and (ii) the general category for all other Eligible Shareholders.

**14.4.** As defined in Regulation 2(i)(n) of the Buyback Regulations, a "Small Shareholder" is a shareholder who holds Equity Shares having market value, on the basis of closing price of shares on the Stock Exchanges, on which the highest trading volume in respect of the Equity Shares on the Record Date was recorded, of not more than INR 2,00,000/- (Indian Rupees two lakh only) ("Small Shareholder"). For the purpose of classification of a shareholder, as a "Small Shareholder", multiple demat accounts having the same permanent account number ("PAN"), in case of securities held in the demat form are to be clubbed together.

**14.5.** 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.

**14.6.** Based on the shareholding as 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. The final number of Equity Shares the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered by such Eligible Shareholder. Accordingly, the Company may not purchase all of the Equity Shares tendered by the Eligible Shareholders in the Buyback.

**14.7.** In accordance with Regulation 9(x) of the Buyback Regulations, in order to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder Category, the Company will club together the equity shares held by such shareholders with a common PAN for determining the category (i.e., 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. In case of physical shareholders, where the sequence of PANs is identical, the Company will club together the equity shares held in such cases. Similarly, in case of physical shareholders where PAN is not available, the Company will check the sequence of names of the joint holders and club together the equity shares held in such cases where the sequence of name of joint shareholders is 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 ("RTA") as per the shareholder records received from the depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body - broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

**14.8.** 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.

**14.9.** The participation of the Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders may opt to participate, in part or in full, and receive cash in lieu of the Equity Shares accepted under the Buyback or they may choose not to participate. 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 Eligible Shareholders, if any.

**14.10.** The maximum number of Equity Shares that can be tendered under the Buyback by any Eligible Shareholder should not 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.

**14.11.** The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in 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 of the tenders under the Buyback will be done using the mechanism notified by the SEBI Circulars.

**14.12.** 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.

**14.13.** 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 which will be sent to the Eligible Shareholders.

**15. PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK**

- The Buyback is open to all eligible shareholders, i.e., the shareholders who on the Record Date are holding Equity Shares either in physical form ("Physical Shares") and the beneficial owners who on the Record Date are holding Equity Shares in the dematerialized form ("Demat Shares") (such shareholders are referred as the "Eligible Shareholders").
- The Buyback will be implemented using the "Mechanism for acquisition of shares through Stock Exchange" issued by SEBI vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, and SEBI Circular CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, and SEBI Circular CFD/POD-2/P/CIR/2023/35 dated March 8, 2023 and in accordance with the procedure prescribed in the Companies Act and the SEBI Buyback Regulations, and as may be determined by the Board of Directors, or the Executive Committee (a committee authorised by the Board to exercise its powers in relation to the Buyback, the "Buyback Committee"), on such terms and conditions as may be permitted by law from time to time.
- For implementation of the Buyback, the Company has appointed 360 One Distribution Services Limited as the registered broker to the Company (the "Company's Broker") through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

**Name:** 360 One Distribution Services Limited  
**CIN No.:** U45201MH1995PLC228043  
**Add:** One Centre, Kamala City, Senapati Bapat Marg, Mumbai - 400 013.  
**Tel. No.:** (+91-22) 4876 5600  
**Email:** brokingcompliance@360.one  
**Website:** www.360.one  
**Contact person:** Mr. Dinesh Tanwar  
**SEBI Registration No.:** INZ000296339

- The Company shall request BSE to provide a separate window (the "Acquisition Window") to facilitate placing of sell orders by the Eligible Shareholders who wish to tender their Equity Shares in the Buyback. For the purpose of this Buyback, BSE would be the Designated Stock Exchange ("Designated Stock Exchange"). The details of the Acquisition Window will be as specified by BSE from time to time.
- During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by the Eligible Shareholders through their respective stock brokers ("Shareholder Broker") during normal trading hours of the secondary market. The Stock Broker can enter orders for Demat Shares as well as Physical Shares. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders.
- In the event Stock Broker(s) of Eligible Shareholder is not registered with BSE as a trading member/stockbroker, then that Eligible Shareholders 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., 360 One Distribution Services Limited to place their bids, subject to completion of KYC requirements as required by the Company's Broker.
- 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.
- 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.
- Further, The Company will not accept Equity Shares tendered for the Buyback which under restraint order of the court for transfer/sale and/or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.
- The reporting requirements for Non-Resident Shareholders under the Foreign Exchange Management Act, 1999, RBI and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholder and/or the Shareholder Broker through which the Eligible Shareholder places the bid.

