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**SPA Capital Advisors Ltd.**

(Formerly SPA Merchant Bankers Ltd.)  
CIN : U99999DL1999PLC102626

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March 27, 2018

The Corporate Relations Department  
BSE Limited  
P J Towers, 20<sup>th</sup> Floor  
Dalal Street, Fort  
Mumbai - 400001, Maharashtra

KA: Ms. Amrin Memon, 26<sup>th</sup> Floor.

Sub: Buyback of Equity Shares of Mangalam Organics Limited through Tender Offer route

Dear Sir / Madam,

In continuation to our letter dated March 20, 2018 submitting the copy of Public Announcement and for the Buyback offer for Equity shares of Mangalam Organics Limited and letter dated March 22, 2018 submitting a Corrigendum to the Public Announcement with BSE; please find enclosed a hard copy of Draft Letter of Offer for the said Buyback offer. We are also enclosing a compact disk containing soft copy of the Draft Letter of Offer in pdf format for your records.

Further, the draft letter of offer has been filed with the Securities and Exchange Board of India ("SEBI") on March 27, 2018 and may be amended to comply with observations and comments provided by SEBI.

Should you require any further information, we shall be pleased to furnish the same.

Thanking You,  
Yours faithfully,  
For SPA Capital Advisors Limited

*Rajiv Sharma*

Rajiv Sharma  
Senior Manager



Encl.: As Above

**DRAFT LETTER OF OFFER**  
**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

This Draft Letter of Offer is sent to you as a registered Equity Shareholder of Mangalam Organics Limited (the "Company") as on the Record Date in accordance with Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, as amended. If you require any clarifications about the action to be taken, you should consult your stock broker or investment consultant or the Manager to the Buyback Offer (SPA Capital Advisors Limited) or the Registrar to the Buyback Offer (Universal Capital Securities Private Limited). Please refer to the section on 'Definitions' for the definitions of the capitalized terms used herein.



**Mangalam Organics Limited**

(CIN: L24110MH1981PLC024742)

**Registered Office:** Kumbhivali Village, Savroli Kharpada Road, Taluka Khalapur, Khopoli, Maharashtra - 410202, India

**Administrative Office:** 812 Tulsiani Chambers, 212 Nariman Point, Mumbai - 400021, Maharashtra, India

Tel: +91-22-49204089, Fax: +91-22-22841281

**Website:** www.mangalamorganics.com, **Email:** info@mangalamorganics.com

**Contact Person:** Mr. Ankur Gala, Company Secretary and Compliance Officer

**CASH OFFER TO BUYBACK UPTO 6,10,000 (SIX LAKH TEN THOUSAND ONLY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE RS. 10/- EACH, REPRESENTING 6.74% OF THE TOTAL NUMBER OF EQUITY SHARES IN THE ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY, FROM THE EXISTING SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF THE COMPANY AS ON THE RECORD DATE, ON A PROPORTIONATE BASIS (SUBJECT TO SMALL SHAREHOLDER RESERVATION), THROUGH THE "TENDER OFFER" ROUTE AT A PRICE OF RS. 230/- (RUPEES TWO HUNDRED AND THIRTY ONLY) PER EQUITY SHARE FOR AN AGGREGATE AMOUNT OF RS. 14,03,00,000/- (RUPEES FOURTEEN CRORES AND THREE LAKH ONLY)**

1. The Buyback is in accordance with Article 61 of the Articles of Association of the Company and is subject to the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014 and in compliance with Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 including any amendments, statutory modifications or re-enactments thereof, for the time being in force and subject to such other approvals, permissions and sanctions as may be necessary, from time to time from statutory authorities including but not limited to Securities and Exchange Board of India, BSE Limited, Reserve Bank of India, etc.
2. The Buyback Offer Size is 24.32% of the standalone fully paid-up equity share capital and free reserves as per the standalone audited accounts of the Company as on December 31, 2017 is within the statutory limits of 25% of the fully paid-up equity share capital and free reserves as per the last standalone audited accounts of the Company.
3. The Letter of Offer will be sent to the Equity Shareholder(s) / Beneficial Owner(s) of Equity Shares of the Company as on the Record Date i.e. **Wednesday, April 04, 2018.**
4. The procedure for tender and settlement is set out in paragraph 23 of this Draft Letter of Offer. The tender form ("Tender Form") is enclosed together with this Draft Letter of Offer.
5. For mode of payment of consideration to the Equity Shareholders, please refer to paragraph 23(26) of Draft Letter of Offer.
6. A copy of the Public Announcement published on March 20, 2018 and this Draft Letter of Offer (including Tender Form) is available on the website of Securities and Exchange Board of India - <http://www.sebi.gov.in>.
7. Equity Shareholders are advised to read this Draft Letter of Offer and in particular, refer to paragraph 19 (Statutory Approvals) and paragraph 24 (Note on Taxation) before tendering their Equity Shares in the Buyback.

**BUYBACK OPENS ON: [●], [●]**

**BUYBACK CLOSES ON: [●], [●]**

**LAST DATE OF RECEIPT OF THE COMPLETED TENDER OFFER FORM AND OTHER SPECIFIED DOCUMENTS INCLUDING PHYSICAL SHARE CERTIFICATES BY THE REGISTRAR: [●], [●]**

**MANAGER TO THE OFFER**

**REGISTRAR TO THE OFFER**

	<p><b>SPA Capital Advisors Limited</b>            SEBI Regn. No.: INM000010825            Validity of Registration: Permanent            101-A, 10<sup>th</sup> Floor, Mittal Court,            Nariman Point, Mumbai - 400021, India            Tel. No. +91 22 4043 9000            Fax No. +91 22 2202 1466            Email: buyback.mol@spasec.in            Website: www.spacapital.com            Contact Person: Mr. Rajiv Sharma</p>		<p><b>Universal Capital Securities Pvt. Ltd.</b>            SEBI Regn. No.: INR000004082            Validity of Registration: April 17, 2020            21/25, Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali            Caves Road, Andheri (East), Mumbai - 400093, India            Tel. No.: +91 22 2820 7203            Fax No.: +91 22 2820 7207            Email: karlekar@unisec.in            Website: www.unisec.in            Contact Person: Mr. Rajesh Karlekar</p>
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The Offer is pursuant to SEBI (Buy Back of Securities) Regulations, 1998 and subsequent amendments as well as in accordance with the provisions of Section 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013.

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## 1. SCHEDULE OF ACTIVITIES

Particulars	Date	Day
Date of Board Meeting recommending the proposal of Buyback of Equity Shares	February 02, 2018	Friday
Date of declaration of result of the Postal Ballot for Special Resolution passed by the Shareholders for approval of Buyback	March 16, 2018	Friday
Date of publication of the Public Announcement for the Buyback	March 20, 2018	Tuesday
Record Date for determining the Buyback Entitlement and the names of Eligible Shareholders	April 04, 2018	Wednesday
Date of Opening of the Buyback Offer	[•]	[•]
Date of Closing of the Buyback Offer	[•]	[•]
Last date of receipt of the completed Tender Forms and other specified documents including physical Equity Share Certificates by the Registrar and Transfer Agent	[•]	[•]
Last date of verification of Tender Forms by the Registrar	[•]	[•]
Last date of providing acceptance or non-acceptance to Stock Exchange by the Registrar	[•]	[•]
Last date for settlement of bids on the Stock Exchange	[•]	[•]
Last date of dispatch of share certificate(s) by Registrar / return of unaccepted demat shares by Stock Exchange to Eligible Shareholder / Seller Member	[•]	[•]
Last date of Extinguishment of Equity Shares	[•]	[•]

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

## 2. KEY DEFINITIONS

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

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

<b>Act or Companies Act</b>	The Companies Act, 2013, as amended and applicable rules thereunder
<b>Acceptance</b>	Acceptance of fully paid Equity Shares tendered by Eligible Shareholders in the Buyback Offer
<b>Acquisition Window</b>	The facility for acquisition of Equity Shares through mechanism provided by the Designated Stock Exchange, i.e. BSE Limited in the form of a separate window in accordance with the SEBI Circular
<b>Additional Equity Shares or Additional Shares</b>	Additional Equity Shares tendered by an Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder
<b>Articles or AOA</b>	The Articles of Association of the Company
<b>Board or Board of Directors</b>	The Board of Directors of the Company
<b>Board Meeting</b>	Meeting of the Board of Directors held on February 02, 2018 recommending the proposal for the Buyback Offer
<b>BSE</b>	BSE Limited
<b>Buyback or Buyback Offer or Offer</b>	Offer by Mangalam Organics Limited for Buyback of up to 6,10,000 (Six Lakh Ten Thousand Only) fully paid-up Equity Shares of face value Rs. 10/- each of the Company at a price of Rs. 230/- (Rupees Two Hundred and Thirty Only) per Equity Share for an aggregate amount of Rs. 14,03,00,000/- (Rupees Fourteen Crores and Three Lakhs Only), in accordance with the Regulations and relevant provisions of the Act by way of a Tender Offer route through the Stock exchange mechanism
<b>Buyback Committee</b>	The Buyback Committee of the Board of Directors constituted and authorized for the purposes of the Buyback by way of a resolution of the Board of Directors meeting dated February 02, 2018. This Committee comprises of Shri Kamal kumar Dujodwala, Chairman, Shri Pannkaj Dujodwala, Managing Director and Mr. Shrirang V Rajule, Chief Financial Officer Mr. Ankur Gala, Company Secretary and Compliance Officer of the Company, shall act as the Secretary to the Committee
<b>Buyback Entitlement or Entitlement</b>	The number of Equity Shares that an Eligible Shareholder is entitled to tender, in the Buyback offer, based on the number of Equity Shares held by such Eligible Shareholder, on the Record Date and the ratio / percentage of Buyback applicable to such Eligible Shareholder
<b>Buyback Price</b>	Price at which Equity Shares will be bought back from the Equity Shareholders i.e. Rs. 230/- (Rupees Two Hundred and Thirty Only) per Equity Share fully paid up, payable in cash
<b>SEBI Buyback Regulations or Buyback Regulations</b>	The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 including any amendments, statutory modifications or re-enactments thereof, for the time being in force and the SEBI Circular
<b>CDSL</b>	Central Depository Services (India) Limited
<b>Closing Date of Buyback</b>	[●]

<b>Clearing Corporation</b>	Indian Clearing Corporation Limited
<b>Company or MOL</b>	Mangalam Organics Limited
<b>Company's Broker</b>	SPA Securities Limited
<b>Company Demat Account</b>	The depository account titled "Mangalam Organics Limited - Buyback Offer - Demat Escrow Account" opened by the Company
<b>DP</b>	Depository Participant
<b>DIN</b>	Director Identification Number
<b>Depositories</b>	Collectively, National Securities Depository Limited and Central Depository Services (India) Limited
<b>Designated Stock Exchange</b>	The designated stock exchange for the Buyback is BSE
<b>DLOF or Draft Letter of Offer</b>	The Draft Letter of Offer dated March 26, 2018, filed with SEBI
<b>Eligible Shareholder or Eligible Person(s)</b>	All Person(s)/shareholders(registered and unregistered) / beneficial owners of shares holding Equity shares as on Record date and who are eligible to participate in the Buyback
<b>Equity Shares / Shares</b>	Fully paid-up equity shares of the Company of face value of Rs. 10/- (Rupees Ten Only) each
<b>Escrow Account</b>	The Escrow Account titled "Mangalam Organics Limited - Buyback Escrow Account" opened with the Escrow Agent
<b>Escrow Agent</b>	Axis Bank Limited, Fort Branch, Mumbai
<b>Escrow Agreement</b>	The Escrow Agreement dated March 19, 2018, entered into between the Company, the Manager to the Offer and the Escrow Agent
<b>FEMA</b>	Foreign Exchange Management Act, 1999
<b>FII</b>	Foreign Institutional Investors
<b>FPI</b>	Foreign Portfolio Investors
<b>HUF</b>	Hindu Undivided Family
<b>IT Act or Income Tax Act</b>	Income-tax Act, 1961, as amended
<b>Letter of Offer</b>	The Letter of offer dated [●], 2018 containing disclosures in relation to the Buyback as specified in the SEBI Buyback Regulations, including comments received from SEBI on the Draft Letter of Offer
<b>Manager to the Offer</b>	SPA Capital Advisors Limited
<b>Companies Management Rules</b>	Companies ( Management and Administration) Rules, 2014
<b>NRI or Non Resident Indian</b>	A person resident outside India, who is a citizen of India or a person of Indian origin, and shall have the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000
<b>NSDL</b>	National Securities Depository Limited
<b>Offer Size</b>	Equity shares proposed to be bought back (i.e. 6,10,000 Equity shares) multiplied by the Buyback Offer price (i.e. Rs. 230/- per Equity Share), aggregating to Rs. 14,03,00,000/- (Rupees Fourteen Crores and Three Lakhs only)
<b>Opening Date of Buyback</b>	[●]
<b>PAN</b>	Permanent Account Number
<b>Public Announcement</b>	The Public Announcement, made in accordance with the SEBI Buyback Regulations, dated March 19, 2018, which was published on March 20, 2018 in all editions of Financial Express - English, Jansatta - Hindi and Mumbai edition of Navshakti - Marathi each with wide circulation

<b>Promoter/ Promoter Group</b>	<p><u>Promoter:</u> Kamalkumar Dujodwala</p> <p><u>Promoters' Group:</u> Pannkaj Dujodwala HUF Ramgopal Kamalkumar HUF Vasudha Dujodwala Manisha Dujodwala Alka Dujodwala Akshay Dujodwala Dujodwala Exports Pvt. Ltd. Indo Euro Securities Ltd.</p>
<b>Ratio of Buyback</b>	The ratio of the Buyback: (i) in case of Small Shareholders, [●] Equity Shares for every [●] Equity Shares held by such Small Shareholder on the Record Date; and (ii) for Eligible Shareholders other than Small Shareholders, [●] Equity Shares for every [●] Equity Shares held by such Eligible Shareholder on the Record Date
<b>RBI</b>	Reserve Bank of India
<b>Record Date</b>	Wednesday, April 04, 2018
<b>Registrar to the offer</b>	Universal Capital Securities Pvt. Ltd.
<b>Share Capital Rules</b>	Companies (Share Capital and Debentures) Rules, 2014
<b>SEBI</b>	Securities and Exchange Board of India
<b>SEBI Circular</b>	Tendering of Equity Shares by Shareholders and settlement of the same, through the stock exchange mechanism as specified by SEBI in the circular bearing number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with CFD/DCR2/CIR/P/2016/131dated December 09, 2016.
<b>Shareholders</b>	Holders of Equity Shares and includes beneficial owners thereof
<b>Seller Member or Seller Broker</b>	A Seller Member (who is a member of the BSE) of an Eligible Shareholder, through whom the Eligible Shareholder wants to participate in the Buyback
<b>Small Shareholder</b>	'Small Shareholder' means an Equity shareholder of the company, who holds Equity shares whose market value, on the basis of closing price of shares, on the recognized stock exchange in which highest trading volume in respect of such security, as on Record date, i.e. [●] is not more than Rs. 2,00,000/- (Rupees Two Lakh Only).
<b>Takeover Regulations</b>	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
<b>Tender Offer</b>	Method of Buyback as defined in Regulation 2(1)(o) of the SEBI Buyback Regulations
<b>Tender Offer Form / Form of Acceptance</b>	The form to be filled in by the Shareholders to participate in the Buyback.
<b>Tendering Period</b>	Period of 10(ten) Working days from the Opening date of Buyback till the Closing Date of Buyback (both days inclusive)
<b>TRS</b>	Transaction Registration Slip

**3. DISCLAIMER CLAUSE**

As required, a copy of this Draft Letter of Offer has been submitted to Securities and Exchange Board of India ("SEBI").

It is to be distinctly understood that submission of the Draft Letter of Offer with SEBI should not, in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the company to meet the Buyback commitments or for the correctness of the statements made or opinions expressed in the Draft Letter of Offer. The Manager to the Buyback Offer, SPA Capital Advisors Limited has certified that the disclosures made in the Draft Letter of Offer are generally adequate and are in conformity with the provisions of Companies Act and the SEBI Buyback Regulations. This requirement is to facilitate investors to take an informed decision for tendering their shares in the Buyback.

It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in the Draft Letter of Offer, the Manager to the Buyback offer is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose. Pursuant to this requirement, Manager to the Buyback offer, M/s. SPA Capital Advisors Limited has furnished to SEBI a due diligence certificate dated March 26, 2018 in accordance with the SEBI Buyback Regulations which reads as follows:

"We have examined various documents and materials relevant to the Buyback as part of the due diligence carried out by us in connection with the finalization of the Public Announcement dated March 19, 2018 and the Draft Letter of Offer dated March 26, 2018. On the basis of such examination and the discussions with the Company, we hereby state that:

- The Public Announcement and the Draft Letter of Offer are in conformity with the documents, materials and papers relevant to the Buyback;
- All the legal requirements connected with the said offer including the SEBI (Buy Back of Securities) Regulations, 1998, as amended, have been duly complied with;
- The disclosures in the Public Announcement and the Draft Letter of Offer are, to the best of our knowledge, true, fair and adequate in all material respects for the shareholders of the Company to make a well informed decision in respect of the captioned Buyback;
- Funds used for Buyback shall be as per the provisions of the Companies Act, 2013 as amended."

