



GTFL:SEC:2024

March 27, 2024

BSE Limited

Corporate Relationship Department,
New Trading Ring,
Rotunda Building, P. J. Towers,
Dalal Street, Fort,
Mumbai 400001.

(Company code: 509557)

National Stock Exchange of India Ltd.

Exchange Plaza, Plot No. C/1, 'G' Block,
Bandra-Kurla Complex,
Bandra East,
Mumbai 400051.

(Symbol: GARFIBRES, Series: EQ)

Dear Sirs,

Sub: Submission of letter of offer dated March 27, 2024 ("Letter of Offer) in relation to the buyback of not exceeding 5,25,000 (Five Lakhs Twenty Five Thousand) fully paid-up equity shares of face value of INR 10/- (Rupees Ten only) each (the "Equity Shares") of Garware Technical Fibres Limited (the "Company") at a price of INR 3,800/- (Rupees Three Thousand Eight Hundred Only) per Equity Share through the tender offer process, pursuant to the provisions of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended and the Companies Act, 2013, as amended ("Buyback")

With reference to the captioned Buyback and in furtherance of our earlier intimation dated March 11, 2024 regarding submission of Public Announcement dated March 9, 2024, please find enclosed the Letter of Offer dated March 27, 2024 along with the Tender Forms for demat and physical shareholders, which is being dispatched by the Company to the Eligible Shareholders as on the Record Date being Tuesday, March 26, 2024.

You are requested to take note of the following schedule of activities in relation to the Buyback:

No.	Activity	Day	Date
1.	Buyback Opening Date	Monday	April 1, 2024
2.	Buyback Closing Date	Friday	April 5, 2024
3.	Last date of receipt of completed Tender Form and other specified documents including physical certificates (if and as applicable) by the Registrar to the Buyback	Friday	April 5, 2024
4.	Last date of completion of settlement of bids by the Clearing Corporation on the Stock Exchanges*	Monday	April 15, 2024

*This activity may happen on or before the last date mentioned herein above.

Registered Office

Garware Technical Fibres Ltd. (Formerly Garware – Wall Ropes Ltd.): Plot No. 11, Block D-1, M.I.D.C., Chinchwad, Pune 411 019, India.
T +91 20 2799 0000/0306 E pune_admin@garwarefibres.com www.garwarefibres.com CIN: L25209MH1976PLC018939



GARWARE
TECHNICAL FIBRES

-2-

The Letter of Offer along with the Tender Forms for demat and physical shareholders is available on the website of the Company (i.e., www.garwarefibres.com). Capitalised terms used but not defined herein shall have the meanings to such terms in the Letter of Offer.

This is for your information and records.

Thanking you,

Yours faithfully,

For **GARWARE TECHNICAL FIBRES LIMITED**


Sunit Agarwal
Company Secretary
M. No. FCS6407

Encl.: As above

Registered Office

Garware Technical Fibres Ltd. (Formerly Garware–Wall Ropes Ltd.): Plot No. 11, Block D-1, M.I.D.C., Chinchwad, Pune 411 019, India.
T +91 20 2799 0000/0306 E pune_admin@garwarefibres.com www.garwarefibres.com CIN: L25209MH1976PLC018939

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

This letter of offer (“**Letter of Offer**”) is sent to you as a registered Equity Shareholder/ beneficial owner of Garware Technical Fibres Limited (the “**Company**”) as on the Record Date, being Tuesday, March 26, 2024, in accordance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (“**SEBI Buyback Regulations**”). If you require any clarifications about the action to be taken, you may consult your stock broker or your investment consultant or the Manager to the Buyback i.e., Motilal Oswal Investment Advisors Limited or the Registrar to the Buyback i.e., Link Intime India Private Limited. Please refer to the section “*Definition of Key Terms*” on page 2 of this Letter of Offer for the definition of the capitalised terms used herein.