**15.11. Procedure to be followed by Eligible Shareholders holding Equity Shares in Demat Form**

- Eligible Shareholders holding equity shares in Demat forms who desire to tender their Demat Shares under the Buyback would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares they intend to tender under the Buyback.
- The Shareholder Broker would be required to place an order/bid on behalf of the Eligible Shareholder who wish to tender Demat Shares in the Buyback using the Acquisition Window of the BSE. For further details, Eligible Shareholders may refer to the circulars issued by BSE and Indian Clearing Corporation Limited ("Clearing Corporation").
- 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 or the Clearing Corporation.
- The lien shall be marked by the Shareholder Broker in the demat account of the Eligible Shareholder for the Equity Shares tendered in the Buyback. Details of such Equity Shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the depositories to Clearing Corporations.
- In case, the Eligible Shareholder's 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 Eligible Shareholder's demat account at source depository during the tendering period. Inter-Depository Tender Offer ("IDT") instructions shall be initiated by the Eligible Shareholders at source depository to Clearing Corporation / Clearing Member account at target depository. The source depository shall block the Eligible Shareholder's Equity Shares (i.e. transfers from free balance to blocked balance) and will send IDT message to target depository for confirming creation of lien. Details of Equity Shares blocked in the Eligible Shareholders demat account shall be provided by the target depository to the Clearing Corporation.
- For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order/bid by custodian participant. 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 shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip ("TRS") generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/bid has been placed. TRS will contain details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. 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.
- It is clarified that, in case of demat equity shares, submission of Tender Form and TRS is not mandatory. In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid by such Equity Shareholder shall be deemed to have been accepted.
- The Eligible Shareholders will have to ensure that they keep the depository participant account active and unlocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by Company. Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the depository participant 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 share, if any, tendered by the eligible shareholders would be returned to them by the respective Clearing Corporation. If the securities transfer instruction is rejected in the depository system, due to any issue, then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the eligible shareholder. On the date of the settlement, in case of Custodian Participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be returned to the respective custodian depository pool account.
- 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).

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

In accordance to SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020. Shareholders holding securities in physical form are allowed to tender Equity Shares in the Buyback through tender offer route. However, such tendering shall be as per the provisions of the Buyback Regulations. The procedure is as follows:

- Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (i) the Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (ii) original share certificate(s), (iii) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of PAN Card(s) of all Eligible Shareholders, (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar card, voter identity card or passport.
- Based on these documents, the concerned Shareholder Broker shall place an order/bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the acquisition window of BSE. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of equity shares tendered etc.
- Shareholder Broker/Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) & documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback i.e. KFin Technologies Limited (at the address mentioned at paragraph 18 below) or the collection centre of the Registrar details of which will be included in the Letter of Offer on or before the Buyback closing date. The envelope should be super-scribed as "Jai Corp Limited - Buyback 2024". One copy of the TRS will be retained by Registrar and it will provide acknowledgement of the same to the Seller Member/Eligible Shareholder.
- 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, BSE 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 website of BSE.
- In case any Eligible Shareholder has submitted Equity Shares in physical form for Dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.
- An unregistered shareholder holding physical shares may also tender Equity Shares for Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to Record Date, in his name, along with the offer form, copy of his PAN card and of the person from whom he has purchased shares and other relevant documents as required for transfer, if any.

- 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.
- 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.
- Modification/cancellation of orders will only be allowed during the tendering period of the Buyback.
- 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.

**16. Method of Settlement**

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

- The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to the respective Eligible Shareholders. If any Eligible Shareholder's bank account details are not available or if the fund transfer instruction is rejected by the RBI or relevant bank, due to any reasons, then the amount payable to the Eligible Shareholders will be transferred to the concerned Seller Members' settlement bank account or onward transfer to such Eligible Shareholder.

# मानसिकता में बदलाव और कठोरतम कानून पर अमल जरूरी

## महिला सुरक्षा के मुद्दे राजनीति से दूर रखें

अपराधियों के हासले इतने बुलंद हो गए कि उन्हें कानून, पुलिस प्रशासन और किसी का भय नहीं रहा है। आए दिन निर्बाध गति से हो रहे बर्बरतापूर्ण अपराधों को रोकने के लिए अन्य देशों की तरह तुरंत ही मृत्युदंड दे देना चाहिए। महिलाओं पर होने वाले अत्याचारों के संबंध में राजनीतिक रोटियां सेंकना भी बंद होना चाहिए।