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

The Promoters / Directors of the Company declare and confirm that no information / material likely to have a bearing on the decision of investors has been suppressed / withheld and / or incorporated in the manner that would amount to mis-statement / mis-representation and in the event of it transpiring at any point of time that any information / material has been suppressed / withheld and / or amounts to a mis-statement / mis-representation, the Promoters / Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act, 2013 and the SEBI Buyback Regulations.

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



**Disclaimer for U.S. Persons**

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

**Disclaimer for Persons in other foreign countries**

This Draft Letter of Offer does not in any way constitute an offer to sell or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Draft Letter of Offer are requested to inform themselves about and to observe any such restrictions.

**Forward Looking Statement**

The Draft Letter of Offer contains certain forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as ‘aim’, ‘anticipate’, ‘believe’, ‘expect’, ‘estimate’, ‘intend’, ‘objective’, ‘plan’, ‘project’, ‘will’, ‘will continue’, ‘will pursue’ or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

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

**4. TEXT OF THE RESOLUTIONS PASSED AT THE BOARD MEETING**

The Buyback through Tender Offer was considered and recommended by the Board of Directors of the Company at their meeting held on February 02, 2018. The extracts of the Board Resolutions passed are as follows:

**RESOLUTION:**

**Buyback of Equity Shares**

**“RESOLVED THAT** subject to the adoption of new set of Articles of Association of the company by the shareholders of the company, which empowers the company to Buyback shares and other specified securities of the company and pursuant to the provisions of Sections 68, 69, 70, 110, 179 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (the “Act”) and the provisions contained in the Securities and Exchange Board of India (Buy Back of Securities) Regulations,

1998 ("Buyback Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, statutory modification(s) or re-enactment of the Act or Buyback Regulations, 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 which may be agreed to by the Board of Directors of the Company (herein referred to as the "Board", which expression shall include any Committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), and subject to the approval of shareholders of the Company by way of special resolution through postal ballot, the Board hereby recommends the proposal for the Buyback of upto 6,10,000 (Six Lakh Ten Thousand only) fully paid-up equity shares of face value of Rs. 10 each (hereinafter referred to as the "Equity Shares" or "Shares") of the Company (representing approximately 6.74% of the total paid-up equity share capital of the Company as at December 31, 2017) at a price of Rs. 230/- (Rupees Two Hundred Thirty only) per equity share ("Buy Back Price") payable in cash for an aggregate amount not exceeding Rs. 14,03,00,000/- (Rupees Fourteen Crores Three Lakh Only) ("Buyback Size"), which is 24.32% of the paid up share capital and free reserves of the Company as per the latest audited balance sheet of the Company for the nine months ended December 31, 2017 through "Tender Offer" route as prescribed under the Buyback Regulations (the process being referred herein as "Buyback"), on a proportionate basis, from the equity shareholders / beneficial owners of the equity shares of the Company as on the record date (the "Record date"), and the Buyback Size does not include any expenses incurred or to be incurred for the purposes of implementation of the Buyback such as brokerage, applicable taxes such as securities transaction tax, goods and services tax, stamp duty, expenses incurred or to be incurred for filing fees payable to the Securities Exchange Board of India (SEBI), BSE Limited (BSE) and Registrar of Companies, advisory / legal fees, public announcement publication fees, printing and dispatch expenses and other incidental and related expenses, etc;

**RESOLVED FURTHER THAT** all the equity shareholders of the Company will be eligible to participate in the Buyback except the Promoters and Promoter Group, persons in control (including such person acting in concert) of the Company (including members thereof) who hold equity shares of the Company as of record date;

**RESOLVED FURTHER THAT** the Buyback shall be implemented using the Mechanism for acquisition of shares through the Stock Exchanges as prescribed by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with CFD/DCR2/CIR/P/2016/131 dated December 09, 2016;

**RESOLVED FURTHER THAT** such Buyback may be made out of the Company's current surplus and / or cash balances and / or internal accruals / operating cash inflows and / or free reserves and / or such other sources (and not form any borrowed funds) as may be permitted by law through "Tender Offer" route and as provided under the Buy Back Regulations and the Companies Act, 2013;

**RESOLVED FURTHER THAT** the Buyback shall have reservation for small shareholders in accordance with the provisions of the Buyback Regulations;

**RESOLVED FURTHER THAT** the Buyback from Non-Resident Members holding equity shares of the Company, Overseas Corporate Bodies (OCBs), Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) and shareholders of foreign nationality, if any, etc., shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India (RBI) under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any including any amendments, statutory modification or re-enactments for the time being in force;

**RESOLVED FURTHER THAT** the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Regulation 10 of SEBI (Substantial Acquisition

of Shares and Takeover) Regulations, 2011;

**RESOLVED FURTHER THAT** pursuant to Section 70 of the Companies Act, 2013, the Board hereby affirms that:

- a) The Company shall not directly or indirectly purchase its own shares;
  - (i) through any subsidiary company including its own subsidiary companies; or
  - (ii) through any investment company or group of investment companies;
- b) There are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company, in the last three years; and
- c) The Company has and shall ensure timely compliance with the provisions of Sections 92, 123, 127 and 129 of the Act.

**RESOLVED FURTHER THAT** the Board hereby confirms that:

- (i) All the Equity Shares of the Company are fully paid-up;
- (ii) The Company shall not issue any Equity Shares or specified securities including by way of bonus till the date of closure of the Buyback;
- (iii) The Company shall not Buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or till the Equity Shares become transferable;
- (iv) The Company shall not raise further capital for a period of one year from the closure of the Buyback, except in discharge of subsisting obligations;
- (v) 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 terms of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended from time to time;
- (vi) That the aggregate amount of the Buyback i.e. Rs. 14,03,00,000/- (Rupees Fourteen Crores Three Lakh Only) does not exceed 25% of the aggregate of total paid-up Equity Share capital and free reserves of the Company as per the Audited Balance Sheet of the Company as on December 31, 2017;
- (vii) That the maximum number of Equity Shares proposed to be purchased under the Buyback shall not exceed 25% of the total number of Equity Shares in the paid-up Equity Share capital as per the Audited Balance Sheet as on December 31, 2017;
- (viii) The Company shall not make any offer of Buyback within a period of one year reckoned from the date of closure of the Buyback;
- (ix) There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, as on date; and
- (x) The ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up Equity Share capital and free reserves after the Buyback.

**RESOLVED FURTHER THAT** as required by Clause (x) of Part A of Schedule II under Regulation 5(1) of the Buyback Regulations, the Board confirms that it has made the necessary and full enquiry into the affairs and prospects of the Company and has accordingly formed the opinion:

- (i) That immediately following the date of this Board Meeting, and the date on which the results of the Members' resolution ("Postal Ballot Resolution") will be declared, approving the Buyback, there will be no grounds on which the Company could be found unable to pay its debts;
- (ii) That as regards the Company's prospects for the year immediately following the date of this Board Meeting as well as the year immediately following the date of Postal ballot Resolution, approving the

Buyback, having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting approving the Buyback or from the date of Postal Ballot Resolution, as the case may be; and

- (iii) That in forming an opinion for the aforesaid purposes, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company was being wound up under the applicable provisions of the Companies Act, 2013 and the Insolvency and Bankruptcy Code, 2016.

**RESOLVED FURTHER THAT** in accordance with the provisions of Section 68 of the Act and Buyback Regulations, draft of the Declaration of Solvency prepared in the prescribed form along with annexures thereof, as placed before the Board be and is hereby approved and Shri Kamalkumar Dujodwala, Chairman and Shri Pannkaj Dujodwala, Managing Director of the Company, be and are hereby authorized to sign the same, for and on behalf of the Board and file the same with the Registrar of Companies and the Securities and Exchange Board of India;

**RESOLVED FURTHER THAT** a Committee ("Buyback Committee") be and is hereby constituted comprising of Shri Kamalkumar Dujodwala, Chairman, Shri Pannkaj Dujodwala, Managing Director and Mr. Shrirang V Rajule, Chief Financial Officer, to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper, in the best interest of the Company and its shareholders in connection with the Buyback, including but not limited to:

- a) seeking all regulatory approvals, if any, including of SEBI and the Reserve Bank of India for implementing the Buyback;
- b) deciding and announcing the Record Date for the purpose of Buyback;
- c) appointing, authorizing, entering into agreements with and issuing necessary instructions to the investor service centre and escrow agent;
- d) opening one or more bank accounts, including an escrow account and special account as required, and entering into agreements with and to give instructions to the bankers in connection therewith;
- e) finalizing the terms and timeline of the Buyback including the entitlement ratio, opening date and closing date of the offer period and the timeframe for completing the Buyback and re-affirming declaration of solvency as and when required;
- f) deciding and appointing BSE Limited as designated stock exchange(s) for the Buyback;
- g) arranging for bank guarantees as may be necessary for the Buyback in accordance with applicable law;
- h) depositing and/or instructing the deposit of the requisite amount into escrow and finalising the composition/combination of such deposit into escrow in accordance with the provisions of Regulation 10 of the Buyback Regulations (i.e., cash deposit or bank guarantee including the amounts of the cash deposit and the bank guarantee) and the escrow agreement entered into with the escrow agent;
- i) preparing, finalizing, dating, approving, modifying, signing (in accordance with applicable law), issuing, reissuing and filing with the appropriate statutory/other authorities the public announcement, draft letter of offer, letter of offer and all other documents, resolutions, advertisements, confirmations, intimations and declarations, and the certificate for extinguishment and physical destruction of shares certificates and other documents required in connection with the Buyback upon receiving the requisite shareholder approval for the Buyback, and causing the declaration of solvency and supporting affidavit to be executed in accordance with applicable law and such alterations, additions, omissions, variations, amendments or corrections will be deemed to have been approved by the Board of Directors;

- j) taking all actions to verify offers and acceptances received, finalize the basis of acceptance, pay the shareholders consideration for shares bought back, approve split of physical share certificates and transfer of shares, extinguish dematerialised shares and ensure the physical destruction of the share certificates with respect to the Equity Shares bought back by the Company;
- k) uploading all required information such as details of the Equity Shares bought back on the website and filing the same with the stock exchange as required under applicable law;
- l) signing, executing and delivering such documents as may be necessary or desirable in connection with or incidental to the Buyback, including the execution of documents under common seal of the Company as may be required;
- m) settling and resolving any queries raised by SEBI, stock exchanges, Registrar of Companies and any other authorities whatsoever in connection to any matter incidental to and ancillary of the Buyback, requiring specific approval of the Buyback Committee;
- n) creating and maintaining requisite statutory registers and records as required under the Companies Act and to furnish appropriate returns to the appropriate authorities;
- o) closing the Buyback and completing all the required formalities as specified under the Companies Act, Buyback Regulations and the Listing Regulations and other applicable laws;
- p) altering, modifying, amending the appointment/ engagement and terms and conditions (including terms pertaining to remuneration/payment of commission, brokerage fees and charges) of the intermediaries appointed for the Buyback;
- q) doing such other acts, deeds, matters, or things, and executing such documents, forms, letters, confirmations, and taking all steps as may be necessary to sign, submit and file all necessary forms, letters, applications, e-forms and other documents as they may in their absolute discretion, deem necessary, expedient, usual or proper or are necessary, expedient, usual or proper with regard to the implementation in connection with or in furtherance of the Buyback;

**RESOLVED FURTHER THAT** Mr. Ankur Gala, Company Secretary and Compliance Officer of the company shall act as the Secretary to the Buyback Committee;

**RESOLVED FURTHER THAT** any two members of the Buyback Committee mentioned above shall form the quorum at the meeting of the Buyback Committee and that this Committee may approve the above by passing appropriate resolutions (including by way of circular resolution) in connection with the above;

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

**RESOLVED FURTHER THAT** as per the provisions of Section 68(8) of the Act, the Company will not issue same kind of shares or other specified securities within a period of six months after the completion of the Buyback except by way of bonus shares or Equity Shares issued in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares;

**RESOLVED FURTHER THAT** M/s. SPA Capital Advisors Limited, SEBI Registered Category – I Merchant Banker, (the “Merchant Banker”) be and is hereby appointed as Merchant Banker / Manager for the purpose of the Buy-Back in terms of the Buyback Regulations and Shri Kamalkumar Dujodwala, Chairman, be and is hereby authorized to finalize the remuneration payable to them and the terms and conditions relating to such appointment, and sign such documents as may be required in this connection;

**RESOLVED FURTHER THAT** in terms of Regulation 19 (3) of the Buyback Regulations, Mr. Ankur Gala, Company Secretary and Compliance Officer of the Company be and is hereby appointed as Compliance

Officer for the Buyback;

**RESOLVED FURTHER THAT** in terms of the requirement of the Buyback Regulations, Mr. Ankur Gala, Company Secretary and Compliance Officer of the Company be and is hereby authorized to obtain the consent/ dissent of the Promoters/ Promoter Group, with respect to their participation in the Buy-back;

**RESOLVED FURTHER THAT** a copy of the foregoing resolution certified by any of the Director of the Company or the Company Secretary be forwarded to concerned persons / authorities and they be requested to act thereon.”

## 5. DETAILS OF THE PUBLIC ANNOUNCEMENT

1. The Public Announcement dated March 19, 2018, published on March 20, 2018 in the following newspapers, in accordance with Regulation 8(1) of the Buyback Regulations, within two working days from the date of passing the resolution by the members of the Company, on March 16, 2018:

Publication	Language	Editions
Business Standard	English	All Editions
Business Standard	Hindi	All Editions
Navshakti	Marathi	Mumbai Edition

2. A corrigendum to the Public Announcement dated March 21, 2018 was published in the above mentioned newspaper on March 22, 2018.

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

A copy of the Public Announcement and Corrigendum to the Public Announcement is available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in).

## 6. DETAILS OF THE BUYBACK OFFER

1. The Board of Directors of Mangalam Organics Limited at its meeting held on February 02, 2018 has recommended the Buyback of up to 6,10,000 (Six Lakh and Ten Thousand Only) Equity Shares at a price of Rs. 230/- (Rupees Two Hundred And Thirty Only) per Equity Share up to an aggregate amount not exceeding Rs. 14,03,00,000/- (Rupees Fourteen Crores and Three Lakhs only) excluding the transaction costs viz. brokerage, advisors' fees, printing and dispatch expenses, applicable taxes such as securities transaction tax, goods and service tax, stamp duty and other related and incidental expenses, which works out to be 24.32% of the aggregate of the standalone fully paid-up share capital and free reserves as per the standalone audited accounts of the Company as on December 31, 2017 through the "Tender Offer" route as prescribed under the Buyback Regulations on a proportionate basis, from the equity shareholders / beneficial owners of the Equity Shares of the Company as on the Record Date. The Buyback is being undertaken in terms of Chapter III of the Buyback Regulations under the Tender Offer route, as prescribed by the Buyback Regulations and in accordance with other provisions of the Buyback Regulations, the SEBI Circulars, LODR Regulations and Section 68, 69, 70 and other applicable provisions, if any, of the Companies Act, 2013, and the relevant rules framed thereunder, including the Share Capital Rules, to the extent applicable. The Buyback is subject to receipt of any approvals, permissions and sanctions of statutory, regulatory or governmental authorities as may be required under applicable laws, including SEBI, RBI and the Stock Exchanges.
2. With the Buyback Price of Rs. 230/- and Buyback Size of Rs. 14,03,00,000/-, the total number of shares to be bought back in the Buyback shall be 6,10,000 Equity Shares, representing 6.74% of the total issued and paid-up equity capital of the Company.

3. The Buyback shall be undertaken on a proportionate basis from the Shareholders as of the Record Date being April 04, 2018 through the Tender Offer prescribed under Regulation 4(1)(a) of the Buyback Regulations, to the extent permissible, and the “Mechanism for acquisition of shares through Stock Exchanges” as prescribed under the SEBI Circulars. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering of Equity Shares by such Shareholders and settlement of the same, as prescribed in the SEBI Circular.
4. In terms of the Buyback Regulations, under the Tender Offer route, the Promoter and Promoter Group of the company have the option to participate in the Buyback. In this regard, **the Promoter and Promoters Group of the Company do not intend to participate and tender their equity shares in the Buyback offer.**
5. The Buyback Price represents a premium of approx. 35.14% over the closing price on the BSE on January 19, 2018, being the date of intimation to BSE for the Board Meeting to consider the proposal of the Buy-back, a premium of 52.60% over the volume weighted average market price of the Equity Shares on BSE for 3 months preceding the date of intimation to the Stock Exchange for the Board Meeting to consider the proposal of the Buyback and 30.41% over the volume weighted average market price of the Equity Shares on the BSE for 2 weeks preceding the date of intimation to the Stock Exchange for the Board Meeting to consider the proposal of the Buyback.
6. The aggregate Paid-up equity capital and Free Reserves of the Company as at December 31, 2017 (as per the latest audited standalone financial statements available as on the date of the Board Meeting recommending the proposal of the Buyback) is Rs. 57,67,77,153/- (Rupees Fifty Seven Crores Sixty Seven Lakh Seventy Seven Thousand One Hundred and Fifty Three Only). Under the provisions of the Companies Act, the funds deployed for Buyback shall not exceed 25% of the Paid-up capital and Free Reserves of the Company i.e. Rs. 14,41,94,288.25 (Rupees Fourteen Crores Forty One Lakh Ninety Four Thousand Two Hundred Eighty Eight and Paise Twenty Five Only). The maximum amount proposed to be utilized for the Buyback is Rs. 14,03,00,000/- (Rupees Fourteen Crores and Three Lakhs Only) which is 24.32% of the standalone fully paid-up share capital and free reserves of the Company as at December 31, 2017 and is therefore within the prescribed statutory limit of 25% of the aggregate of the Company's fully paid-up share capital and free reserves as per the audited Balance Sheet as at December 31, 2017.
7. Further, under the Companies Act, the number of equity shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity capital of the Company in that financial year. Accordingly, the maximum number of equity shares that can be bought back in the current financial year is 22,63,170 (Twenty Two Lakh Sixty Three Thousand and One Hundred Seventy only) Equity Shares (calculated on the basis of the total paid-up equity share capital of the Company as on December 31, 2017). Since the Company proposes to buy back up to 6,10,000 Equity Shares which represents 6.74% of the paid-up equity share capital of the Company and the same is within the aforesaid 25% limit.
8. Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the Promoter and Promoter Group in the Company may increase or decrease from the existing shareholding of the total equity capital and voting rights of the Company. After the completion of Buyback, the public shareholding of the company shall not fall below the minimum level required as per Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Any change in voting rights of the promoters pursuant to completion of Buyback will not result in any change in control over the Company. For details regarding the shareholding of the promoters' pre-Buyback and post-Buyback please refer to paragraph 15 of this Draft Letter of Offer.
9. Pursuant to the completion of the Buyback, the non-promoter shareholding of the Company shall not fall below the minimum level required as per listing conditions/ agreement or the LODR Regulations.