<p style="text-align: center;">GARWARE TECHNICAL FIBRES LIMITED CIN: L25209MH1976PLC018939 Registered Office: Plot No. 11, Block D-1, MIDC, Chinchwad, Pune – 411 019 Tel. No.: +91 020 2799 0224 Fax. No.: +91 020 2799 0341 Contact Person: Mr. Sunil Agarwal, Company Secretary and Compliance Officer E-mail: secretarial@garwarefibres.com Website: www.garwarefibres.com</p>	 <p style="font-size: 24px; font-weight: bold; margin: 0;">GARWARE</p> <p style="font-size: 10px; margin: 0;">TECHNICAL FIBRES</p>
<p>OFFER TO BUYBACK NOT EXCEEDING 5,25,000 (FIVE LAKHS TWENTY FIVE THOUSAND ONLY) FULLY PAID-UP EQUITY SHARES OF THE COMPANY OF THE FACE VALUE OF INR 10/- (INDIAN RUPEES TEN ONLY) EACH, REPRESENTING 2.58% OF THE EQUITY SHARES IN THE EXISTING TOTAL PAID-UP EQUITY CAPITAL OF THE COMPANY AS ON THE DATE OF THE BOARD MEETING AND AS OF MARCH 31, 2023, FROM ALL ELIGIBLE SHAREHOLDERS (EQUITY SHAREHOLDERS AS ON THE RECORD DATE, BEING TUESDAY, MARCH 26, 2024) ON A PROPORTIONATE BASIS, THROUGH THE ‘TENDER OFFER’ PROCESS, AT A PRICE OF INR 3,800/- (INDIAN RUPEES THREE THOUSAND EIGHT HUNDRED ONLY) PER EQUITY SHARE, PAYABLE IN CASH, FOR AN AGGREGATE MAXIMUM AMOUNT NOT EXCEEDING INR 199,50,00,000/- (INDIAN RUPEES ONE NINETY NINE CRORES FIFTY LAKHS ONLY) EXCLUDING THE TRANSACTION COSTS.</p>	
<p>(1) The Buyback is being undertaken in accordance with Article 138 of the Articles of Association of the Company, Sections 68, 69, 70 and all other applicable provisions of the Companies Act and the relevant rules made thereunder including the Share Capital and Debentures Rules and the Companies (Management and Administration) Rules, 2014, to the extent applicable, the SEBI Buyback Regulations read with SEBI Circulars and SEBI Listing Regulations. The Buyback is subject to receipt of such approvals of statutory, regulatory, or governmental authorities, as may be required under the applicable laws.</p> <p>(2) The Buyback Offer Size represents 19.63% and 19.91% of the aggregate of the Company’s fully paid-up equity capital and free reserves as per the latest standalone and consolidated audited financial statements of the Company, respectively, as on March 31, 2023. The Buyback Offer Size is within the statutory limit of 25% of the aggregate of the paid-up capital and free reserves of the Company as on March 31, 2023 as per Section 68(2) of the Companies Act and Regulation 5(i)(b) of the SEBI Buyback Regulations.</p> <p>(3) The Letter of Offer will be sent to all Eligible Shareholders (<i>as defined</i>) as on the Record Date, being Tuesday, March 26, 2024 in accordance with the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable. Further, in terms of Regulation 9(ii) of the SEBI Buyback Regulations, if the Company receives a request from any Eligible Shareholder to dispatch a copy of the Letter of Offer in physical form, the same shall be provided.</p> <p>(4) For details of the procedure for tender and settlement, please refer to the “<i>Procedure for Tender Offer and Settlement</i>” on page 34 of this Letter of Offer. The Form of Acceptance-cum-Acknowledgement (the “Tender Form”) is enclosed together with this Letter of Offer.</p> <p>(5) For details of the procedure for Acceptance, please refer to the “<i>Process and Methodology for the Buyback</i>” on page 31 of this Letter of Offer. For mode of payment of cash consideration to the Eligible Shareholders, please refer to “<i>Procedure for Tender Offer and Settlement – C. Method of Settlement</i>” on page 41 of this Letter of Offer.</p> <p>(6) A copy of the Public Announcement and this Letter of Offer (including the Tender Form and SH-4) is expected to be available on the website of Securities and Exchange Board of India i.e., www.sebi.gov.in and on the website of the Company i.e., www.garwarefibres.com and the Stock Exchanges at www.bseindia.com and www.nseindia.com and on the website of the Manager to the Buyback i.e. www.motilaloswalgroup.com and Registrar to the Buyback (www.linkintime.co.in).</p> <p>(7) Eligible Shareholders are advised to read this Letter of Offer and in particular refer to “<i>Details of Statutory Approvals</i>” and “<i>Note on Taxation</i>” on pages 30 and 43 of this Letter of Offer, respectively, before tendering their Equity Shares in the Buyback.</p>	
BUYBACK PROGRAMME	
BUYBACK OPENS ON	Monday, April 1, 2024
BUYBACK CLOSES ON	Friday, April 5, 2024
LAST DATE OF RECEIPT OF COMPLETED TENDER FORMS AND OTHER SPECIFIED DOCUMENTS BY THE REGISTRAR TO THE BUYBACK	Friday, April 5, 2024 by 5:00 P.M. (IST).
BUYBACK ENTITLEMENT	
CATEGORY OF ELIGIBLE SHAREHOLDERS	
RESERVED CATEGORY FOR SMALL SHAREHOLDERS	2 Equity Shares for every 13 Equity Shares held on the Record Date
GENERAL CATEGORY FOR ALL OTHER ELIGIBLE SHAREHOLDERS	2 Equity Shares for every 89 Equity Shares held on the Record Date
<p>For further information on ratio of Buyback as per the Buyback Entitlement in each category, please refer paragraph 21.5 on page no. 31 of the Letter of Offer. ELIGIBLE SHAREHOLDERS CAN ALSO CHECK THEIR ENTITLEMENT ON THE WEBSITE OF THE REGISTRAR TO THE BUYBACK BY FOLLOWING THE STEPS GIVEN BELOW:</p> <p>1) Click on https://www.linkintime.co.in/Offer/Default.aspx</p> <p>2) Select the name of the Company – Garware Technical Fibres Limited</p> <p>3) Select holding type - “Physical” or “NSDL” or “CDSL” or “PAN”</p> <p>4) Based on the option selected above, enter your “Folio Number” or “NSDL DPID/Client ID” or “CDSL Client ID” or “PAN”</p> <p>5) Enter the security code and click on submit</p> <p>6) Then click on ‘View’ button</p> <p>7) The entitlement will be provided in the pre-filled ‘FORM OF ACCEPTANCE-CUM ACKNOWLEDGEMENT’</p>	
<p style="text-align: center;">MANAGER TO THE BUYBACK</p>  <p>Motilal Oswal Investment Advisors Limited Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Dept Prabhadevi, Mumbai - 400 025, Maharashtra, India Tel. No.: +91 22 7193 4380 Contact Person: Subodh Malhya Email: gtf.buyback@motilaloswal.com Website: www.motilaloswalgroup.com SEBI Registration No.: INM000011005 Validity Period: Permanent CIN: U67190MH2006PLC160583</p>	<p style="text-align: center;">REGISTRAR TO THE BUYBACK</p>  <p>Link Intime India Private Limited C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India Tel No.: +91 810 811 4949 Fax No.: +91 22 4918 6195 Contact Person: Shanti Gopalakrishnan Email: garware.buyback2024@linkintime.co.in Investor Grievance Id: ipo.helpdesk@linkintime.co.in Website: www.linkintime.co.in SEBI Registration No.: INR000004058 Validity Period: Permanent CIN: U67190MH1999PTC118368</p>