### हेमलता कर्नावट

इंदौर, मध्य प्रदेश

## सुरक्षा संबंधी जागरूकता जरूरी

समाज में महिलाओं के प्रति सम्मान और समानता की भावना को बढ़ावा देने के लिए स्कूल-कॉलेजों में महिलाओं की सुरक्षा से संबंधित जागरूकता कार्यक्रमों का आयोजन किया जाना चाहिए। महिलाओं को आत्मरक्षा के तरीकों की शिक्षा दी जानी चाहिए। ताकि वे किसी भी असामान्य परिस्थिति का सामना कर सकें। महिलाओं से जुड़े मामलों में न्याय की त्वरित और निष्पक्ष व्यवस्था भी आवश्यक है। ताकि अपराधियों को जल्द से जल्द सजा मिल सके। महिलाओं की सुरक्षा के लिए समाज की मानसिकता में बदलाव भी जरूरी है।

### विकास कुमार

महाराजगंज, उत्तर प्रदेश

## सख्त कानूनों का प्रचार-प्रसार जरूरी

एक सभ्य समाज में महिला, बहनों और बेटियों की सुरक्षा हम सभी की नैतिक जिम्मेदारी है। सरकार ने भी यौन अपराध करने वालों को कठोर सजा देने का प्रावधान कानून में किया है। किंतु महज कानून या सजा से ही काम नहीं चलेगा। इन कानूनों की सख्ती से जनसमुदाय को वाकिफ कराने के लिए व्यापक प्रसार भी बेहद जरूरी है। शासकीय एवं निजी संस्थानों, सार्वजनिक स्थलों पर इन सजाओं के प्रावधानों का विवरण अंकित किया जाए। इन प्रकरणों में हुई सजाओं का भी पर्याप्त प्रसार किया जाए।

### सुधीर कुमार सोमानी

देवास, मध्य प्रदेश

## सरकारी सख्ती बढ़े

समाज और सरकार द्वारा महिलाओं में अपनी सुरक्षा के प्रति जागरूकता बढ़ानी होगी। सरकार द्वारा भी घृणित अपराधियों पर सख्ती बढ़ानी पड़ेगी। सरकार राजनीति से ऊपर उठकर संज्ञान ले और दीोधियों को सख्त व जल्द सजा दिलाए। महिलाओं को भी सावधानी बरतनी होगी। संस्थाओं के प्रबंधकों को भी ध्यान देना होगा।

### शकुंतला महेश नेनावा

इंदौर, मध्य प्रदेश

## नैतिक शिक्षा का पढ़ाना होगा पाठ

राष्ट्रीय अपराध रिकॉर्ड ब्यूरो के अनुसार दुष्कर्म के 97 फीसदी मामलों में अपराधी पीड़ित के परिचित होते हैं। परिवारिक दबाव या बदनामी का डर दिखाकर मामले दबाये जाते हैं। इससे अपराधियों का हासला बढ़ता है। इसी कारण आधी आबादी आधी आबादी से डर कर रहती है। नारी सशक्तिकरण के साथ-साथ इस आदिम सोच को

बदलना होगा। बेटे पढ़ाओ के साथ ही बेटों को नैतिक शिक्षा और स्त्री सम्मान का पाठ पढ़ाना होगा।

### बुजेश माथुर

गाजियाबाद, उत्तर प्रदेश

## महिलाओं को अपनी सुरक्षा करनी होगी

महिलाओं के खिलाफ अपराध बढ़ रहे हैं क्योंकि अपराधी कानूनी दायपेच लगाकर खुद को बचा ले रहे हैं। ऐसे में महिलाओं को ही साहस जुटाकर जूड़ो कराटे, मार्शल आर्ट आदि सीखना चाहिए। महिलाओं की गरिमा बनाए रखना सरकार की जिम्मेदारी है। सरकार को भी विश्व के विभिन्न देशों में बलात्कारियों को दी जाने वाली सजाओं का अध्ययन कर एक दंडात्मक कानून तुरंत बनाना चाहिए।

### अनिल कोथुलकर

इंदौर, मध्य प्रदेश

## पुलिस की तत्परता से ही सुरक्षा संभव

आए दिन महिला वर्ग पर हो रहे बर्बरतापूर्ण व्यवहार का कारण पुलिस की उदासीनता है। अजमेर में 100 से अधिक कॉलेज छात्राओं के साथ सामूहिक दुष्कर्म करने वाले छह दरिंदों को 32 साल बाद सजा सुनाई गई। कोलकाता की महिला चिकित्सक और बदलापुर की चार वर्ष की मासूम के साथ हैवानियत की पुलिस ने यथासमय रिपोर्ट तक दर्ज नहीं की। पुलिस को कानून व्यवस्था का पालन करते हुए पीड़ितों को न्याय दिलाने में तत्परता दिखाना चाहिए कि उनका उत्पीड़न करना चाहिए।