**7. AUTHORITY FOR THE BUYBACK**

The Buyback is being undertaken by the Company in accordance with Article 61 of the Articles, the provisions of Sections 68, 69, 70 and other applicable provisions of the Companies Act, the Rules thereunder and the Buyback Regulations. The Buyback is subject to such other approvals and permissions, as may be required from statutory, regulatory or governmental authorities under applicable laws.

The Board at its meeting held on February 02, 2018, passed a resolution recommending the Buyback of Equity Shares of the Company and sought approval of its Shareholders, by a special resolution, through a Postal Ballot Notice dated February 02, 2018. The Shareholders of the Company have approved the Buyback by way of a special resolution, through the postal ballot, on March 16, 2018.

**8. NECESSITY FOR BUYBACK**

The Board in its meeting held on February 02, 2018, considered all relevant factors, including the strategic and operational cash requirements in the medium term, present debt to equity ratio of the Company, the increase in accumulated free reserves, considered it appropriate to allocate a sum not exceeding Rs. 14,03,00,000/- (Rupees Fourteen Crores and Three Lakh Only) for distributing to the Eligible Shareholders holding equity shares of the Company on the Record Date, through a Buyback.

In line with the above and with an objective of enhancing the shareholders returns, the Board decided to recommend Buyback at a price of Rs.230/- (Rupees Two Hundred and Thirty Only) per equity share for an aggregate consideration of upto Rs. 14,03,00,000/- (Rupees Fourteen Crores and Three Lakh Only).

The Buyback is being undertaken to return to the equity shareholders, in an expedient, effective and cost-efficient manner, surplus cash which is in excess of the Company's ordinary capital requirements and current investment plans. The Buyback is being undertaken for the following reasons:

- i. 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;
- ii. The Buyback, which is being implemented through the Tender Offer route as prescribed under the Buyback Regulations, would involve allocating to the Small Shareholders the higher of a) number of shares entitled as per their holdings, or b) 15% of the number of shares to be bought back, 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(1)(1a) of the Buyback Regulations;
- iii. The Buyback is expected to improve return on equity and earnings per share by reduction in the equity base, thereby leading to long term increase in Shareholders' value;
- iv. The Buyback gives an option to 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 in the Company, post the Buyback offer, without additional investment.

**9. MAXIMUM NUMBER OF SECURITIES THAT THE COMPANY PROPOSES TO BUYBACK**

The Company proposes to Buyback up to 6,10,000 Equity Shares of the Company representing 6.74% of the paid-up equity capital of the Company.

**10. MAXIMUM AMOUNT REQUIRED UNDER THE BUYBACK**

The maximum amount required under the Buyback would not exceed Rs. 14,03,00,000/- (Rupees Fourteen



Crores Three Lakhs Only) which is not more than 25% of the fully paid-up capital and free reserves as per the standalone audited accounts of the Company as on December 31, 2017 (excluding the transaction costs viz. brokerage, advisors' fees, printing and dispatch expenses, applicable taxes such as securities transaction tax, goods and service tax, stamp duty and other related and incidental expenses).

The Buyback would be financed out of free reserves of the Company (including Securities Premium Account) or such other source as may be permitted by the Buyback Regulations or the Act. The Company shall transfer from its free reserves a sum equal to the nominal value of the equity shares bought back through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited Balance Sheet.

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

The Company confirms that as required under Section 68(2)(d) of the Act, the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up equity share capital and free reserves as on December 31, 2017, after the Buyback.

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

1. The Buyback is not likely to cause any impact on the profitability/ earnings of the Company, except to the extent of reduction of in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. In the event that there is 100% acceptance of the Equity Shares tendered in the Buyback from Shareholders on a proportionate basis, the funds deployed by the Company towards the Buyback would be Rs. 14,03,00,000/- (Rupees Fourteen Crores Three Lakhs Only). This shall impact the investment income earned by the Company, on account of reduced amount of funds available for investments.
2. The Buyback is not expected to impact growth opportunities for the Company.
3. The Buyback is expected to contribute to the overall enhancement of shareholder value and result in an increase in the return on equity of the Company.
4. The Buyback will not result in a change in control or otherwise affect the existing management structure of the Company.
5. In terms of the Buyback Regulations, under the Tender Offer route, the Promoter and Promoters Group of the company have the option to participate in the Buyback. In this regard, **the Promoter and Promoters Group of the Company do not intend to participate and tender their equity shares in the Buyback offer.**
6. The aggregate shareholding of the promoter and promoters group who are in control of the company;

S. No.	Name of the Promoter/ Promoters' Group	No. of Equity shares held	Shareholding Percentage (%)
1	Shri Kamalkumar Dujodwala*	1,000	0.01
2	Pannkaj Dujodwala HUF	1,72,432	1.90
3	Ramgopal kamalkumar HUF	1,56,216	1.73
4	Mrs. Manisha Dujodwala	8,53,250	9.43
5	Mrs. Vasudha Dujodwala	1,31,300	1.45
6	Mrs. Alka Dujodwala	5,78,790	6.39
7	Mr. Akshay Dujodwala	3,51,374	3.88
8	Dujodwala Exports Pvt. Ltd.	1,72,432	1.90

9	Indo Euro Securities Ltd.	18,29,417	20.21
<b>TOTAL</b>		<b>42,46,211</b>	<b>46.91</b>

(\*)Shri Kamalkumar Dujodwala is the promoter of the company and others as listed above form part of the Promoters' Group and of persons who are in control of the company.

7. The aggregate shareholding of the promoter and promoters group who are in control of the company;

S.No.	Name	Designation	No. of Equity shares held	Shareholding Percentage (%)
1	Shri Kamalkumar Dujodwala	Chairman	1,000	0.01

8. Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the Promoter and Promoters Group in the Company may increase from the existing 46.91% holding in the total equity capital and voting rights of the Company. The Promoter and Promoter Group of the Company are already in control over the Company and therefore such further increase in voting rights of the promoters will not result in any change in control over the Company.
9. Assuming response to the Buyback is to the extent of 100% (full acceptance) from the shareholders upto their entitlement, the aggregate shareholding of the Promoters and Promoter Group, may increase to 50.29% post Buyback from the current pre Buyback shareholding of 46.91%, and the aggregate shareholding of the public in the Company shall decrease to 49.71% from the current pre Buyback shareholding of 53.09%.
10. Consequent to the Buyback and based on the number of Equity Shares bought back from the Non-Resident Shareholders, Indian financial institutions, banks, mutual funds and the public including other bodies corporate, the shareholding of promoters would undergo a change.
11. The debt-equity ratio post Buyback will be compliant with the permissible limit of 2:1 prescribed by the Companies Act, even if the response to the Buyback is to the extent of 100% (full acceptance) from the Eligible Shareholders upto their Buyback Entitlement.
12. The Company shall not issue any equity shares or other securities (including by way of bonus issue) till the date of closure of the Buyback Offer.
13. The Company shall not raise further capital for a period of one year from the closure of the Buyback offer, except in discharge of subsisting obligations.
14. The Promoter and Promoters Group shall not deal in the Equity shares of the Company, including any *inter se* transfer of shares amongst the promoter or promoters group for the period between the date of the Special Resolution and the date of the closure of the Buyback offer in accordance with the Buyback Regulations.
15. Salient financial parameters consequent to the Buyback based on the latest Standalone Audited Financial Statements of the Company as on December 31, 2017 are as under:

Particulars	Pre-Buyback*	Post-Buyback* <sup>g</sup>
Networth (Rs. in Lakh) <sup>a</sup>	5,767.77	4,364.77
Return on Networth (%) <sup>b</sup>	26.58	35.13
Earnings Per Equity Share- Basic and Diluted (Rs.) <sup>c</sup>	12.70	13.62
Book Value per Share (Rs.) <sup>d</sup>	63.71	51.70
P/E ratio as per latest audited financial result <sup>e</sup>	13.65	12.73

Total Debt/ Equity Ratio <sup>f</sup>	0.60	0.80
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Notes:

- \*Pre and Post Buyback calculations are based on standalone audited financials as of December 31, 2017
- Networth is based in standalone audited financials as of December 31, 2017
  - Return on Networth = Profit/ (loss)for the period (Annualised) divided by Networth
  - Earnings per Share = Profit for the period divided by Average number of shares at the end of the period
  - Book value per Share = Networth divided by Total number of shares outstanding
  - Price / Earnings (P/E)= Closing market price of the Equity shares at BSE on December 29, 2017 i.e. Rs. 173.40, divided by Earnings per Equity share
  - Total Debt / Equity Ratio = Total Debt divided by Networth
  - For the purpose of calculating post buy back figures, Networth is reduced by Rs. 1,403.00 Lakh assuming full acceptance in Buyback. Similarly, Average no. of shares for the purpose of Earnings per share and total no. of shares for the purpose of book value per equity share has been reduced by 6.10 lakh shares assuming full acceptance in Buyback.

**12. BUYBACK PRICE AND BASIS FOR DETERMINING THE PRICE OF THE BUYBACK**

- The Equity Shares are proposed to be bought back at a price of Rs. 230/- (Rupees Two Hundred and Thirty Only) per share ("**Buyback Price**"). The Buyback Price has been arrived at after considering many factors, including, but not limited to the trends in the volume weighted average prices of the Equity Shares of the Company on the BSE Stock Exchange where the Equity Shares of the Company are listed during last three months and two weeks, the Networth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per share.
- The Buyback Price represents a premium of approx. 52.60% over the volume weighted average price of the Equity Shares on the BSE for 3 months preceding the date of intimation to BSE for the Board Meeting to consider the proposal of the Buy-back and a premium of approx. 30.41% over the volume weighted average price of the Equity Shares on the BSE for 2 weeks preceding the date of intimation to BSE for the Board Meeting to consider the proposal of the Buy-back.
- For trends in the market price of the Equity Shares, please refer to paragraph 18 of this Draft Letter of Offer.
- The closing market price of the Equity Shares as on the date of intimation to the BSE for the Board Meeting for considering the proposal for Buyback i.e. January 19, 2018, was Rs. 170.20 on the BSE.
- The book value per share of the Company pre-Buyback as on December 31, 2017 was Rs. 63.71 which will decrease to Rs. 51.70 post Buyback assuming full acceptance of the Buyback and subject to notes as disclosed under this Section.
- The earnings per share of the Company pre-Buyback as on December 31, 2017 was Rs. 12.70 which will increase to Rs.13.62 post Buyback assuming full acceptance of the Buyback and subject to notes as disclosed under this Section.
- The annualized return of net-worth of the Company pre Buyback as on December 31, 2017 was 26.58% which will increase to 35.13% post Buyback assuming full acceptance of the Buyback and subject to notes as disclosed under this Section.

**13. SOURCES OF FUNDS FOR THE BUYBACK**

- Assuming full acceptance, the funds that would be utilized by the Company for the purpose of the

Buyback of 6,10,000 Equity shares at a price of Rs. 230/- per Equity share would be Rs. 14,03,00,000/- (Rupees Fourteen Crores and Three Lakh only) excluding transaction cost, viz. brokerage, advisors' fees, printing and dispatch expenses, applicable taxes such as securities transaction tax, goods and service tax, stamp duty and other related and incidental expenses.

2. The fund for the Buyback will be sourced out of the free reserves of the Company (including Securities Premium Account) as on December 31, 2017 or such other source as may be permitted by the Buyback Regulations or the Act. The Company shall transfer from its free reserves a sum equal to the nominal value of the equity shares 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. The funds borrowed, if any, from banks and financial institutions will not be used for the Buyback.

#### 14. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT DEPOSITED THEREIN

1. In accordance with Regulation 10 of the SEBI Buyback Regulations, the Company has appointed Axis Bank Limited, having its registered office at Trishul, 3rd Floor, Opp. Samarartheshwar Temple, Law Garden, Ellis Bridge, Ahmedabad - 380 006, Gujarat, India and acting through its branch at Jeevan Prakash Building, Sir P M Road, Fort, Mumbai - 400 001, Maharashtra, India, as the Escrow Agent for the aforementioned Buyback. The Company, the Manager to the Offer and the Escrow Agent have entered into an Escrow Agreement dated March 19, 2018 pursuant to which the Escrow Account in the name and style "**Mangalam Organics Limited - Buyback Escrow Account**" bearing account number 918020023107722 has been opened with the Escrow Agent.
2. In accordance with the Buyback Regulations, the Company has deposited cash of Rs. 3,50,75,000/- (Rupees Three Crores Fifty Lakh Seventy Five Thousand Only), equivalent to 25% of the Buyback Offer size, in the Escrow account, by way of security for the fulfillment of its obligation under the Buyback. In terms of the Escrow agreement, the cash as well as any Fixed Deposit created there from will constitute the escrow amount and would form part of the Escrow Account. The Manager to the Offer, SPA Capital Advisors Limited has been empowered to operate the Escrow Account in accordance with the SEBI Buyback Regulations.
3. Based on the resolution of the Board of Directors at its meeting held on February 02, 2018 in this regard and other facts and documents, NGST & Associates, Chartered Accountants, Statutory Auditors of the company (Firm Registration No.: 135159W), located at 1111/11<sup>th</sup> Floor, Ghanshyam Enclave, Laljipada Police Chowky, Link Road, Kandivali (West), Mumbai - 400 067, Maharashtra, India, signing through their Partner Mr. Bhupendra Gandhi (Membership No.: 122296) vide their certificate dated March 21, 2018 have certified that the Company has adequate and firm financial arrangements to fulfill its obligations for the purposes of Buyback of 6,10,000 Equity shares at Rs. 230/- per Equity share aggregating to Rs. 14,03,00,000/-.
4. Based on the aforementioned certificate, the Manager to the Buyback Offer confirms that it is satisfied that firm arrangements for fulfilling the obligations under the Buyback are in place and that the Company has the ability to implement the Buyback in accordance with the SEBI Buyback Regulations.
5. The Company will, immediately after the date of closure of this Buyback offer, shall deposit in the special account opened with the Escrow Agent, such sum as would together with 90% of the amount lying in the Escrow Account make up the entire sum due and payable as consideration for the Buyback. The Company may transfer the funds from the Escrow Account to the Special Account in accordance with the provisions of Regulation 11 of the SEBI Buy-back Regulations.

#### 15. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

1. The present capital structure of the company as on the date of the issue of this Draft Letter of Offer is

as follows:

Particulars	Amount (in Rs.)
<b>Authorized Capital</b>	
1,20,00,000 Equity Shares of Rs. 10/- each	12,00,00,000
<b>Issued, Subscribed and Paid-up Capital</b>	
90,52,680 Equity Shares of Rs.10/- each	9,05,26,800

2. Assuming full acceptance in the Buyback offer, the Capital Structure of the Company post Buyback Offer would be as follows:

Particulars	Amount (in Rs.)
<b>Authorized Capital</b>	
1,20,00,000 Equity Shares of Rs. 10/- each	12,00,00,000
<b>Issued, Subscribed and Paid-up Capital</b>	
84,42,680 Equity Shares of Rs.10/- each	8,44,26,800

3. There are no outstanding preference shares, partly paid-up equity shares or any convertible instruments or calls in arrears.
4. The Company shall not issue and allot any Shares including by way of bonus or convert any ESOPs into Shares, from the date of Public Announcement till the date of closure of this Buyback.
5. There have been no other Buyback programmes of the Company over the last 3 years from the date of this Draft Letter of Offer.
6. The shareholding pattern of the company pre Buyback, taken as on the Record date, i.e. April 04, 2018 as well as post Buyback shareholding are as shown below:

Category of Shareholders	Pre Buyback		Post Buyback*	
	No. of Shares	% Holding	No. of Shares	% Holding
Promoter and Promoters Group (collectively "the Promoters")	42,46,211	46.91	42,46,211	50.29
<b>Total Promoters shareholding (A)</b>	<b>42,46,211</b>	<b>46.91</b>	<b>42,46,211</b>	<b>50.29</b>
Foreign Investors (including NRIs, FIIs, OCBs and Others)	[●]	[●]	41,96,469	49.71
Financial Institutions (including Banks and Mutual Funds)	[●]	[●]		
Other Public Investors (including Individual Investors, Bodies Corporates and Others)	[●]	[●]		
<b>Total Public Shareholding (B)</b>	<b>48,06,469</b>	<b>53.09</b>	<b>41,96,469</b>	<b>49.71</b>
<b>Grand Total (A) +(B)</b>	<b>90,52,680</b>	<b>100.00</b>	<b>84,42,680</b>	<b>100.00</b>

\*Assuming full acceptance of Equity shares in the Buyback Offer. However, the shareholding pattern post Buyback may differ depending upon the actual number of Equity shares bought back in the Buyback offer from the shareholders.