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1. SCHEDULE OF ACTIVITIES FOR THE BUYBACK

Sr. No.	Activity	Schedule of Activities	
		Day	Date
1.	Date of Board Meeting approving the proposal for the Buyback	Monday	January 29, 2024
2.	Date of declaration of results of the Postal Ballot approving the proposal for the Buyback	Thursday	March 7, 2024
3.	Date of Public Announcement for the Buyback	Saturday	March 9, 2024
4.	Date of publication of the Public Announcement for the Buyback in newspapers	Monday	March 11, 2024
5.	Record Date for determining the names of the Eligible Shareholders and the Buyback Entitlement	Tuesday	March 26, 2024
6.	Buyback Opening Date	Monday	April 01, 2024
7.	Buyback Closing Date	Friday	April 05, 2024
8.	Last date of receipt of completed Tender Form and other specified documents including physical certificates (if and as applicable) by the Registrar to the Buyback	Friday	April 05, 2024
9.	Last date of verification of Tender Forms by Registrar to the Buyback	Wednesday	April 10, 2024
10.	Last date of intimation to the Stock Exchanges regarding Acceptance/ non-acceptance of Equity Shares by the Registrar to the Buyback	Friday	April 12, 2024
11.	Last date of completion of settlement of bids by the Clearing Corporation on the Stock Exchanges	Monday	April 15, 2024
12.	Last date of dispatch of share certificate(s) by the Registrar to the Buyback / payment to Eligible Shareholders / return of unaccepted Demat Shares by the Stock Exchanges to Eligible Shareholders / Shareholder Broker	Monday	April 15, 2024
13.	Last date for payment of consideration to Eligible Shareholders who participated in the Buyback	Monday	April 15, 2024
14.	Last date of extinguishment of the Equity Shares bought back	Thursday	April 25, 2024