### हार्दिक जैन

इंदौर, मध्य प्रदेश

## आगे आकर करनी होगी शिकायत

महिलाओं की सुरक्षा के लिए पुलिस या सरकार सभी महिलाओं पर नजर रखें, यह संभव नहीं और न ही अपेक्षित है। अपनी असुरक्षा, उत्पीड़न व आसन्न संकट पर महिलाओं को ही शिकायत करनी होगी। दरिंदगी की शिकार महिलाओं को समय पर न्याय नहीं मिलता है क्योंकि कानूनी प्रक्रिया बहुत पेचीदा है और समयबद्ध नहीं है। अपराधियों में कानून का भय भी नहीं है। लिहाजा दुःखद घटनाओं में बढ़तीरु रुकती नहीं है।

### हिम्मत जोशी

नागपुर, महाराष्ट्र

## आत्मरक्षा के गुर सिखाने होंगे

महिलाओं के प्रति होने वाले अपराधों को रोकने के लिए सुरक्षा जरूरी है। महज कानून बनाने से यह सब नहीं रुकेगा। अपराध को होने से रोकने के लिए देश में महिलाओं के लिए बेहतर माहौल तैयार करना होगा। नीति निर्माताओं को नैतिक मूल्यों, सामाजिक शिक्षा पर जोर देना होगा। महिलाओं को विषम परिस्थितियों में आत्मरक्षा और सुरक्षा के गुर सिखाने होंगे। न्याय व्यवस्था में सुधार की भी आवश्यकता है। महिलाओं की सुरक्षा के प्रति शासन, नागरिक और खुद महिलाएं गंभीर बनें, तभी समस्या का समाधान होगा।

### मोहित सोनी

कुशी, मध्य प्रदेश

## अपराधियों को कठोर सजा दी जाए

महिलाओं की सुरक्षा अत्यंत गंभीर मुद्दा बनता जा रहा है। जिसके प्रति सरकार को सख्त कदम उठाना चाहिए। किसी भी आरोपी के अपराधी सिद्ध होते ही उसे ऐसी कठोर सजा देनी चाहिए, जिसकी परिणिति देखकर अन्य अपराधियों के हासले परत हो जाएं। अपराध और अपराधियों की कमी होते ही महिलाएं सुरक्षित बनी रह सकती हैं।

### रमेशचंद्र कर्नावट

उज्जैन, मध्य प्रदेश

## कड़ी कार्रवाई हो

लचर कानून व्यवस्था, राजनीतिक दखलंदाजी व महिलाओं में जागरूकता की कमी महिलाओं के शोषण के कारण बन रहे हैं। सभी सरकारों समस्या हल करने की ओर पर्याप्त ध्यान न देकर एक दूसरे पर आरोप प्रत्यारोप लगाती रहती हैं। लिहाजा जब किसी महिला का शोषण किया जाता है तो सभी दलों को शोषण करने वाले व्यक्ति के खिलाफ कार्रवाई करनी चाहिए।

### अवधेश मंगल

मुरैना, मध्य प्रदेश

## कड़े कानून से सुरक्षित होंगी महिलाएं

देश में महिला सुरक्षा एक गंभीर विषय है। हालांकि अपराध रोकने के लिए सरकार द्वारा कई कदम उठाए गए। किंतु जमीनी स्तर पर यह कदम विफल साबित हो रहे हैं। कमजोर कानून व्यवस्था, सुस्त न्यायिक व्यवस्था, पितृसत्तात्मक सोच, अपराध करके बच निकलने के रास्ते आदि वजहों से अपराधी के मन से महिलाओं के खिलाफ अपराध करने का डर खत्म हो गया है। अपराध रोकने के लिए ईमानदार प्रयास, चुस्त पुलिस व न्यायिक व्यवस्था तथा व्यवस्था में मौजूद खामियों को दूर करके देश में महिलाओं की सुरक्षा सुनिश्चित करनी चाहिए।