7. No Equity Shares have been purchased/ sold/ transferred by any of the Promoter or Promoters Group, Directors and Key Managerial Personnel of the Companies during the period of six months preceding the date of Board meeting at which the Buyback was proposed and from the date of the Board Meeting till the date of this Draft Letter of Offer.

8. Assuming full acceptance of the Buyback, the issued, paid up equity share capital of the Company would be Rs. 8,44,26,800/- comprising of 84,42,680 shares of Rs. 10/- each as more fully set out in paragraph 15 of this Draft Letter of Offer.
9. Assuming response to the Buyback is to the extent of 100% (full acceptance) from the Shareholders upto their entitlement, the aggregate shareholding of the promoters, post Buyback may increase to 50.29% from existing 46.91%.
10. There is no pending scheme of amalgamation or compromise or arrangement of the Company pursuant to any provisions of the Act.

**16. BRIEF INFORMATION ABOUT THE COMPANY**

1. Mangalam Organics Limited was incorporated on July 03, 1981 under the Companies Act, 1956 with Registrar of Companies, Bombay. The registered office of the Company is located at Kumbhivali Village, Savroli Kharpada Road, Taluka Khalapur, Khopoli, Maharashtra - 410202, India and the administrative office of the company is situated at 812 Tulsiani Chambers, 212 Nariman Point, Mumbai - 400021, Maharashtra, India. The equity shares of the company are currently listed at BSE Limited (Script Code: 514418).
2. The paid-up equity share capital of the Company for the nine months ended December 31, 2017 was Rs. 9,05,26,800/- (Rupees Nine Crores Five Lakh Twenty Six Thousand Eight Hundred Only) and the total free reserves (on a standalone basis) for the nine months ended December 31, 2017 were Rs. 48,62,50,353/- (Rupees Forty Eight Crores Sixty Two Lakh Fifty Thousand Three Hundred and Fifty Three Only).
3. History and Growth of Business:
  - a. Mangalam Organics Limited was incorporated by late Shri Ramgopal M. Dujodwala in the year 1981 as Allied Colloids Private Limited. The company was then converted into a Public Limited Company in the year 1992. The name of the company was changed to Dujodwala Products Limited in the year February 1993 subsequently to Mangalam Organics Limited on October 09, 2013.
  - b. The company came out with its Initial Public Offer (IPO) in the year July 1994 and consequently got its shares listed at Bombay Stock Exchange (BSE). Currently the shares of the company are listed at BSE Limited (Scrip Code: 514418). The registered office of the company is located at Khopoli, Maharashtra and administrative office is located at Nariman Point, Mumbai, Maharashtra.
  - c. Mr. Kamalkumar Dujodwala and Mr. Pannkaj Dujodwala are currently the Chairman and the Managing Director of the company respectively.
  - d. Mangalam Organics Limited is primarily engaged in the line of manufacturing, supplying and exporting of Terpene Chemicals like Camphor, Camphene, Dipentine, Sodium Acetate, Synthetic Resins and other Organic chemicals. These products are used in the Adhesive, Rubber and Inks and Tyre Industries. Camphor is the primary product of the company and is widely sold in the domestic market majorly for household usage under the registered brand of the company "Mangalam". The company's manufacturing facility is located at Khopoli, Maharashtra and has its Sales offices and Warehouses at major locations across the country.
  - e. Going forward the company will work to increase its production quantities of Camphor and its related products, exploring opportunities in International markets and focus on its retail brand of Camphor tablets "Mangalam" to gain more prominence in Modern trade.

4. Financial Growth:

As per the audited standalone financial statements for the financial years ended March 31, 2017, 2016 and 2015, the company recorded total income of Rs. 177.18 crores, Rs. 200.87 crores and Rs. 242.66 crores respectively. Profit after Tax of the company for the financial years ended March 31, 2017, 2016 and 2015 was Rs. 4.77 crores, Rs. (10.34) (loss) crores and 4.20 crores respectively. Networth of the company for the financial years ended March 31, 2017, 2016 and 2015 was Rs. 46.19 crores, Rs. 42.12 crores and Rs. 51.75 crores respectively.

## 5. The details of the changes in Share Capital of the Company since Incorporation as certified by the Company is as follows:

Date of Allotment	No. of Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Type / Nature of Allotment	Cumulative No. of Shares	Cumulative Paid-up Share Capital (Rs.)
03-Jul-1981	20	10	10	Subscription to Memorandum of Association in Cash	20	200
27-Mar-1989	2,30,000	10	10	Allotment to Promoters in Cash	2,30,020	23,00,200
28-Feb-1990	1,000	10	10	Allotment to Promoters in Cash	2,31,020	23,10,200
30-Nov-1993	6,93,060	10	NA	Bonus Issue in the Ratio of 3:1	9,24,080	92,40,800
30-Dec-1993	75,920	10	10	Allotment to Promoters in Cash	10,00,000	1,00,00,000
08-Sep-1994	76,21,600	10	20	Allotment to Public in IPO in Cash	86,21,600	8,62,16,000
29-Jan-2011	4,31,080	10	18.59	Allotment to Promoters in Cash upon Conversion of Warrants issued on Preferential basis	90,52,680	9,05,26,800

## 6. The details of the Board of Directors of the Company as on the date of the Public Announcement is as follows:

Name, Age and DIN of the Director	Designation	Qualifications	Date of Appointment / Reappointment	Other Directorships
Mr. Kamalkumar Dujodwala Age: 66 Years DIN: 00546281	Chairman	Bachelor in Science (B.Sc) - Chemical	10-Jan-2008	<ul style="list-style-type: none"> <li>- Remi Edelstahl Tubulars Limited</li> <li>- Dujodwala Exports Private Limited</li> <li>- Boruka Park Investments India Private Limited</li> <li>- Boruka Power Holdings Private Limited</li> <li>- Boruka Park Holdings Private Limited</li> <li>- Boruka Power Investments India Private Limited</li> <li>- Balaji Pine Chemicals Limited</li> <li>- Dujodwala Resins and Terpenes Limited</li> <li>- Indo Euro Securities Limited</li> </ul>
Mr. Pannkaj Dujodwala Age: 54 Years DIN: 00546353	Managing Director	Bachelor in Commerce (B.Com) and MBA from London	15-Oct-2015	<ul style="list-style-type: none"> <li>- Dujodwala Exports Private Limited</li> <li>- Kamtress Automation Systems Private Limited</li> <li>- Balaji Pine Chemicals Limited</li> <li>- Indo Euro Securities Limited</li> </ul>

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Mr. Shree Narayan Baheti Age: 69 Years DIN: 01760198	Independent & Non-Executive Director	Bachelors in Engineering (B.E)	26-Sep-2017	<ul style="list-style-type: none"> <li>- Scribe Emr Systems Private Limited</li> <li>- Scribe Emr Private Limited</li> <li>- Andy Properties Private Limited</li> <li>- Dowell Crusing Industries Private Limited</li> <li>- Ramavtar Investment and Trading Company Private Limited</li> <li>- Focus Softek Private Limited</li> </ul>
Mr. Rajkumar Subhkaran Jatia Age: 66 Years DIN: 00136303	Independent & Non-Executive Director	Bachelor in Commerce (B.Com)	19-Sep-2014	<ul style="list-style-type: none"> <li>- Avenue Technologies Private Limited</li> <li>- Provenance Land Private Limited</li> <li>- Plash Food Private Limited</li> </ul>
Mr. Sharad Kumar Saraf Age: 70 Years DIN: 00035843	Independent & Non-Executive Director	Bachelors in Technology (B.Tech) from IIT Bombay	19-Sep-2014	<ul style="list-style-type: none"> <li>- Techno Defence Private Limited</li> <li>- Ashrey International Trading Private Limited</li> <li>- Steel Drum Association of India</li> <li>- Indus Engineers for Service Foundation</li> <li>- Nutricraft Products Private Limited</li> <li>- Technocraft Global Holdings Limited</li> <li>- Danube Fashions Limited</li> <li>- Technocraft Exports Private Limited</li> <li>- Shreyan Infra &amp; Power Private Limited</li> <li>- Technocraft Tabla Formwork Systems Private Limited</li> <li>- Cotton Association of India</li> <li>- Confederation of Indian Textile Industry</li> <li>- Technosoft Engineering Projects Limited</li> <li>- Technocraft Industries (India) Limited</li> <li>- The Council of EU Chambers of Commerce in India</li> <li>- BMS Industries Limited</li> <li>- The Cotton Textiles Export Promotion Council</li> <li>- Shreyan Infra &amp; Power LLP - Designated Partner</li> <li>- Dynasty Brewcraft Industries LLP - Designated Partner</li> </ul>
Ms. Anita Sandeep Shriya Age: 51 Years DIN: 06992663	Independent, Non-Executive & Women Director	Bachelors in Science (B.Sc)	24-Sep-2015	<ul style="list-style-type: none"> <li>- Holistic Corporate Services Private Limited</li> <li>- Pradhvi Multitrade Private Limited</li> </ul>

7. The details of changes in the Board of Directors of the Company during the last three years from the date of Public Announcement are as under;

Name of the Director	Appointment / Resignation / Retirement / Cessation	Effective Date	Reasons
Mr. Pannkaj Dujodwala	Appointment	15-Oct-2015	Re-appointment as Managing Director of the Company
Mr. Shree Narayan	Appointment	26-Sep-2017	Appointment as Independent and



Baheti			Non-Executive Director of the Company
Ms. Anita Shriya	Appointment	24-Sep-2015	Appointment as Independent and Non-Executive Women Director of the Company
Mr. Rajkumar Saraf	Resignation	19-Jul-2017	Resignation from Independent Directorship of the Company on personal grounds

8. The Buyback will not result in any benefit to any Director of the Company / Promoter or Promoters Group / person acting in control of the Company except to the extent of their intention to participate in the Buyback, including any Additional Shares tendered, 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 a reduction in the Equity Share capital post Buyback.

## 17. FINANCIAL INFORMATION OF THE COMPANY

1. The brief financial information of the Company as extracted from the Audited Standalone Financial Statements for the last three financial years ended March 31, 2017, March 31, 2016 and March 31, 2015 and for the nine months period ended December 31, 2017 are provided below:

Particulars	(Rs. in Lakh)			
	For Nine months period ended December 31, 2017 (Audited) <sup>(2)</sup>	Financial Year ended March 31, 2017 (Audited)	Financial Year ended March 31, 2016 (Audited)	Financial Year ended March 31, 2015 (Audited)
Equity Share Capital	905.27	905.27	905.27	905.27
Reserves and Surplus	4,862.50	3,713.32	3,236.09	4,269.80
Networth	<b>5,767.77</b>	<b>4,618.59</b>	<b>4211.62</b>	<b>5,175.07</b>
Total Debt	3,475.90	4,898.74	6150.13	6722.95
Total Income <sup>(1)</sup>	18,857.26	17,718.31	20,087.43	24,266.23
Total Expenses excluding Depreciation, Interest, Tax	16,992.47	16,454.89	19,643.80	22,382.89
Profit before Depreciation, Interest and Tax	1,864.79	1,263.42	443.63	1,883.34
Interest	225.90	446.34	644.42	581.12
Depreciation	367.65	529.68	530.10	616.99
Profit before Tax	1,271.24	287.39	(730.88)	684.58
Provision for Tax	121.28	(189.85)	303.22	264.47
Profit for the period	1,149.96	477.23	(1,034.10)	420.12
Other Comprehensive Income (net of tax)	(0.78)	NA	NA	NA
Total Comprehensive Income for the period	<b>1149.18</b>	<b>477.23</b>	<b>(1034.10)</b>	<b>420.12</b>

(1) Total income including other income and exceptional items.

(2) The figures for the nine months period ended December 31, 2017 are provided in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS).

### Key Financial Ratios

Particulars	For Nine months period ended December 31, 2017 <sup>#</sup> (Audited)	Financial Year ended March 31, 2017 (Audited)	Financial Year ended March 31, 2016 (Audited)	Financial Year ended March 31, 2015 (Audited)
Earnings per Share (EPS) - Basic and Diluted (Rs.) <sup>(1)</sup>	12.70	5.27	(11.42)	4.64
Book Value Per Share (Rs.) <sup>(2)</sup>	63.71	51.02	46.52	57.17
Return on Networth (%) <sup>(3)</sup>	26.58	10.33	(24.55)	8.12
Debt / Equity Ratio <sup>(4)</sup>	0.60	1.06	1.46	1.30

**Notes:**

- (1) Earnings per Share = Profit/ (loss) for the period (Annualised) divided by Average Number of Shares at the end of the period
  - (2) Book value per Share = Networth divided by Number of Shares at the end of the period
  - (3) Return on Networth = Profit/ (loss) for the period (Annualised) divided by Networth
  - (4) Debt-Equity Ratio = Total Debt divided by Networth
2. The Company shall comply with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, wherever and if applicable. The Company hereby declares that it has complied with sections 68, 69 and 70 of the Companies Act and the Companies (Share Capital and Debentures) Rules, 2014.

**18. STOCK MARKET DATA**

1. The Equity Shares of the Company are currently listed and traded at BSE.
2. The high, low and average market price in the preceding three financial Years (April to March period) and the monthly high, low and average market price for the six months preceding the month in which Public Announcement was given and the corresponding volumes on BSE is set out below:

Period	High			Low			Average Price per share (Rs.)	No. of shares traded in the period
	Price per share (Rs.)	Date	No. of shares traded	Price per share (Rs.)	Date	No. of shares traded		
<b>Preceding 3 Years</b>								
FY 2016-17	74.10	27-02-2017	42,670	18.35	05-04-2016	1,400	36.36	47,82,551
FY 2015-16	37.45	30-04-2015	4,61,556	15.05	08-09-2015	2,400	22.70	24,27,351
FY 2014-15	34.30	22-12-2014	3,91,845	14.35	09-04-2014	3,61,728	23.81	40,41,184
<b>Preceding 6 Months</b>								
February 2018	216.00	01-02-2018	41,413	202.70	26-02-2018	22,432	206.99	6,44,932
January 2018	222.10	23-01-2018	1,38,430	160.60	18-01-2018	16,237	184.37	6,91,892
December 2017	176.55	26-12-2017	15,926	158.10	01-12-2017	27,926	168.74	2,62,301
November 2017	159.15	22-11-2017	18,367	107.30	08-11-2017	7,521	134.62	4,90,889
October 2017	124.15	31-10-2017	56,080	76.00	03-10-2017	6,958	91.36	4,84,924
September 2017	82.75	21-09-2017	12,335	74.90	27-09-2017	4,232	77.50	1,55,106

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

For the purpose of aforesaid tables:

- High price is the maximum of the daily high prices and Low price is the minimum of the daily low prices of the Equity Shares of Company for the particular period. In case of two days with the same high / low, the date with higher volume has been considered
  - Average Price is the arithmetic average of the weighted average prices available for all trading days during the given period
3. The closing market price of the Equity Shares as on the date of intimation to BSE for the Board Meeting to consider the proposal for the Buyback i.e. January 19, 2018, was Rs. 170.20 on BSE.
  4. The closing market price of the equity shares at BSE as on the working day previous to the day the Board of Directors of the company recommended the proposal for the Buyback offer i.e. February 01, 2018, was Rs. 216.00 per share.

**19. DETAILS OF STATUTORY APPROVALS**

1. The Buyback Offer is subject to approval, if any required, under the provisions of the Companies Act, the SEBI Buyback Regulations, FEMA and/or such other applicable rules and regulations in force.
2. The Board at its meeting held on February 2, 2018 recommended the proposal for the Buyback and the shareholders by passing a special resolution through postal ballot dated March 16, 2018, approved the Buyback of Equity shares.
3. The Buyback from Non-Resident (“NR”) will be subject to approvals, if any, of the appropriate authorities as applicable. Non-Resident Indians (“NRI”) and erstwhile Overseas Corporate Bodies (“OCB”) must obtain all approvals required to tender the Equity Shares held by them in this Buyback (including without limitation the approval from the RBI). It is the obligation of such non-resident shareholders, NRI, OCB shareholders, to obtain such approvals and submit such approvals along with the Tender Form, so as to enable them to tender equity shares in the Buyback and for the Company to purchase such Equity Shares, tendered. The Company will have the right to make payment to the Eligible Shareholder in respect of whom no prior RBI approval is required and not accept Equity Shares from the Eligible Shareholder in respect of whom prior RBI approval is required in the event copies of such approvals are not submitted.
4. By agreeing to participate in the Buyback the NR and NRI shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
5. As of date, there are no other statutory or regulatory approvals required to implement the Buyback, other than that indicated above. If any statutory or regulatory approval becomes applicable subsequently, the Buyback will be subject to such statutory or regulatory approval(s). In the event of any delay in receipt of any statutory / regulatory approvals, changes to the proposed timetable of the Buyback, if any, shall be intimated to the Stock Exchanges.

**20. DETAILS OF REGISTRAR TO THE BUYBACK**

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

Name	Universal Capital Securities Private Limited
Address	21/25, Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai - 400093, Maharashtra, India
Phone	Tel. No.: +91 22 2820 7203

Fax	Fax No.: +91 22 2820 7207
Email	karlekar@uniseq.in
Contact Person	Mr. Rajesh Karlekar
SEBI Registration No.	INR000004082
Validity of Registration	April 17, 2020

In case of any query, the shareholders may contact the Registrar to the Buyback during working hours i.e. 10 am till 4 pm on all working days except Saturday, Sunday and public holidays.

## 21. COLLECTION CENTRE

Eligible Shareholders are requested to submit their Form(s) and requisite documents either by registered post/ speed post/ courier to the Registrar to the Buyback i.e. **Universal Capital Securities Private Limited**, superscribing the envelope as “**Mangalam Organics Limited - Buyback Offer 2018**”, or hand deliver the same to the Registrar at the address mentioned in paragraph 20.

## 22. PROCESS AND METHODOLOGY FOR THE BUYBACK

1. The Company proposes to Buyback up to 6,10,000 Equity Shares from the Shareholders / beneficial owners of Equity Shares of the Company, on a proportionate basis, through the Tender Offer route at a price of Rs. 230/- (Rupees Two Hundred and Thirty only) per Equity Share, payable in cash for an aggregate amount of Rs. 14,03,00,000/- (Rupees Fourteen Crores Three Lakh only), (being not more than 25% of the aggregate of the fully paid share capital and free reserves of the Company as per latest standalone audited balance sheet as on December 31, 2017). The maximum number of Equity Shares proposed to be bought back represents 6.74% of the paid-up equity share capital of the Company. The Buyback is in accordance with Article 61 of the Articles of Association of the Company and subject to the provisions of Section 68 and all other applicable provisions, if any, of the Companies Act and in compliance with Buyback Regulations and subject to such other approvals, permissions and sanctions as may be necessary, from time to time from statutory authorities including but not limited to SEBI, Stock Exchanges, RBI etc.
2. The aggregate shareholding of the Promoters / Promoter Group is 42,46,211 Equity Shares, which represents 46.91% of the existing Equity Share capital of the Company. In terms of the Buyback Regulations, under the Tender Offer route, the promoters of a company have the option to participate in the buyback. In this regard, the promoter and promoters group of the company do not intend to participate and tender their equity shares in the Buyback offer. Assuming response to the Buyback Offer is to the extent of 100% from the shareholders upto their entitlement (full acceptance), post Buyback the aggregate shareholding of the Promoter and Promoter Group will increase to 50.29% of the post Buyback equity share capital of the Company i.e. an increase of 3.38% from their present holding of 46.91% of the pre Buyback equity share capital of the Company.
3. **Record Date, Ratio of Buyback and Buyback Entitlement of each Category of Shareholder:**
  - a. The Board of Directors at its meeting held on March 19, 2018 approved and fixed Wednesday, the April 04, 2018 as the Record Date for the purpose of determining the entitlement and the names of the Shareholders, who are eligible to participate in the Buyback Offer.
  - b. The Equity Shares proposed to be bought back by the Company shall be divided in two categories:
    - Reserved category for Small Shareholders (“**Reserved Category**”); and
    - General category for all Shareholders other than Small Shareholders (“**General Category**”)

- c. As defined in the Buyback Regulations, a “Small Shareholder” is a Shareholder who holds Equity Shares having market value, on the basis of closing price on BSE as on Record Date, of not more than Rs. 200,000/- (Rupees Two Lakhs only). As on the Record Date, the closing price on BSE was Rs. [●] per Equity Share, accordingly all Shareholders holding not more than [●] Equity Shares as on the Record Date are classified as ‘Small Shareholders’ for the purpose of the Buyback Offer.
- d. Based on the above definition, there are [●] Small Shareholders with aggregate shareholding of [●] Shares, as on the Record Date, which constitutes [●] of the outstanding Paid up equity share capital of the Company and [●] of the number of Equity Shares which are proposed to be bought back as part of this Buyback.
- e. In compliance with Regulation 6 of the SEBI Buyback Regulations, the reservation for the Small Shareholders, will be [●] Equity Shares (“Reserved Portion”) which is higher of:
  - i. Fifteen percent of the number of Equity Shares which the Company proposes to Buyback, i.e. 15% of 6,10,000 Equity shares, which works out to 91,500 Equity Shares; or
  - ii. The number of Equity Shares to which the Small Shareholders are entitled, as per their shareholding as on Record Date i.e.  $(\frac{[●]}{[●]}) \times [●]$  which works out to [●] Equity Shares. All the outstanding Equity Shares have been used for computing the entitlement of Small Shareholders since the Promoters do not intend to offer Equity Shares held by them in the Buyback.
- f. Accordingly, General Category shall consist of [●] Equity Shares.
- g. Based on the above, the Buyback Entitlement ratio for both categories is decided as below:

**Category Entitlement Ratio of Buyback**

Category of Shareholders	Entitlement Ratio of Buyback*
Reserved category	[●] Equity Shares out of every [●] fully paid-up Equity Shares held on the Record Date
General category	[●] Equity Shares out of every [●] fully paid-up Equity Shares held on the Record Date

\*The above ratio of Buyback is approximate and providing indicative Buyback Entitlement. Any computation of entitled Equity Shares using the above ratio of Buy-back may provide a slightly different number due to rounding-off. The actual Buyback entitlement for Reserved category for Small shareholders is [●] % and for General category for all other Eligible shareholders is [●] %.

**4. Fractional Entitlements**

If the entitlement under the Buyback, after applying the abovementioned ratios to the Equity Shares held on Record Date, is not a round number (i.e. not in the multiple of 1 Equity Share), then the fractional entitlement shall be ignored for computation of Buyback Entitlement to tender Equity Shares in the Buyback for both categories of Eligible Shareholders.

On account of ignoring the fractional entitlement, those Small Shareholders who hold [●] Equity Shares as on Record Date will be dispatched a Tender Form with zero entitlement. Such Small Shareholders are entitled to tender additional Equity shares as part of the Buyback and will be given preference in the Acceptance of one Equity Share, if such Small Shareholders have tendered for additional Equity Shares.

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

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

- a. Full acceptance of Shares from Small Shareholders in the Reserved Category who have validly tendered their Shares, to the extent of their Buyback Entitlement, or the number of Shares tendered by them, whichever is less.
  - b. Post the Acceptance as described paragraph 22.5(a), in case there are any Equity Shares left to be bought back from Small Shareholders in Reserved Category, the Small Shareholders who were entitled to tender Zero Equity Shares (on account of ignoring the fractional entitlement) and have tendered Additional Equity Shares as a part of the Buyback shall be given preference and one Equity Share each from the Additional Equity Shares tendered by these Small Shareholders shall be bought back in the Reserved Category.
  - c. Post the Acceptance as described in paragraph 22.5 (a) and (b), in case, there are Equity Shares left to be bought back in the Reserved category and there are any validly tendered unaccepted Equity Shares in the Reserved Category ("**Reserved Category Additional Shares**"), the Reserved Category Additional Shares shall be accepted in a proportionate manner and the Acceptance shall be made in accordance with the SEBI Buyback Regulations, i.e. valid Acceptance per Shareholder shall be equal to the Reserved Category Additional Shares by the Shareholder divided by the total Reserved Category Additional Shares and multiplied by the total number of Equity Shares remaining to be bought back in Reserved Category. For the purpose of this calculation, the Reserved Category Additional Shares taken into account for such Small Shareholders, from whom one Equity Share has been accepted in accordance with the paragraph 22.5 (b) shall be reduced by one.
  - d. Adjustment for fractional results in case of proportionate Acceptance, as described in paragraph 22.5 (c), will be made as follows:
    - For any Small Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
    - For any Small Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.
6. **Basis of Acceptance of Equity Shares validly tendered in the General Category**

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

- a. Full Acceptance of Shares from Shareholders in the General Category who have validly tendered their Shares, to the extent of their Buyback Entitlement, or the number of Shares tendered by them, whichever is less.
- b. Post the Acceptance as described in 22.6 (a), in case there are any Equity Shares left to be bought back in the General Category, and there are validly tendered Additional Shares in the General Category ("the **General Category Additional Shares**"), the General Category Additional Shares shall be accepted in proportion of the Additional Equity Shares tendered by them and the Acceptance per shareholder shall be made in accordance with the SEBI Buyback Regulations, i.e.

valid Acceptance per shareholder shall be equal to the General Category Additional Equity Shares validly tendered by the Eligible Shareholders divided by the total General Category Additional Equity Shares validly tendered in the General Category and multiplied by the total pending number of Equity Shares remaining to be bought back in General Category.

- c. Adjustment for fractional results in case of proportionate acceptance as described in paragraph 22.6 (b), will be made as follows:
- For any Eligible Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
  - For any Eligible Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

**7. Basis of Acceptance of Equity Shares between the two categories**

- a. After acceptances of tenders, as mentioned in paragraph 22.5 and 22.6 in case, there are any Shares left to be bought back in one category ("**Partially Filled Category**") and there are additional unaccepted validly tendered Shares ("**Further Additional Shares**") in the second category ("**Over Tendered Category**"), then the Further Additional Shares in the Over Tendered Category shall be accepted in a proportionate manner i.e. valid acceptances per Shareholder shall be equal to Further Additional Shares validly tendered by the Shareholder in the Over Tendered Category divided by the total Further Additional Shares in the Over Tendered Category and multiplied by the total Shares left to be bought back in the Partially Filled Category.
- b. If the Partially Filled Category is the General Category and the Over Tendered Category is the Reserved Category, then any Small Shareholder who has received a Tender Form with zero Buyback Entitlement and who has tendered Additional Shares shall be eligible for priority acceptance of one Equity Share before acceptance in paragraph 22.7 (a) out of the Shares left to be bought back in the Partially Filled Category provided no acceptance could take place from such Shareholder in accordance with paragraph 22.5.
- c. Adjustment for fractional results in case of proportionate acceptance as described in the above paragraph 22.7 (a):
- For any Eligible Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
  - For any Eligible Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Shares or otherwise, the Buyback Committee or any person(s) authorized by the Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in paragraph 22.

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

- a. Equity Shares accepted under the Buyback from each Eligible Shareholder, shall be lower of the following:
  - the number of Equity Shares tendered by the respective Shareholder, or
  - the number of Equity Shares held by the respective Shareholder, as on the Record Date
- b. Equity Shares tendered by any Shareholder over and above the number of Equity Shares held by such Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

**9. Clubbing of Entitlement**

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 (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 Eligible Shareholders holding Equity Shares in physical form, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, pension funds / trusts, insurance companies, etc. with a 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 as per the shareholder records received from the Depositories.

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

1. The Buyback is open to all Eligible Equity Shareholders / beneficial owners of the company holding Equity Shares either in physical and/or and dematerialized form on the Record Date.
2. The Company proposes to effect the Buyback through a Tender Offer route, on a proportionate basis. The Letter of Offer and Tender Form, outlining the terms of the Buyback as well as the detailed disclosures as specified in the Buyback Regulations, will be mailed/dispatched to the Eligible Shareholders.
3. The Eligible Shareholder(s) which have registered their email ids with the depositories / the Company, shall be dispatched the Letter of Offer through electronic means. The Eligible Shareholder(s) who have not registered their email ids with the depositories / the Company, shall be dispatched the Letter of Offer through physical mode by registered post / speed post / courier. In case of non-receipt of Letter of Offer and the Tender Form, please follow the procedure as mentioned in Paragraph 23.25 below. The Company shall accept all the Equity Shares validly tendered in the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date.
4. The Company will not accept any Equity Shares offered in the Buyback which are under any restraint order of a court for transfer/sale of such Equity Shares. In accordance with Regulation 19(5) of the Buyback Regulations, the Company shall not Buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or until such Equity Shares become transferable. The Company shall accept all the Equity Shares validly tendered in the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date.
5. Eligible Shareholders will have to transfer their Equity Shares from the same demat account in which they were holding such Equity Shares as on the Record Date, and in case of multiple demat accounts,



Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar to the Buyback and such tendered Equity Shares may be accepted subject to appropriate verification and validation by the Registrar to the Buyback.

6. Eligible Shareholders' participation in Buyback is voluntary. Eligible Shareholders holding Equity Shares of the Company can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate. Eligible Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Eligible Shareholders holding Equity Shares of the Company 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. If the Buyback entitlement for any Eligible Shareholder is not a round number, then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback. The acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder shall be in terms of the procedure outlined herein.
7. The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date.
8. The Company shall accept all the Equity Shares validly tendered for the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date.
9. As elaborated under paragraph 22.3 above, the Equity Shares proposed to be bought as a part of the Buyback are divided into two categories; (a) Reserved Category for Small Shareholders and (b) the General Category for all other Eligible Shareholders. The Buyback Entitlement of Eligible Shareholders in each category shall be calculated accordingly.
10. Post acceptance of the Equity Shares tendered on the basis of Buyback Entitlement, Equity Shares left to be bought as a part of the Buyback, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buyback Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buyback Entitlement, in any other category.
11. The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI Circulars and following the procedure prescribed in the Companies Act, the Share Capital Rules and the Buyback Regulations and as may be determined by the Board and on such terms and conditions as may be permitted by law from time to time.
12. For implementation of the Buyback, the Company has appointed SPA Securities Limited as the registered broker to the Company (referred to as "Company's Broker") to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buyback as described in this paragraph 23 and through whom the purchases and settlements on account of the Buyback would be made by the Company. In the tendering process, the Company's Broker may also process the orders received from the Shareholders. The contact details of the Company's Brokers are as follows:

	<p><b>SPA Securities Limited</b>  <b>CIN:</b> U74899DL1994PLC058382  <b>Address:</b> 101-A, 10<sup>th</sup> Floor, Mittal Court, Nariman Point, Mumbai - 400021, Maharashtra, India  <b>Contact Person:</b> Mr. Nishit Shah  <b>Tel:</b> +91 22 4043 9000; <b>Fax:</b> +91 22 2202 1466  <b>Email:</b> nishit.shah@spasec.in; <b>Website:</b> www.spasecurities.com  <b>SEBI Registration No.:</b> BSE - INB011178234; NSE - INB231178238</p>
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13. The Company will request BSE to provide the separate acquisition window to facilitate placing of sell orders by shareholders who wish to tender Equity Shares in the Buyback. The BSE would be the designated stock exchange for the Buyback (“**Designated Stock Exchange**”). The details of the platform will be specified by Stock Exchange from time to time.
14. All Eligible Shareholders may place orders in the Acquisition Window, through their respective stock brokers (“Seller Member(s)”).
15. In the event Seller Member(s) are not registered with BSE or if the Eligible Shareholder do not have any stock broker then that Eligible Shareholder can approach any BSE registered stock broker and can make a bid by using quick unique client code (UCC) facility through that BSE registered stock broker after submitting the details as may be required by the stock broker to be in compliance with the Buyback Regulations. In case Eligible Shareholder is not able to bid using quick UCC facility through any other BSE registered stock broker then the Eligible Shareholder may approach Company's Broker viz. SPA Securities Limited, to bid by using quick UCC facility. The Eligible Shareholder approaching BSE registered stock broker (with whom he does not have an account) may have to submit following details:

**In case of Eligible Shareholder being an individual**

**If Eligible Shareholder is registered with KYC Registration Agency (“KRA”): Forms required:**

- Central Know Your Client (CKYC) form including FATCA, IPV, OSV if applicable
- Know Your Client (KYC) form Documents required (all documents self- attested):
  - Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (Demat Master/Latest Demat statement)

It may be noted that other than submission of above forms and documents in person verification may be required.

**In case of Eligible Shareholder is HUF:**

**If Eligible Shareholder is registered with KYC Registration Agency (“KRA”): Forms required:**

- Central Know Your Client (CKYC) form of KARTA including FATCA, IPV, OSV if applicable
- Know Your Client (KYC) form Documents required (all documents self- attested):
  - Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (Demat Master/Latest Demat statement)

**If Eligible Shareholder is not registered with KRA: Forms required:**

- CKYC form of KARTA including FATCA, IPV, OSV if applicable
- KRA form

- Know Your Client (KYC) form Documents required (all documents self- attested):
  - PAN card copy of HUF & KARTA
  - Address proof of HUF & KARTA
  - HUF declaration
  - Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (Demat master/Latest Demat statement)

It may be noted that other than submission of above forms and documents in person verification may be required.

**In case of Eligible Shareholder other than Individual and HUF:**

**If Eligible Shareholder is KRA registered: Form required**

- Know Your Client (KYC) form Documents required (all documents certified true copy)
  - Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (Demat master / Latest Demat statement)
- FATCA, IPV, OSV if applicable
- Latest list of Directors/authorised signatories/partners/trustees
- Latest shareholding pattern
- Board resolution
- Details of ultimate beneficial owner along with PAN card and address proof
- Last 2 years financial statements

**If Eligible Shareholder is not KRA registered: Forms required:**

- KRA form
- Know Your Client (KYC) form Documents required (all documents certified true copy):
  - PAN card copy of company/ firm/trust
  - Address proof of company/ firm/trust
  - Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (Demat Master/Latest Demat statement)
- FATCA, IPV, OSV if applicable
- Latest list of Directors/authorised signatories /partners/trustees
- PAN card copies & address proof of Directors/ authorized signatories/partners/trustees
- Latest shareholding pattern
- Board resolution/partnership declaration
- Details of ultimate beneficial owner along with PAN card and address proof
- Last 2 years financial statements
- MOA/Partnership deed /trust deed

Additionally, registered Equity Shareholders holding Equity Shares in Physical form must also provide the documents mentioned in Paragraph 23(23)(a).