### प्रियंका उर्दके

नागपुर, महाराष्ट्र

## पुरुष महिलाओं के प्रति जिम्मेदारी समझें

हमारे पुरुषों को महिलाओं के प्रति सही व्यवहार की जानकारी देना किसी महिला को माँ, बहिन बेटे जैसे देखने के अव्यावहारिक और अप्राकृतिक आदर्श पर न होकर प्राकृतिक मानवीय मूल्यों पर आधारित हो। लड़के किशोरावस्था से यह समझें कि महिलाओं के प्रति उनकी जिम्मेदारी क्या है? लड़कियाँ भी जानें कि किस प्रकार के व्यवहार पर उन्हें तुरंत आपत्ति दर्ज करनी चाहिए और इसके लिए उन्हें भयमुक्त माहौल मिलना चाहिए।

### ऐश्वर्य मोहन गहराना

दिल्ली

## आत्मरक्षा पर देना होगा ध्यान

महिलाओं की सुरक्षा की स्थिति चिंताजनक होती जा रही है। इसलिए अब सरकारों का ज्यादा भरोसा ना करके महिलाओं को आत्मरक्षा की ओर पूरी तरह से ध्यान देना चाहिए। स्वयं और अपनी बहिन बेटियों को जुड़ो कराटे व अन्य गतिविधियों में भाग लेने की ओर प्रेरित करना होगा। साथ ही घर से बाहर निकलने के समय घर के किसी सदस्य

या परिचित के साथ ही निकले क्योंकि कोई भी घटना हमेशा अकेले के साथ ही होती है। महिलाएं अपने घर के संपर्क में रहने का प्रयास करें और हर बात को घर पर शेयर करें।

### रजनी मंगल

मुरैना, मध्य प्रदेश

## कानून के साथ समाज की भी जिम्मेदारी

देश में बढ़ती यौन हिंसा के समाधान के लिए सख्त से सख्त कानून बनाना चाहिए। देश में बलात्कार के बढ़ते अपराध बहुत बड़ी चिंता का विषय है। सख्त कानून के साथ-साथ जब तक लोगों में नैतिकता की भावना का प्रचार प्रसार नहीं होगा तब तक शायद ऐसी धिनीनी घटनाओं पर रोक लगना मुश्किल ही नहीं बल्कि नामुमकिन है। बच्चों को बचपन से ही नैतिकता का सबक पढ़ाने पर समाज में बढ़ रहे गलत कामों पर लगाम लग सकती है।

### राजेश कुमार चौहान

जालंधर, पंजाब

## नैतिक पतन को रोकने की जरूरत

समाज की विकृतियों को दूर किए बगैर हम महिला को सुरक्षित नहीं कर पाएंगे क्योंकि हर जगह कानून के डंडे और न्याय की जटिल प्रक्रिया काम नहीं कर पाएगी। समाज के नैतिक पतन को रोकना और लोगों में संवेदनशीलता को बढ़ावा देने से इसमें रोकथाम संभव है। महिलाओं से संबंधित पूर्वग्रह से ग्रसित मानसिकता को बदलने की भी आवश्यकता है। जिसमें महिलाएं एक अहम भूमिका निभा सकती हैं।

### डॉं अंजनेय गुप्ता

वाराणसी, उत्तर प्रदेश

## महिला सुरक्षा हो सर्वोच्च प्राथमिकता

महिलाओं की सुरक्षा को लेकर इंटरनेट, सोशल मीडिया और प्रिंट-टीवी मीडिया में निरंतर चर्चा होने के बाद भी कोई ठोस कदम नहीं उठाया जाना दुर्भाग्यपूर्ण है। सामाजिक, जातिगत, ऐतिहासिक और आर्थिक मुद्दों की तरह महिला सुरक्षा को भी राजनीतिक दृष्टि से देखा जाने लगे हैं। इस प्रवृत्ति को छोड़ महिलाओं की सुरक्षा के लिए निष्पक्ष रूप से कठोर कदम उठाए जाना चाहिए।

### मेघा योगेश

सोहो, मध्य प्रदेश

## कानून में सख्ती की जरूरत

भारत में महिलाओं को पुरुषों के बराबर अधिकार दिए गए हैं। फिर भी महिला उत्पीड़न में कमी नहीं आ पा रही है। इन घटनाओं पर अंकुश लगाने के लिए कड़ी सजा का प्रावधान करना जरूरी है। अरब देशों में कानून बड़े सख्त होते हैं। इसलिए वहां अपराध की दर भी कम है। कुछ इसी तरह सख्त सजा का कानून भारत में बनना चाहिए। फास्ट ट्रैक कोर्ट में ऐसी घटनाओं का अपराध सिद्ध होने पर तुरंत कठोर सजा दी जाए। तभी दहशत से महिलाओं पर हो रहे अत्याचार कम होंगे।