It may be noted that above mentioned list of documents is an indicative list. The requirement of documents and procedures may vary from broker to broker.

16. All Eligible Shareholders, through their respective Stock Broker(s) will be eligible and responsible to place orders in the acquisition window. All Eligible Shareholders can enter orders for Equity Shares in demat form as well as Equity Shares in physical form.

17. During the Tendering Period, the order for selling the Equity Shares will be placed in the acquisition window by Eligible Shareholders through their respective Stock Brokers during normal trading hours of the secondary market.
18. Stock Brokers can enter orders for Equity Shares in demat form as well as Equity Shares in physical form.
19. Modification / cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the Tendering Period. Multiple bids made by a single Eligible Shareholder for selling the Equity Shares shall be clubbed and considered as 'one' bid for the purposes of Acceptance.
20. The cumulative quantity tendered shall be made available on BSE website ([www.bseindia.com](http://www.bseindia.com)) throughout the Tendering Period, and will be updated at specific intervals during the Tendering Period.
21. All documents sent by the Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
22. **Procedure to be followed by Eligible Shareholders holding Equity Shares in dematerialised form:**
  - a. Eligible Shareholders who desire to tender their Equity Shares in the electronic form under the Buyback would have to do so through their respective Seller Member(s) by indicating to such Seller Member(s) the details of Equity Shares they intend to tender under the Buyback.
  - b. The Stock Broker would be required to place an order/ bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the acquisition window of the Designated Stock Exchange. Before placing the bid, the Eligible Shareholder would be required to transfer the tendered Equity Shares to the special account of the Indian Clearing Corporation Limited ("**Clearing Corporation**"), by using the early pay in mechanism of the Depository prior to placing the order/ bid on the platform of the Stock Exchanges by the Stock Broker. For further details, Eligible Shareholders may refer to the circulars issued by the Stock Exchange/ Clearing Corporation.
  - c. The details of the settlement number under which the Equity Shares are to be transferred in the account of Clearing Corporation for the Buyback will be provided in a separate circular to be issued by the Clearing Corporation.
  - d. For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than the closing of trading hours (i.e. by 3:30p.m. IST) on the last day of the Tendering Period i.e. the Buyback Closing Date. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification by the concerned Seller Member shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
  - e. Upon placing the bid, the Seller Member shall provide a TRS generated by the Designated Stock Exchange's bidding system to the Eligible Shareholder. The TRS will contain the details of order submitted such as Bid ID No., Application No., DP ID, Client ID, number of Equity Shares tendered etc.
  - f. Eligible Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Tender Form to be sent. Such documents

may include (but not be limited to):

- Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the Tender Form;
  - Duly attested death certificate and succession certificate/ legal heirship certificate/court approved scheme of merger/amalgamation for a company, in case any Eligible Shareholder has expired; and
  - In case of companies, the necessary certified corporate authorizations (including board and/ or general meeting resolutions).
- g. **IN CASE OF DEMAT EQUITY SHARES, SUBMISSION OF TENDER FORM AND TRS IS NOT REQUIRED.** After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders tendering Equity Shares in the Buyback.
- h. The cumulative quantity tendered shall be made available on the website of the Stock Exchanges throughout the trading sessions and will be updated at specific intervals during the Tendering Period.
- i. The Eligible Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company.

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

- a. Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Seller Member(s) along with the complete set of documents for verification procedures to be carried out including the (i) original Equity Share certificate(s), (ii) valid share transfer form(s) i.e. Form SH-4 duly filled and signed by the transferors (i.e. by all registered Eligible 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, (iii) self-attested copy of the Eligible Shareholder's PAN Card, (iv) the Tender Form (duly signed by all Eligible Shareholders in case the Equity Shares are in joint names) the same order in which they hold Equity Shares, and (v) any other relevant documents such as, but not limited to, duly attested power of attorney in case person other than the Eligible Shareholders has signed the Tender Forms, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original Eligible Shareholder has 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.
- b. Based on the documents mentioned in paragraph 23.23(a) above, the concerned Stock Broker shall place the bid on behalf of the Eligible Shareholder holding Equity Shares in physical form who wishes to tender Equity Shares in the Buyback using the acquisition window of the Stock Exchanges. Upon placing the bid, the Stock Broker shall provide a TRS generated by the Stock Exchanges' 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.

- c. After placing the Bid, the Stock Broker of the Eligible Shareholder has to deliver the original share certificate(s) and documents (as mentioned in paragraph 23.23(a) above along with TRS either by registered post or courier or hand delivery to the Registrar (at the address mentioned at paragraph 20 above or the collection centres of the Registrar details of which will be included in the Draft Letter of Offer not later than 2 (two) days from the Buyback Closing Date, by [□□]. The envelope should be super scribed as “Mangalam Organics Limited – Buyback Offer 2018”. One copy of the TRS will be retained by Registrar and it will provide acknowledgement of the same to the Stock Broker/ Eligible Shareholder.
  - d. Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such time the Designated Stock Exchange shall display such bids as ‘unconfirmed physical bids’. Once the Registrar to the Buyback confirms the bids it will be treated as ‘Confirmed Bids’.
  - e. All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) If there is any other company’s equity share certificate(s) enclosed with the Tender Form instead of the Equity Share certificate(s) of the Company; (ii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; (iii) If the Eligible Shareholders tender Equity Shares but the Registrar to the Buyback does not receive the Equity Share certificate(s); (iv) In case the signature on the Tender Form and Form SH-4 does not match as per the specimen signature recorded with Company / Registrar of the Company.
  - f. In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Equity 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 Buyback Closing Date.
24. **For Equity Shares held by Eligible Shareholders, being Non-Resident Shareholders of Equity Shares (Read with Paragraph 19 “STATUTORY APPROVALS”):**
- a. Eligible Shareholders, being Non-Resident Shareholders (excluding FIIs/FPIs) should also enclose a copy of the permission received by them from the RBI, if applicable, to acquire the Equity Shares held by them in the Company.
  - b. In case the Equity Shares are held on repatriation basis, the Eligible Shareholder, being a Non-Resident Shareholder, should obtain and enclose a letter from its authorised dealer / bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by such Eligible Shareholder, from the appropriate account as specified by RBI in its approval. In case the Eligible Shareholder, being a Non-Resident Shareholder, is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis, and in that case, the Eligible Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buyback.
  - c. If any of the above stated documents (as applicable) are not enclosed along with the Tender Form, the Equity Shares tendered by Eligible Shareholders, being Non-Resident Shareholders,

under the Buyback are liable to be rejected.

**THE NON-RECEIPT OF THE LETTER OF OFFER BY, OR ACCIDENTAL OMISSION TO DISPATCH THE LETTER OF OFFER TO ANY PERSON WHO IS ELIGIBLE TO RECEIVE THE SAME TO PARTICIPATE IN THE BUYBACK, SHALL NOT INVALIDATE THE BUYBACK OFFER IN ANY WAY.**

25. **In case of non-receipt of this Letter of Offer:**

- a. **In case the Equity Shares are in dematerialised form:** If Eligible Shareholder(s) who have been sent the Letter of Offer through electronic means wish to obtain a physical copy of the Letter of Offer, they may send a request in writing to the Company or Registrar at the address or email id mentioned at the cover page of the Letter of Offer stating name, address, number of Equity Shares held on Record Date, client ID number, DP name /ID, beneficiary account number, and upon receipt of such request, a physical copy of the Letter of Offer shall be provided to such Eligible Shareholder. An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the website of the Company i.e. [www.mangalamorganics.com](http://www.mangalamorganics.com) or the website of the registrar [www.unisec.in](http://www.unisec.in) or by providing their application in writing on plain paper, signed by all Equity Shareholders, stating name and address of Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name/ ID, beneficiary account number and number of Equity Shares tendered for the Buyback.
- b. **In case the Equity Shares are in physical form:** An Eligible Shareholder may participate in the Buyback by providing their application in writing on plain paper signed by all Equity Shareholders stating name, address, folio number, number of Equity Shares held, share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, enclosing the original share certificate(s), copy of Equity Shareholders' PAN card(s) and executed share transfer form in favour of the Company. The transfer form SH-4 can be downloaded from the Company's website [www.mangalamorganics.com](http://www.mangalamorganics.com). After placing the Bid through Stock Broker, the Stock Broker of the Equity Shareholders must ensure that the Tender Form, along with the TRS and requisite documents (as mentioned in paragraph 23.23(a) above), reach the Registrar not later than 2 (two) days from the Buyback Closing Date, by [●],[●] (by 5 PM). If the signature(s) of the Eligible Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar of the Company or are not in the same order (although attested), such applications are liable to be rejected under this Buyback.

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

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

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

26. **Method of Settlement**

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

- a. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time.
- b. The Company will transfer the consideration pertaining to the Buyback to the Clearing Corporation's bank account through the Company's Brokers as per the secondary market mechanism, as per the prescribed schedule. For demat Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds pay-out to the respective Eligible Shareholders. If bank account details of any Eligible Shareholder holding Equity Shares in dematerialized form are not available or if the fund transfer instruction is rejected by the Reserve Bank of India or relevant Bank, due to any reasons, then the amount payable to the Eligible Shareholders will be transferred to the concerned Seller Members' for onward transfer to the such Eligible Shareholder holding Equity Shares in dematerialized form.
- c. In case of certain client types viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Seller Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account. For this purpose, the client type details would be collected from the Depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Designated Stock Exchange and the Clearing Corporation from time to time.
- d. 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.
- e. The Equity Shares bought back in demat form would be transferred directly to the Company Demat Account provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.
- f. The Eligible Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of shares under the Buyback.
- g. Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Eligible Shareholders would be returned to them by the Clearing Corporation. Any excess physical Equity Shares pursuant to proportionate Acceptance/rejection will be returned back to the Eligible Shareholders directly by the Registrar. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares Accepted by the Company are less than the Equity Shares tendered in the Buyback by Equity Shareholders holding Equity Shares in the physical form.
- h. The Company's Broker would also issue a contract note to the Company for the Equity Shares Accepted under the Buyback. If Eligible Shareholders bank account details are not available or if the fund transfer instruction is rejected by RBI or bank, due to any reasons, then the amount payable to Eligible Shareholders will be transferred to the Stock Broker for onward transfer to the Eligible Shareholder.
- i. Equity 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) that may be levied by the Seller Member upon the selling Eligible Shareholder for tendering Equity Shares in the Buyback (secondary market transaction). The Managers to the Buyback and the Company accept no responsibility to bear or pay any additional cost, applicable taxes, charges and expenses (including brokerage) levied by the Seller Member, and such costs will be incurred solely by the Eligible Shareholders.

- j. 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.

## 27. Rejection Criteria

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

For Eligible Shareholders holding shares in the dematerialized form if:

- a. The Shareholder is not a Eligible Shareholder of the Company as on the Record Date;
- b. If there is a name mismatch in dematerialised account of the Shareholder as on the Record Date;

For Eligible Shareholders holding Equity Shares in the physical form if:

- a. The documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours [●] by 5:00p.m.;
- b. If there is any other company share certificate enclosed with the Tender Form instead of the share certificate of the Company;
- c. If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders;
- d. If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate; or
- e. In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar.

## 24. NOTE ON TAXATION

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

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

**THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF SUCH ADVICE. THEREFORE, SHAREHOLDERS CANNOT RELY ON THIS ADVICE AND THE SUMMARY TAX IMPLICATIONS RELATING TO THE TREATMENT OF INCOME TAX IN THE CASE OF BUY-BACK OF LISTED**

**EQUITY SHARES ON THE STOCK EXCHANGE SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.**

**1. General**

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

A person who is treated as a non-resident for Indian tax purposes is generally liable to tax in India only on his/her Indian sourced income or income received by such person in India. In case of shares of a company, the source of income from shares would depend on the 'situs' of the shares. As per judicial precedents, generally the "situs" of the shares is where company is "incorporated" and where its shares can be transferred. Accordingly, since the Company is incorporated in India, the shares of the Company would be "situated" in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the IT Act subject to any specific exemption in this regard. Further, the non-resident can avail the beneficial tax treatment prescribed under the relevant Double Taxation Avoidance Agreement ("DTAA") subject to satisfaction of the relevant conditions and documentary compliance requirements prescribed under the IT Act.

The IT Act also provides for different tax regimes / rates applicable to the gains arising on buy-back of shares, based on the period of holding, residential status and category of the shareholder, nature of the income earned, etc. The summary tax implications on buy-back of equity shares listed on the stock exchanges in India is set out below. All references to equity shares in this note refer to equity shares listed on the stock exchanges in India unless stated otherwise.

**2. Classification of Shareholders**

Shareholders can be classified under the following categories:

**a) Resident Shareholders being:**

- Individuals, Hindu Undivided Family (HUF), Association of Persons (AOP) and Body of Individuals (BOI)
- Others:
  - Company
  - Other than Company

**b) Non-Resident Shareholders being:**

- Non-Resident Indians (NRIs)
- Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)
- Others:
  - Company
  - Other than Company

**3. Classification of Income**

Shares can be classified under the following two categories:

- a) Shares held as investment (Income from transfer taxable under the head "Capital Gains")
- b) Shares held as stock-in-trade (Income from transfer taxable under the head "Profits and Gains of Business or Profession", hereinafter referred to as "business income")

Gains arising from the transfer of shares may be treated either as “capital gains” or as “business income” for tax purposes, depending upon whether such shares were held as a capital asset or trading asset (i.e. stock-in-trade).

Further, investments by FII / FPI in any securities in accordance with the regulations made under the Securities and Exchange Board of India Act, 1992 would be treated as capital asset and the transfer of such shares would be treated as “capital gains” under the provisions of the Income Tax Act.

**a) Shares held as Investment**

- i. As per the provisions of the Income Tax Act, where the shares are held as investments, income arising from the transfer of such shares is taxable under the head “Capital Gains”. Capital Gains on Buy-back of shares are governed by the provisions of Section 46A of the Income Tax Act and would attract capital gains in the hands of shareholders as per computation provisions contained in Section 48 of the Income Tax Act. The provisions of buy-back tax on the Company under Section 115QA in Chapter XII-DA of the Income Tax Act do not apply for shares listed on the stock exchange.

- ii. **Period of Holding**

Depending on the period for which the shares are held, the gains would be taxable as ‘short term capital gain’ or ‘long term capital gain’ as stated below:

- In respect of equity shares held for a period of less than or equal to 12 months prior to the date of transfer, the same shall be treated as a ‘short-term capital asset’, and the gains arising therefrom shall be taxable as ‘short term capital gains (“STCG”).
- Similarly, where equity shares are held for a period of more than 12 months prior to the date of transfer, the same shall be treated as a ‘long-term capital asset’, and the gains arising therefrom shall be taxable as ‘long-term capital gains’ (“LTCG”).

- iii. **Buyback of shares through a recognized stock exchange**

Where transaction for transfer of such equity shares (i.e. Buyback) is executed through a recognized stock exchange, they are liable to Securities Transaction Tax (‘STT’). STT is a tax payable in India on the value of securities on every purchase or sale of securities that are listed on the recognized stock exchanges in India. Currently, the STT rate applicable on the purchase or sale of shares on the stock exchange is 0.1% of the value of security:

- LTCG arising from such transaction was exempt under Section 10(38) of the Income Tax Act upto 31st March, 2017 subject to fulfilment of certain conditions which mainly included that such sale transaction is chargeable to securities transaction tax. In case of Buyback herein, securities transaction tax is chargeable and accordingly the LTCG arising on tendering of shares under Buyback was exempt till 31st March, 2017. With effect from 1st April, 2017, a third proviso has been inserted in Section 10(38) of ITA vide Finance Act, 2017 which additionally requires that the exemption u/s. 10(38) of ITA on sale of equity shares would be available if acquisition of such equity shares was chargeable to securities transaction tax in cases of acquisition of equity shares on or after 1st October, 2004, other than such acquisition which may be notified by the Central Government. Pursuant to such powers conferred by third proviso to Section 10(38), the Central Government has exempted all transactions of acquisition of equity shares on or after 1st October, 2004 except few transactions vide Notification No. S.O. 1789(E) dated June 5, 2017. Therefore,

tax treatment of LTCG may be different for each Shareholder depending on whether the transaction of acquisition of equity shares which are tendered in the Buy-back falls under the exemption u/s. 10(38) or otherwise. In case, LTCG arising from tendering of equity shares under the Buy-back doesn't fall under tax exemption u/s. 10(38), such LTCG shall be subject to tax u/s. 112 of the Income Tax Act @ 20% with indexation benefit or @ 10% without indexation benefit.

However, under the Finance Bill, 2018, it is proposed to withdraw the exemption to such LTCG provided u/s. 10(38) of ITA and levy tax on LTCG exceeding Rs. 1 Lakh in a financial year arising on transfer of listed equity shares @ 10% without allowing the benefit of indexation. However, gains accrued on such equity shares till 31st January, 2018 have been exempted by providing that the cost of acquisition in respect of such equity shares which would be transferred on or after 1st April, 2018 shall be higher of i) the actual cost of acquisition of such equity shares acquired before 1st February, 2018 or ii) the lower of a) the highest price of such equity shares quoted on the recognised stock exchange on the 31st January, 2018; or b) the actual sale value of such equity shares. The aforementioned proposal would be effective from 1st April, 2018 subject to enactment of Finance Act, 2018 on receipt of requisite approvals.

- STCG arising from such transaction would be subject to tax @ 15% under Section 111A of the Income Tax Act.
- iv. Further, in case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is considered while computing the tax on such STCG taxable under Section 111A of the Income Tax Act. In such cases, where the total income as reduced by such STCG is below the maximum amount not chargeable to tax, then such STCG shall be reduced by the amount by which the total income as so reduced falls short of the maximum amount which is not chargeable to income tax and on the balance of STCG, if any, income tax @ 15% is charged. In addition to the above STCG tax, surcharge, education cess and secondary and higher education cess are leviable (Please refer to paragraph 24 (5) below for rate of surcharge and cess).
- v. Further in case of Eligible Shareholders being companies as defined under the Income Tax Act, the tax provisions of minimum alternate tax on book profits as provided u/s. 115JB of the Income Tax Act need to be considered depending on their income and losses, etc. for the year.
- vi. Non-resident shareholders can avail beneficial provisions of the applicable DTAA, if any, entered into by India with relevant country in which the shareholder is resident but subject to fulfilling relevant conditions and submitting / maintaining necessary documents prescribed under the Income Tax Act.

**b) Shares held as Stock-in-Trade**

If the shares are held as stock-in-trade by any of the shareholders of the Company, then the gains would be characterized as business income and taxable under the head "Profits and Gains of Business or Profession". In such a case, the provisions of Section 46A and Section 48 of the Income Tax Act will not apply.

**i. Resident Shareholders**

- (a) For individuals, HUF, AOP, BOI, profits would be taxable at slab rates.

- (b) Domestic company having turnover or gross receipts not exceeding ₹50 Crore in the previous year i.e. 2015-16 would be taxable @ 25%. However, under the Finance Bill, 2018, it is proposed that a domestic company having turnover or gross receipts not exceeding Rs. 250 Crore in the previous year i.e. FY 2016-17 would be taxable @ 25%, which is proposed to be effective from 1st April, 2018 subject to approval of the Finance Bill, 2018 and enactment of Finance Act, 2018 on receipt of requisite approvals.
- (c) For persons other than stated in (a) and (b) above, profits would be taxable @ 30% or other applicable tax rate.

No benefit of indexation by virtue of period of holding would be available in any case.

ii. **Non-Resident Shareholders**

- (a) Non-resident shareholders can avail beneficial provisions of the applicable DTAA, if any, entered into by India with relevant shareholder country but subject to fulfilling relevant conditions and submitting/ maintaining necessary documents prescribed under the Income Tax Act.
- (b) Where DTAA provisions are not applicable:
- For non-resident individuals, HUF, AOP, BOI, profits would be taxable at slab rates.
  - For foreign companies, profits would be taxed in India @ 40%.
  - For other non-resident shareholders, such as foreign firms, profits would be taxed in India @ 30%.

In addition to the above, surcharge, education cess and secondary and higher education cess are leviable (Please refer to paragraph 21. V. below for rate of surcharge and cess).

4. **Tax Deduction at Source**

a) **In case of Resident Shareholders**

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

b) **In case of Non-resident Shareholders**

Since the Buy-back is undertaken through the stock exchange, the responsibility of discharge of the tax due on the gains (if any) is primarily on the Non-Resident Shareholder. It is therefore important for the Non-Resident Shareholders to appropriately compute such gains (if any) on this transaction and immediately pay taxes in India (either through deduction at source or otherwise) in consultation with their custodians/ authorized dealers/ tax advisors appropriately.

The non-resident shareholders undertake to indemnify the Company, if any tax demand is raised on the Company on account of gains arising to the non-resident shareholders on buy-back of Equity Shares by the Company. The non-resident shareholders also undertake to provide the Company, on demand, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buy-back of Equity Shares by the Company, copy of tax return filed in India, evidence of the tax paid etc.

5. **Rate of Surcharge and Cess**

In addition to the basic tax rate, surcharge, education cess and secondary and higher education cess are leviable as under:

a) **Surcharge**

- In case of domestic companies: Surcharge @ 12% is leviable where the taxable income exceeds Rs. 10 crores and @ 7% where the taxable income exceeds Rs. 1 crore but does not exceed Rs. 10 crores.
- In case of companies other than domestic companies: Surcharge @ 5% is leviable where the taxable income exceeds Rs. 10 crores and @ 2% where the taxable income exceeds Rs. 1 crore but does not exceed Rs. 10 crores.
- In case of individual, HUF, AOP, BOI: Surcharge @ 15% is leviable where the taxable income exceeds Rs. 1 crore and @ 10% where the taxable income exceeds Rs. 50 lakh but does not exceed Rs. 1 crore.
- In case of Firm, Local Authority: Surcharge @ 12% is leviable where the taxable income exceeds Rs. 1 crore.

b) **Cess**

Education cess @ 2% and secondary and higher education cess @ 1% is leviable in all cases. However, under the Finance Bill, 2018, it is proposed to levy a "Health and Education Cess" @ 4% in place of the above cesses, which is proposed to be effective from 1st April, 2018 subject to enactment of Finance Act, 2018 on receipt of requisite approvals.

**The above note on taxation sets out the provisions of law in a summary manner only and is not a complete / exhaustive analysis or listing of all potential tax consequences on the disposal of equity shares under the Buyback. This note is neither binding on any regulators nor can there be any assurance that they will not take a position contrary to the comments mentioned herein. Hence, Eligible Shareholders should consult with their own tax advisors for the tax provisions applicable to their particular circumstances.**

**25. DECLARATION BY THE BOARD OF DIRECTORS**

Declaration as required under clauses (ix) and clause (x) of Part A of Schedule II to the SEBI Buyback Regulations:

The Board of Directors made the below mentioned declaration as on the date of passing the board resolution approving the Buyback i.e. February 02, 2018:

- i. The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion;
- ii. That immediately following the date of the Board Meeting held on Friday, February 02, 2018 and the date on which the members' resolution by Postal Ballot / E-voting (the "Postal Ballot Resolution") will be passed, there will be no grounds on which the Company can be found unable to pay its debts;
- iii. That as regards the Company's prospects for the year immediately following the date of the Board meeting held on Friday, February 02, 2018 as well as the year immediately following the date on which the Postal Ballot Resolution will be passed, approving the Buyback and having regards to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board meeting approving the Buyback or within a period of one year from the date of passing of the Postal Ballot

Resolution, as the case may be;

- iv. In forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act, and the Insolvency and Bankruptcy Code, 2016 (to the extent notified and in force).

This declaration is made and issued by the Board of Directors in terms of the resolution passed at the meeting held on February 02, 2018.

**For and on behalf of the Board of Directors of Company**

Sd/-

**Mr. Kamalkumar Dujodwala**  
Chairman  
DIN: 00546281

Sd/-

**Mr. Pannkaj Dujodwala**  
Managing Director  
DIN: 00546353

In addition, the Company has also confirmed that it is in compliance with Sections 92, 123, 127 and 129 of the Act.

**26. AUDITORS' CERTIFICATE**

The text of the Report dated Friday, February 02, 2018 received from M/s NGST & Associates, Chartered Accountants, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

**Quote**

To,  
The Board of Directors  
**Mangalam Organics Limited**  
812 Tulsiani Chambers  
212 Nariman Point  
Mumbai – 400021, India

**Statutory Auditor's Report in respect of proposed buyback of equity shares by Mangalam Organics Limited ("the Company") in terms of clause (xi) of Part A of Schedule II of Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (as amended) ("Buy Back Regulations").**

1. This report is issued in accordance with our status as Statutory Auditors of the Company. The Board of Directors of the Company have recommended a proposed buyback of Equity Shares by the Company at its meeting held on February 02, 2018, in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 ("the Act") and the Buyback Regulations.
2. The accompanying Statement of permissible capital payment (including premium) ('Annexure A') as at 31 December 2017 (hereinafter referred together as the "Statement") is prepared by the management, which we have initialed for identification purposes only.

**Management's Responsibility for the Statement**

3. The preparation of the Statement in accordance with Section 68(2)(c) of the Companies Act, 2013 and the compliance with the SEBI Buyback Regulations, is the responsibility of the Management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of

internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

**Auditors' Responsibility**

4. Pursuant to the requirements of the SEBI Buyback Regulations, it is our responsibility to provide a reasonable assurance:
  - (i) whether we have inquired into the state of affairs of the Company in relation to its latest audited standalone financial statements as at and for the nine months ended 31<sup>st</sup> December 2017;
  - (ii) if the amount of the permissible capital payment for the proposed buyback of equity shares is properly determined considering the audited standalone financial statements for the nine months ended 31<sup>st</sup> December 2017; and
  - (iii) if the Board of Directors in their meeting dated February 02, 2018, have formed the opinion as specified in clause (x) of Schedule II to the SEBI Buyback Regulations, as amended on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the aforesaid date.
5. The standalone financial statements referred to in paragraph 4 above, have been audited by us, on which we issued an unmodified audit opinion, vide our report dated February 02, 2018. Our audit of these financial statements was conducted in accordance with the Standards on Auditing ("Standards") and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ("ICAI"). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
6. We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for special purposes issued by the ICAI ("Guidance Note"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. 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
8. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

**Opinion**

9. Based on enquiries conducted and our examination as above, we report as follows:
  - (i) We have enquired into the state of affairs of the Company in relation to its audited Standalone Financial Statements as at and for the nine months ended 31<sup>st</sup> December 2017 which has been approved by the Board of Directors of the Company on February 02, 2018.
  - (ii) The amount of permissible capital payment (including premium) towards the proposed buyback of equity shares as computed in the statement attached herewith, is properly determined in our view in accordance with section 68(2)(c) of the Act. The amounts of Share capital and free reserves have been extracted from the audited standalone financial statements of the company as at and for the nine months ended 31<sup>st</sup> December, 2017.



- (iii) The Board of Directors in their meeting held on February 2, 2018 have formed their opinion, as specified under Clause (x) of Part A of Schedule II of the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from that date.
10. We are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

**Restriction on use**

11. This report has been issued at the request of the Company solely for use of the Company;
- (i) filing information in the explanatory statement to the notice for special resolution and in connection with the proposed buyback of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Companies Act, 2013 and the SEBI Buyback Regulations,
- (ii) to enable the Board of Directors of the Company to include in the public announcement, draft letter of offer, letter of offer and other documents pertaining to buyback to be sent to the shareholders of the Company or filed with
1. the Registrar of Companies, Securities and Exchange Board of India, stock exchanges, public shareholders and any other regulatory authority as per applicable law; and
  2. the Central Depository Services (India) Limited, National Securities Depository Limited; and
- (iii) for providing to the managers, each for the purpose of extinguishment of equity shares and may not be suitable for any other purpose.

**For NGST & Associates**  
Chartered Accountants  
Firm Registration No.: **135159W**

**Bhupendra Gandhi**  
Partner  
Membership No.: **122296**

**Place:** Mumbai  
**Date :** February 02, 2018

**Annexure A**

Particulars	Amount (Rs.)
Paid up equity share capital as at 31st December, 2017 (90,52,680 equity shares of face value Rs. 10 each) (A)	9,05,26,800
Free reserves as at 31 December, 2017 (B)	
- Securities Premium account	8,09,96,677
- General Reserves	1,49,91,838
- Profit & Loss account	39,02,61,838
<b>Total (A and B)</b>	<b>57,67,77,153</b>
Maximum amount permissible under the Act / Buyback Regulations subject to Shareholders' approval:	
25% of the total Paid up equity share capital and free reserves, if the buyback is carried through tender offer route (in accordance with the Chapter III of the Buyback Regulations and Section 68(2)(c) of the Act)	14,41,94,288.25

Maximum amount permitted by Board Resolution dated February 02, 2018 recommending the Buyback, subject to shareholders' approval, based on the audited accounts for the nine months ended 31st December, 2017	<b>14,03,00,000.00</b>
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**Unquote****27. MATERIAL DOCUMENTS FOR INSPECTION**

Copies of the following documents will be available for inspection at the administrative office of the company at 812, Tulsiani Chambers, 212 Nariman Point, Mumbai - 400021, Maharashtra, India, between 11.00 a.m. and 4.00 p.m. on all working days except Saturday, Sunday and Public holidays, up to the date of closure of the Buyback.

- a. Copy of the Certificate of Incorporation and the Memorandum and Articles of Association of Mangalam Organics Limited;
- b. Copy of the Annual reports of Mangalam Organics Limited for the years ended March 31, 2015, March 31, 2016 and March 31, 2017 and the Standalone Audited Financial statements for the period ended December 31, 2017;
- c. Copy of the resolution passed by the Board of Directors at the meeting held on February 02, 2018 recommending proposal for Buyback;
- d. Copy of the special resolution along with Scrutinizer's Report passed by the Equity shareholders of the company by way of postal ballot, the results of which were announced on March 16, 2018;
- e. Copy of Certificate dated February 02, 2018 received from NGST & Associates, Chartered Accountants in terms of clause (xi) of Part A to Schedule II of the Buyback Regulations;
- f. Copy of Declaration of solvency and an affidavit in Form SH-9 as prescribed under section 68(6) of the Companies Act;
- g. Copy of Escrow Agreement dated March 17, 2018 between Mangalam Organics Limited, Axis Bank Limited and SPA Capital Advisors Limited;
- h. Copy of the certificate from NGST & Associates, Chartered Accountants, dated March 21, 2018 certifying that the Company has adequate funds for the purposes of Buyback of 6,10,000 Equity Shares at the price of Rs. 230/- per Equity Share;
- i. Copy of Public Announcement dated March 19, 2018 published in the newspapers on March 20, 2018 regarding Buyback of Equity shares and
- j. Copy of Corrigendum to Public Announcement published in the newspaper on March 22, 2018 regarding Buyback of Equity shares, and
- k. Copy of SEBI observation letter no. [●] dated [●].

**28. DETAILS OF THE REMEDIES AVAILABLE TO THE SHAREHOLDERS / BENEFICIAL OWNERS**

In case of any grievance relating to the Buyback (e.g. non-receipt of the Buyback consideration, share certificate, demat credit etc.) the investor can approach the Compliance Officer for redressal.

If the Company makes any default in complying with the provisions of Section 68 of the Companies Act or any rules made there-under, or any regulation or under clause (f) of subsection (2) of Section 68 of the

Companies Act, the Company or any officer of the Company who is in default shall be punishable with imprisonment for a term and its limit, or with a fine and its limit or with both in terms of the Companies Act.

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

Registrar of Companies, Mumbai, Maharashtra  
Address: 100, Everest, Marine Drive, Mumbai - 400002, Maharashtra, India  
Phone: +91 22 2281 2627 / 2202 0295 / 2284 6954

**29. DETAILS OF COMPLIANCE OFFICER**

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

<b>Name</b>	Mr. Ankur Gala
<b>Designation</b>	Company Secretary and Compliance Officer
<b>Address</b>	812, Tulsiani Chambers , 212 Nariman Point, Mumbai - 400021, Maharashtra, India
<b>Phone No.</b>	+91 22 4920 4089
<b>Email Id</b>	info@mangalamorganics.com

In case of any clarifications, the Shareholders may contact the Compliance Officer, from Monday to Friday between 10 a.m. and 4 p.m. on all working days except Saturday, Sunday and Public holidays at the above mentioned address.

**30. DETAILS OF INVESTOR SERVICE CENTRE**


In case of any query or to address any investor grievance, the Shareholders may contact the Registrar to the Buyback at the address given below, from Monday to Friday between 10 a.m. to 4 p.m. on all working days except Saturday, Sunday and Public holidays.



**Universal Capital Securities Private Limited**  
SEBI Registration No.: INR000004082  
Validity of Registration: April 17, 2020  
Address: 21/25, Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai - 400093, Maharashtra, India  
Contact Person: Mr. Rajesh Karlekar  
Tel: +91 22 2820 7203, Fax: +91 22 2820 7207  
Email Id: karlekar@uniseq.in  
Website: www.uniseq.in

**31. DETAILS OF THE MANAGER TO THE BUYBACK**

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



**SPA Capital Advisors Limited**  
SEBI Registration No.: INM000010825  
Validity of Registration: Permanent  
Address: 101-A, 10<sup>th</sup> Floor, Mittal Court, Nariman Point, Mumbai- 400021, Maharashtra, India  
Tel: +91 22 4043 9000, Fax: +91 22 2202 1466  
Email Id: buyback.mol@spaseq.in  
Website: www.spacapital.com  
Contact Person: Mr. Rajiv Sharma

**32. DIRECTORS' RESPONSIBILITY STATEMENT**

As per Regulations 19(1)(a) of the SEBI Buyback Regulations, the Board of Directors of the Company accept responsibility for the information contained in this Draft Letter of Offer. This Draft Letter of Offer is issued under the authority of the Board and in terms of the resolution passed by the Board on February 02, 2018.