### संजय डागा

इंदौर, मध्य प्रदेश

## पुरस्कृत पत्र

### जल्द हो न्याय, ताकि सुरक्षा का बढ़े भरोसा

सरकार ने महिलाओं पर अपराध रोकने के लिए समय-समय पर कानूनी प्रावधान किए हैं। परंतु न्याय प्रक्रिया की धीमी रफ्तार के कारण फैसले आने में समय लग जाता है। जिसका जिक्र हाल ही में प्रधानमंत्री ने भारत में सशक्त बनाए जाने की जरूरत है। सरकार को भी सख्त कानून बनाने की बजाय समाज के लोगों की मानसिकता में बदलाव लाने पर जोर देना होगा। हम विकास के पथ पर अग्रसर जरूर हैं पर विकास के साथ ही मानसिकता को भी बढ़ावा देना होगा। महिला सुरक्षा को राह में अत्यधिक बढ़ते मामले, सीमित जजों की संख्या और निगरानी तंत्र की कमजोरी प्रमुख चुनौतियां हैं। इस हेतु सामाजिक जागरूकता तथा जजों की कमी को पूरा किया जाना और दृढ़ निगरानी तंत्र के साथ न्याय को जल्द से जल्द पीड़ित तक पहुंचाना आवश्यक है।

## 1 रोशनी दुबे

सागर, मध्य प्रदेश

## पुरस्कार राशि 500 रुपये

### डॉं प्रमोद विक्रम सिंह

जौनपुर, उत्तर प्रदेश

## सशक्त बनें महिलाएं

महिलाओं के प्रति बढ़ते अपराध को रोकने के लिए महिलाओं को आत्मनिर्भर ही नहीं बल्कि हर तरह से सशक्त बनाए जाने की जरूरत है। सरकार को भी सख्त कानून बनाने की बजाय समाज के लोगों की मानसिकता में बदलाव लाने पर जोर देना होगा। हम विकास के पथ पर अग्रसर जरूर हैं पर विकास के साथ ही मानसिकता को भी बढ़ावा देना होगा। महिला सुरक्षा को राह में अत्यधिक बढ़ते मामले, सीमित जजों की संख्या और निगरानी तंत्र की कमजोरी प्रमुख चुनौतियां हैं। इस हेतु सामाजिक जागरूकता तथा जजों की कमी को पूरा किया जाना और दृढ़ निगरानी तंत्र के साथ न्याय को जल्द से जल्द पीड़ित तक पहुंचाना आवश्यक है।

## श्रेष्ठ पत्र

### ललित महालकरी

इंदौर, मध्य प्रदेश

## आत्मरक्षा के गुर सीखने होंगे

महिलाओं एवं युवतियों को अपनी सुरक्षा के लिए आत्मरक्षा के गुर स्वयं ही सीखने होंगे। हर समय पुलिस सुरक्षा उपलब्ध कराना व्यावहारिक रूप से संभव नहीं है। बलात्कार करने वाले दरिंदों के मन में जब तक कानून का भय नहीं होगा तब तक दुष्कर्म जैसी घटनाओं की पुनरावृत्ति होती रहेगी। बलात्कारियों के मुकदमे फास्ट ट्रैक अदालतों में चलें और उन्हें मृत्युदंड से कम सजा नहीं मिलनी चाहिए। परिवार में बच्चों के संस्कार सिंचन की आवश्यकता है।

### रामबाबू सोनी

इंदौर, मध्य प्रदेश

## श्रीधर मिले न्याय

महिलाओं से अपराध करने वाले अपराधियों को उपक्रेद या फांसी की सजा देने का प्रावधान होना चाहिए। पीड़ित को शीघ्र न्याय मिल सके। इसके लिए ऐसे अपराधों को फास्ट ट्रैक कोर्ट में सुना जाना चाहिए तथा पीड़ितों को दर्दित करना होगा। कार्यरत महिलाओं को कार्यस्थल पर पर्याप्त सुरक्षा उपलब्ध करानी होगी। रात्रिकालीन नीकरी करने वाली महिलाओं की ड्यूटी अन्य महिलाओं के साथ समूह में ही लगानी चाहिए।

## ...और यह है अगला मुद्दा

हर सोमवार को हम सामयिक विषय पर व्यापार गोष्ठी में आपके विचारों को प्रकाशित करते हैं। साथ ही, होती है दो विशेषज्ञों की राय।