For and on behalf of the Board of Directors of **Mangalam Organics Limited**

Sd/-

**Kamalkumar Dujodwala**  
Chairman  
DIN: 00546281

Sd/-

**Pannkaj Dujodwala**  
Managing Director  
DIN: 00546353

Sd/-

**Ankur Gala**  
Company Secretary  
ACS 30211

**Date:** March 26, 2018

**Place:** Mumbai

Enclosure:

1. Tender Form of Acceptance-cum-Acknowledgement

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

**Bid Number:**

**Date:**

BUYBACK OPENS ON	[●], 2018	
BUYBACK CLOSES ON	[●], 2018	
<b>For Registrar / Collection Centre use</b>		
<b>Inward No.</b>	<b>Date</b>	<b>Stamp</b>
<b>Status (please tick appropriate box)</b>		
<input type="checkbox"/> Individual	<input type="checkbox"/> FII	<input type="checkbox"/> Insurance Co
<input type="checkbox"/> Foreign Co	<input type="checkbox"/> NRI/OCB	<input type="checkbox"/> FVCI
<input type="checkbox"/> Body Corporate	<input type="checkbox"/> Bank/FI	<input type="checkbox"/> Pension/PF
<input type="checkbox"/> VCF	<input type="checkbox"/> Partnership/LLP	<input type="checkbox"/> Others (Specify)
<b>India Tax Residency Status: Please tick appropriate box</b>		
<input type="checkbox"/> Resident in India	<input type="checkbox"/> Non-Resident in India	Resident of _____ (shareholder to fill country of residence)
<b>Route of Investment (For NR Shareholders only)</b>		
<input type="checkbox"/> Portfolio Investment Scheme	<input type="checkbox"/>	<input type="checkbox"/> Foreign Investment Scheme

To,  
**MANGALAM ORGANICS LIMITED,**  
C/o Universal Capital Securities Private Limited  
21/25, Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road,  
Andheri (East), Mumbai – 400093, Maharashtra, India

**Dear Sirs,**

**Sub: Letter of Offer dated [●] to Buyback up to 6,10,000 (Six Lakh Ten Thousand Only) Equity Shares of Mangalam Organics Limited (the “Company”) at a price of Rs. 230/- (Rupees Two Hundred And Thirty Only) Per Equity Share (the “Buyback Offer Price”) Payable in cash**

- I / We (having read and understood the Letter of Offer issued by the Company) hereby tender / offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
- I / We authorize the Company to buyback the Equity Shares offered (as mentioned above) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
- I / We hereby warrant that the Equity Shares comprised in this Tender Offer are offered for Buyback by me/us free from all liens, equitable interest, charges and encumbrance.
- I / We declare that there are no restraints/injunctions or other covenants of any nature which limits/restricts in any manner my/our right to tender Equity Shares for Buyback and that I/We am/are legally entitled to tender the Equity Shares for Buyback.
- I / We agree that the Company will pay the Buyback Price as per the Stock Exchange mechanism.
- I / We agree to return to the Company any Buyback consideration that may be wrongfully received by me / us.
- Details of Equity Shares held and tendered / offered for Buy-back:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date (April 04, 2018)		
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback (Including Additional Shares, if any)		

Note: An Eligible Shareholder may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder shall be accepted in accordance with Paragraph 23 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

- I / We agree to receive, at my own risk, the invalid/unaccepted Equity Shares under the Buyback Offer in the demat account from where I / We have tendered the Equity Shares in the Buyback. In case, if for any reason the Equity Shares cannot be credited to the above demat account, I / We agree to receive a single share certificate for the unaccepted Equity Shares in physical form.
- I/We agree that the excess demat Equity Shares or unaccepted demat Shares, if any, tendered would be returned to the Selling Member by Clearing Corporation in payout.
- Applicable for all Non-resident shareholders.  
I / We undertake to pay income taxes in India on any income arising on such Buyback and taxable in accordance with prevailing income tax laws in India within 7th day of the succeeding month in which the Shares are bought back by the Company. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me / us. Details of bank account of the sole or first Shareholder to be incorporated in the consideration warrant (to be mandatorily filled).
- I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my/our tender/offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, Buyback Regulations and any other applicable laws.

Tear along this line

**ACKNOWLEDGMENT SLIP: MANGALAM ORGANICS LIMITED – BUYBACK OFFER 2018**

*(To be filled by the Equity Shareholder) (Subject to verification)*

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

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

12. Non-resident shareholders (including NRIs, OCBs and FIIs) are requested to enclose a consent letter indicating the details of transfer i.e. number of Equity Shares to be transferred, the name of the investee company whose shares are being transferred i.e. "Mangalam Organics Limited" and the price at which the Equity Shares are being transferred i.e. "Price determined in accordance with the Buyback Regulations" duly signed by the shareholder or his/its duly appointed agent and in the latter case, also enclose the power of attorney.

13. Details of Account with Depository Participant (DP):

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

14. Equity Shareholders Details:

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

\* Corporate must affix rubber stamp and sign.

**INSTRUCTIONS**

**This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form**

- This Buyback Offer will open on [●], 2018 and close on [●], 2018.
- This Tender form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
- Shareholders who desire to tender their equity shares in the dematerialized form under the Buyback would have to do so through their respective selling member by indicating the details of equity shares they intend to tender under the Buyback offer.
- Shareholders should submit their duly filled Tender Form to the office of Registrar to the Buyback Offer (as mentioned in Paragraph 21 of the Letter of Offer) only post placing the bid via the Seller Member.
- In case any registered entity has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered shareholder is still incomplete, then such entity along with the Tender Form should file a copy of the following documents:
  - Approval from the appropriate authority for such merger;
  - The scheme of merger; and
  - The requisite form filed with MCA intimating the merger.
- The Buyback shall be rejected for demat shareholders in case of receipt of the completed Tender Form and other documents, but non-receipt of Shares in the special account of the Clearing Corporation or a non-receipt of valid bid in the exchange bidding system.**
- The shares in the Offer shall be rejected if the tenderer is not an Eligible Shareholder of the Company as on the Record date, if there is a name mismatch in the demat account of the Shareholder or if the Eligible Shareholder has made a duplicate bid.
- The Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback as may be decided by the Company / Registrar to the Buyback, in accordance with the Buyback Regulations.
- Eligible Shareholders to whom the Offer is made are free to tender shares to the extent of their entitlement in whole or in part or in excess of their entitlement, but not exceeding their holding as on Record Date.
- All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
- By agreeing to participate in the Buyback the NR and NRI shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.

Tear along this line

**ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR CLIENT ID AND DP ID:**

**Investor Service Centre: Mangalam Organics Limited - Buyback offer 2018**  
**Universal Capital Securities Private Limited**  
 21/25, Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai - 400093, Maharashtra, India  
**Contact Person:** Mr. Rajesh Karlekar  
**Tel:** +91 22 28207203-05; **Fax:** +91 22 28207207; **E-mail:** info@unisec.in  
**Website:** www.unisec.in; **SEBI Registration Number:** INR000004082  
**CIN:** U74200MH1991PTC062536

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

**Bid Number:**

**Date:**

BUYBACK OPENS ON	[●], 2018	
BUYBACK CLOSES ON	[●], 2018	
<b>For Registrar / Collection Centre use</b>		
<b>Inward No.</b>	<b>Date</b>	<b>Stamp</b>
<i>Status (please tick appropriate box)</i>		
Individual	FII	Insurance Co
Foreign Co	NRI/OCB	FVCI
Body Corporate	Bank/FI	Pension/PF
VCF	Partnership/LLP	Others (Specify)
<b>India Tax Residency Status: Please tick appropriate box</b>		
Resident in India	Non-Resident in India	Resident of  <i>(shareholder to fill country of residence)</i>
<b>Route of Investment (For NR Shareholders only)</b>		
Portfolio Investment Scheme		Foreign Investment Scheme

To,  
**MANGALAM ORGANICS LIMITED,**  
C/o Universal Capital Securities Private Limited  
21/25, Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road,  
Andheri (East), Mumbai – 400093, Maharashtra, India

**Dear Sirs,**

**Sub: Letter of Offer dated [●] to Buyback up to 6,10,000 (Six Lakh Ten Thousand Only) Equity Shares of Mangalam Organics Limited (the “Company”) at a price of Rs. 230/- (Rupees Two Hundred And Thirty Only) Per Equity Share (the “Buyback Offer Price”) Payable in cash**

- I / We (having read and understood the Letter of Offer issued by the Company) hereby tender / offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
- I / We authorize the Company to Buyback the Equity Shares offered (as mentioned above) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
- I / We hereby warrant that the Equity Shares comprised in this Tender Offer are offered for Buyback by me/us free from all liens, equitable interest, charges and encumbrance.
- I / We declare that there are no restraints/ injunctions or other covenants of any nature which limits/ restricts in any manner my/ our right to tender Equity Shares for Buyback and that I/ We am/ are legally entitled to tender the Equity Shares for Buyback.
- I / We agree that the Company is not obliged to accept any Equity Shares offered for Buyback where loss of share certificates has been notified to the Company.
- I / We agree that the Company will pay the Buyback Price only after due verification of the validity of the documents and that the consideration may be paid to the first named Eligible Shareholder as per SEBI notified Stock Exchange mechanism.
- I / We agree to return to the Company any Buyback consideration that may be wrongfully received by me / us.
- I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my/our tender/offer and agree to abide by any decision that may be taken by Company to effect the Buyback in accordance with the Companies Act, Buyback Regulations and any other applicable laws
- I / We authorize the Company to split the Share Certificate and issue new consolidated Share Certificate for the unaccepted Equity shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback.

10. Details of Equity Shares held and tendered / offered for Buy-back:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date (April 04, 2018)		
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback (Including Additional Shares, if any)		

Note: An Eligible Shareholder may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder shall be accepted in accordance with paragraph 23 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

- Non-resident shareholders (including NRIs, OCBs and FIIs) are requested to enclose a consent letter indicating the details of transfer i.e. number of Equity Shares to be transferred, the name of the investee company whose shares are being transferred i.e. “Mangalam Organics Limited” and the price at which the Equity Shares are being transferred i.e. “Price determined in accordance with the Buyback Regulations” duly signed by the shareholder or his/its duly appointed agent and in the latter case, also enclose the power of attorney.

Tear along this line

**ACKNOWLEDGMENT SLIP: MANGALAM ORGANICS LIMITED – BUYBACK OFFER 2018**  
(To be filled by the Equity Shareholder) (Subject to verification)

Folio No.	
Received from Mr. / Ms. / Mrs.	
<b>Tender Form of Acceptance-cum-Acknowledgement, Original TRS along with:</b>	
No. of Equity Shares offered for Buyback (In Figures)	(in words)
Please quote Folio No. for all future correspondence	Stamp of Broker / Registrar

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

Sr. No.	Folio No.	Share Certificate No.	Distinctive No(s)		No. of Shares
			From	To	
1					
2					
3					
4					
<b>Total</b>					

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

13. Details of the bank account of the sole or first Eligible Shareholder to be incorporated in the consideration warrant (to be mandatorily filled):

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

14. Details of other Documents (Please tick as appropriate, if applicable) enclosed:

Power of Attorney	Previous RBI approvals for acquiring the Equity Shares of Mangalam Organics Limited hereby tendered in the Offer
Death Certificate	Succession Certificate
Self-attested copy of PAN	Corporate authorisations
TRS	Others (please specify)

15. Applicable for all Non-resident shareholders

I/We undertake to pay income taxes in India on any income arising on such Buyback and taxable in accordance with prevailing income tax laws in India within 7th day of the succeeding months in which the Shares are bought back by the Company. I/We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me/us.

16. Equity Shareholders Details:

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

\* Corporate must affix rubber stamp and sign.

#### Instructions:

**This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form**

- This Buyback Offer will open on [●], 2018 and close on [●], 2018
- This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
- Eligible Shareholders who wish to tender their Equity Shares in response to this Buyback Offer should submit the following documents to their Selling Member (Seller Broker), who in turn would deliver the said documents along with the Transaction Registration Slip (TRS) to the Registrar; the documents should be sent to the Registrar only after the placement of a valid bid; non-submission of the below mentioned documents directly to the Registrar shall result in the rejection of the tendered Equity Shares.
  - The Tender Form duly signed (by all Equity Shareholders in case shares are in joint names) in the same order in which they hold the shares.
  - Original share certificates.
  - Valid share transfer form(s) (SH-4) duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company/Registrar) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company
  - Self attested copy of the Permanent Account Number (PAN) Card. (by all Eligible Shareholders in case shares are in joint names).
  - Any other relevant documents such as (but not limited to):
    - Duly attested Power of Attorney if any person other than the Equity Shareholder has signed the relevant Tender Form
    - Notarized copy of death certificate and succession certificate or probated will, as applicable, if the original Shareholder is deceased
    - Necessary corporate authorisations, such as Board Resolutions etc., in case of companies
  - In addition to the above, if the address of the Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.
- In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered shareholder is still incomplete, then such entity along with the Tender Form file a copy of the following documents:
  - Approval from the appropriate authority for such merger;
  - The scheme of merger; and
  - The requisite form filed with MCA intimating the merger.
- Eligible Shareholders to whom the Buyback Offer is made are free to tender Equity Shares to the extent of their entitlement in whole or in part or in excess of their entitlement, but not exceeding the number of Shares held by them as on the Record Date.
- All documents / remittances sent by or to Eligible Shareholders will be at their own risk and the Eligible Shareholders are advised to adequately safeguard their interests in this regard.
- For procedure followed by Eligible Shareholders for tendering shares in the buyback offer, please refer to Paragraph 23 of the Letter of Offer.
- All documents as mentioned above shall be enclosed with the valid Tender Form; otherwise the shares will be liable for rejection. The shares shall be liable for rejection on the following grounds amongst others:
  - If any other company share certificates are enclosed with the Tender Form instead of the share certificate of the Company;
  - Non-submission of Notarized copy of death certificate and succession certificate / probated/Will, as applicable in case any Eligible Shareholder is deceased.
  - If the Eligible Shareholder(s) bid the shares but the Registrar does not receive the share certificate; or
  - In case the signature in the Tender Form and Form SH-4 doesn't match as per the specimen signature recorded with Company / Registrar.
  - If necessary corporate authorizations under official stamp are not accompanied with the tender form
- By agreeing to participate in the Buyback the NR and NRI shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.

The Equity Shares tendered in the buyback shall be rejected if (i) the Shareholder is not a Eligible Shareholder of the Company on the Record Date; (ii) if there is a name mismatch in the share certificate of the Shareholder; or (iii) if the Eligible Shareholder has made a duplicate bid. (iv) the documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours of [●], 2018 by 5:00 p.m.

Tear along this line

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

**Investor Service Centre: Mangalam Organics Limited- Buyback offer 2018**  
**Universal Capital Securities Private Limited**  
 21/25, Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai - 400093, Maharashtra, India  
 Contact Person: Mr. Rajesh Karlekar  
**Tel: +91 22 28207203-05; Fax: +91 22 28207207; E-mail: info@unisec.in; Website: www.unisec.in;**  
**SEBI Registration Number: INR000004082; CIN: U74200MH1991PTC062536**



## Form No. SH-4 - Securities Transfer Form

*[Pursuant to section 56 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Share Capital and Debentures) Rules 2014]*

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

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

CIN: 

L	2	4	1	1	0	M	H	1	9	8	1	P	L	C	0	2	4	7	4	2
---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---

Name of the company (in full): **MANGALAM ORGANICS LIMITED**

Name of the Stock Exchange where the company is listed, (if any): **BSE Limited**

### DESCRIPTION OF SECURITIES:

Kind/ Class of securities (1)	Nominal value of each unit of security (2)	Amount called up per unit of security (3)	Amount paid up per unit of security (4)
Equity Shares	₹ 10	₹ 10	₹ 10
No. of securities being transferred		Consideration received (₹)	
In figures	In words	In words	In figures
<b>Distinctive Number</b>	From		
	To		
<b>Corresponding Certificate Nos.</b>			

### Transferor(s) Particulars

Registered Folio Number:

Name(s) in full	Signature(s)
1. _____	_____
2. _____	_____
3. _____	_____

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

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

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

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

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

**Transferee(s) Particulars**

Name in full	Father's / Mother's / Spouse Name	Address & E-mail ID	Occupation	Existing Folio No., if any	Signature
(1)	(2)	(3)	(4)	(5)	(6)
<b>MANGALAM ORGANICS LIMITED - BUYBACK OFFER 2018</b>	N.A.	812 Tulsiani Chambers, 212 Nariman Point, Mumbai - 400021, Maharashtra, India  <b>E-mail Id:</b> info@mangalamorganics.com	Business		

**Folio No. of Transferee**

\_\_\_\_\_

Value of Stamp affixed: ₹ \_\_\_\_\_

**Specimen Signature of Transferee(s)**

1. \_\_\_\_\_

2. \_\_\_\_\_

3. \_\_\_\_\_

Enclosures:

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

**STAMPS**

**For Office Use Only**

Checked by \_\_\_\_\_

Signature Talled by \_\_\_\_\_

Entered in the Register of Transfer on \_\_\_\_\_

\_\_\_\_\_ vide Transfer no \_\_\_\_\_

Approval Date \_\_\_\_\_

Power of attorney / Probate / Death certificate / Letter of Administration Registered on \_\_\_\_\_

\_\_\_\_\_ at

No \_\_\_\_\_