इस बार का विषय है -

## यूनिफाइड पेंशन स्कैम (यूपीएस) पर आपकी राय ?

अपनी राय अपने टेलीफोन नंबर और पूरे पते के साथ हमें इस पते पर भेजें: बिज़नेस स्टैंडर्ड (हिंदी), नेहरू हाउस, 4 बहादुरशाह ज़फर मार्ग, नई दिल्ली-110002 फ़ैक्स नंबर- 011-3720201 या फिर ई-मेल करें [goshthi@bsmail.in](mailto:goshthi@bsmail.in)

...continued from previous page

- (c) For the Eligible Shareholders holding Equity Shares in physical form, 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.
- (d) In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds payout including those prescribed by the RBI) who do not opt to settle through custodians, the funds payout would be given to their respective stock brokers' settlement accounts for releasing the same to such 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.
- (e) Details in respect of shareholder's entitlement for tender 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 bid will be transferred to the Clearing Corporation.
- (f) 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.
- (g) In relation to the Equity Shares in physical form:
- If the 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.
  - 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 authorised to split the share certificate and issue a Letter of Confirmation ("LOC") in accordance with SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_TAMBP/ CIR/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 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.

- (h) The Equity Shares bought back in dematerialized form would be transferred directly to the escrow account of the Company ("Company Demat Escrow Account") provided it is indicated by the Company Broker or it will be transferred by the Company Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.
- (i) The Seller Member(s) would issue contract note to their respective Eligible Shareholders for the Equity Shares accepted under the Buyback. The Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- (j) Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member for payment to them 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 selling Eligible Shareholders, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Manager to the Buyback and the Company accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Eligible Shareholders.
- (k) 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 Offer are completed.
- (l) The Equity Shares lying to the credit of the Company Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.

## 17. COMPLIANCE OFFICER

The Company has appointed Mr. Ananjan Datta as the compliance officer for the purpose of the Buyback ("Compliance Officer"). Investors may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e. 10:00 a.m. to 5:00 p.m. (IST) on any day except Saturday, Sunday and public holidays, at the following address:

Ananjan Datta  
Company Secretary & Compliance Officer  
C/o. Jai Corp Limited,  
Registered Office: A-3, M.I.D.C. Indl. Area, Nanded-431 603, Maharashtra;  
Corporate Office: #603, Embassy Centre, Backbay Reclamation, Nariman Point, Mumbai- 400 021.  
Tel: 91-22-3521 5146/3139 6050;  
E-mail: cs@jaicorpindia.com / cs2@jaicorpindia.com;  
website: www.jaicorpindia.com

## 18. INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

In case of any query, the shareholders may contact the Registrar to the Buyback on any day, except Saturday, Sunday and public holidays between 10:30 a.m. and 5:00 p.m. at the following address:

**KFin Technologies Limited**  
Address: Selenium, Tower-B, Plot No 31 & 32 Gachibowli, Financial District Nanakramguda, Serilingampally, Hyderabad, Telangana - 500032  
Tel no.: +91 40 6716 1222;  
Fax no.: +91 40 6716 2563;  
Tel Free number: 18003094001  
Contact person: M Murali Krishna  
Email: jaicorp.buyback@kfintech.com  
Investor Grievance mail: einward.ris@kfintech.com  
Website: www.kfintech.com  
SEBI Registration Number: INR000000221  
CIN: L72400TG2017PLC117649

## 19. MANAGER TO THE BUYBACK

**Navigant Corporate Advisors Limited**  
Address: 804, Meadows, Sahar Plaza Complex, J B Nagar, Antheri Kuria Road, Antheri East, Mumbai-400 059  
Tel No.: +91-22-4120 4637 / 4973 5078  
Email id: navigant@navigantcorp.com  
Investor Grievance Email: info@navigantcorp.com  
Website: www.navigantcorp.com  
SEBI Registration Number: INM000012243  
Contact Person: Mr. Sarthak Vijlani

## 20. DIRECTORS RESPONSIBILITY

As per Regulation 24(i)(a) of the Buyback Regulations, the Board accepts full responsibility for all the information contained in this Public Announcement to the extent it pertains to the information related to the Company, and for the information in relation to the Company which may be contained in all other advertisements, circulars, brochures, publicity materials etc., which may be issued by the Company in relation to the Buyback, and confirms that the information in such documents issued by the Company contain and will contain true, factual and material information and does not and will not contain any misleading information.

## For and on behalf of the Board of Directors of Jai Corp Limited

Sd/- Gaurav Jain (Managing Director) DIN: 00077770	Sd/- Dinesh D. Paliwal (Whole Time Director) DIN: 00524064	Sd/- Ananjan Datta (Company Secretary & Compliance Officer) Mem. No. FCS 4668
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Date : August 30, 2024  
Place : Mumbai

## बकौल विश्लेषक

### परिवारों में जागरूकता जरूरी

हम जैसे लोग महिलाओं के बलात्कार, उनके खिलाफ होने वाली हिंसा को रोकने के लिए 40 साल से इसका उपाय करने की चुनौतियों पर बात कर रहे हैं और मेहनत कर रहे हैं। लेकिन उम्मीद के मुताबिक हमें सफलता नहीं मिली है। यह घर और समाज के साथ-साथ कानून-व्यवस्था की स्थिति से जुड़ी समस्या भी है। लोगों को अंदाजा हो गया है कि वे ऐसे अपराध कर लें तब भी उनका कुछ भी नहीं बिगड़ेगा क्योंकि कानूनी मामलों पर जल्द फैसला नहीं हो पाता। ऐसे में सरकार पर भी इस दिशा में थोड़ा दबाव पड़ना चाहिए। मौजूदा सरकार के कार्यकाल में भी महिलाओं और लड़कियों के खिलाफ कितनी बर्बर हिंसा हुई है लेकिन पश्चिम बंगाल में हादसा होने के बाद सक्रियता अधिक दिखी जो महिलाओं की चिंता से ज्यादा एक राजनीतिक बजह लगने लगी है। हाल में राष्ट्रपति ने भी पश्चिम बंगाल की घटना पर क्षोभ व्यक्त किया है। जहां तक इस समस्या के समाधान का सवाल है, संसद में इस तरह की समस्याओं की रिपोर्ट पेश की जानी चाहिए। हर सांसद और विधायक को भी हाल की कहा कि पीड़िता के बजाय लड़कों को लड़कियों के प्रति संवेदनशील बनाने के लिए क्यों नहीं कहा जाता। लड़कियां भी सामान्य छेड़छाड़ से लेकर कई दफा गंभीर मामलों को बायजूद किसी आशंका से मुखर नहीं होती हैं। शिक्षित समाज में औरों के सामने मां-बहिन की गलियां सुनाई पड़ती हैं जिसका विरोध कम ही होता है क्योंकि यह बात बेहद सामान्य मान ली गई है। अब देश के हर घर की महिलाएं इन सजाओं को लेकर सचेत हों और खुलकर घर-परिवार, घटना और सोशल मीडिया पर इसके लिए आवाज उठाएं। घरों में भी लड़कों को यह बताया जाना चाहिए कि किसी लड़की की सहमति का सम्मान करना कितनी जरूरी है।

**बातचीत:** शिखा शालिनी



### डॉ. रंजना कुमारी

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## कानून नहीं सोच में बदलाव की जरूरत

देश में महिलाओं की सुरक्षा एक गंभीर मुद्दा है। महिलाओं की सुरक्षा को लेकर कई कानून बनाए गए हैं। समय-समय पर सुरक्षा के नियमों को कड़ा किया गया, ताकि अपराधी बच न सकें। महिला सुरक्षा को लेकर देश में पर्याप्त कानून हैं। इन कानूनों को जमीन पर लागू करने की जरूरत है। इसके लिए जमीनी तौर पर प्रवर्तन और अदालतों में सक्रियता की जरूरत है। 12 साल पहले दिल्ली के निर्भया कांड के बाद देश में बहुत कुछ बदल गया, लेकिन महिलाओं के साथ होने वाली दरिंदगी और महिलाओं को लेकर पुरुष प्रधान भारतीय समाज की सोच में बदलाव नहीं आया। दरअसल हमारे देश की जमीनी हकीकत यह है कि आज भी महिलाओं को एक वस्तु की तरह देखा जाता है। इस सोच को बदलने की जरूरत है जहां हमेशा महिलाओं को हेय दृष्टि से देखा जाता है। अगर हम चाहें कि आधी आबादी भी सम्मान से जिए, सुरक्षित रहे तो सामाजिक नजरिये में बदलाव जरूरी है। स्कूली शिक्षा बच्चों की सोच और नजरिये को बदल सकती है। बच्चों को बताना चाहिए कि लड़का और लड़की में सिर्फ शरीर की बनावट का अंतर है, महिला किसी दूसरी दुनिया से नहीं आई है। बच्चे समाज और देश का भविष्य होते हैं, इनकी सोच जैसी होगी वैसा ही समाज बनेगा।

### बातचीत:

सुशील मिश्र

### संजय पांडेय

पूर्व पुलिस आयुक्त मुंबई