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

2. DEFINITION OF KEY TERMS

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

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

Term	Description
Acceptance/Accept/Accepted	Acceptance of Equity Shares tendered by the Eligible Shareholders in the Buyback
Acquisition Window	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 Circulars
Additional Equity Shares	Additional Equity Shares tendered by an Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder up to the extent of Equity Shares held by such Eligible Shareholder on the Record Date
Articles of Association	Articles of Association of the Company, as amended from time to time
Board Meeting	Meeting of the Board of Directors held on Monday, January 29, 2024, wherein among other things, the proposal for the Buyback was approved
Board/ Board of Directors	Board of Directors of the Company (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized 'Buyback Committee' thereof)
BSE	BSE Limited
Buyback or Buyback Offer or Offer	Offer by the Company to buyback not exceeding 5,25,000 (Five Lakhs Twenty-Five Thousand Only) Equity Shares at a price of INR 3,800 /- (Indian Rupees Three Thousand Eight Hundred Only) per Equity Share, payable in cash, from all the Eligible Shareholders, through the Tender Offer process on a proportionate basis in terms of the SEBI Buyback Regulations read with SEBI Circulars
Buyback Closing Date	Friday, April 05, 2024
Buyback Committee	A committee constituted by the Board, comprising of Mr. Shrikant Pandharinath Kulkarni, Director, Mr. Shridhar Shrikrishna Rajpathak, Director, Mr. Shashank Gupta, Chief

Term	Description
	Financial Officer and Mr. Sunil Agarwal, Company Secretary pursuant to a resolution passed by the Board on Monday, January 29, 2024, to exercise certain powers in relation to the Buyback
Buyback Entitlement	The number of Equity Shares that an Eligible Shareholder is entitled to tender in the Buyback, which is computed based on the number of Equity Shares held by such Eligible Shareholder as on the Record Date and the ratio/ percentage of Buyback applicable in the category, to which such Eligible Shareholder belongs
Buyback Opening Date	Monday, April 01, 2024
Buyback Offer Price	Price at which Equity Shares will be bought back from the Eligible Shareholders i.e., INR 3,800/- (Indian Rupees Three Thousand Eight Hundred Only) per Equity Share, payable in cash
Buyback Offer Size	Number of Equity Shares proposed to be bought back i.e., not exceeding 5,25,000 (Five Lakhs Twenty Five Thousand Only) Equity Shares multiplied by the Buyback Offer Price (i.e., INR 3,800/- (Indian Rupees Three Thousand Eight Hundred) per Equity Share for an aggregate amount not exceeding INR 199,50,00,000/- (Indian Rupees One Hundred Ninety Nine Crores Fifty Lakhs Only). The Buyback Offer Size excludes Transaction Costs
Buyback Period	The period between the date of the Board Meeting i.e., Monday, January 29, 2024 and the date on which the payment of consideration to the Eligible Shareholders who have accepted the Buyback is made
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Clearing Corporation	Indian Clearing Corporation Limited
Companies Act/Act	Companies Act, 2013, as amended and relevant rules made thereunder including the Share Capital and Debentures Rules and the Companies (Management and Administration) Rules, 2014, as amended
“Company” or “Our Company” or “we” or “us” or “our”	Garware Technical Fibres Limited
Company Demat Account	A demat account of the Company wherein Demat Shares bought back in the Buyback would be transferred
Company’s Broker	Motilal Oswal Financial Services Limited
Demat Share(s)	Equity Share(s) of the Company in dematerialised form
Depositories	Together, NSDL and CDSL
Depositories Act	Depositories Act, 1996, as amended and rules framed thereunder
Designated Stock Exchange	BSE
DIN	Director Identification Number
Director(s)	Director(s) of the Company
DP	Depository Participant
Eligible Shareholders	Equity Shareholders eligible to participate in the Buyback and would mean all shareholders/ beneficial owners of the Equity Shares of the Company on the Record Date, being Tuesday, March 26, 2024, and do not include such shareholders/ beneficial owners of the Equity Shares who are not permitted under the applicable law to tender Equity shares in the Buyback
EPS	Earnings per Equity Share
Equity Shareholder(s)/ Shareholder(s)	Holders of Equity Shares and includes beneficial owners thereof
Equity Share(s)	Fully paid-up equity share(s) of the Company having the face value of INR 10/- (Indian Rupees Ten Only) each
Escrow Account	The Escrow Account in the name and style of ‘Garware Technical Fibres Limited – Buyback Offer 2024 – Escrow’ opened with HDFC Bank Limited in accordance with the SEBI Buyback Regulations
Escrow Agent	HDFC Bank Limited
Escrow Agreement	The agreement dated Monday, March 11, 2024 entered into between the Company, the Manager to the Buyback and the Escrow Agent, pursuant to which certain arrangement for Escrow Account is made in relation to the Buyback
FEMA	The Foreign Exchange Management Act, 1999, as amended from time to time, including rules, regulations, circulars, directions and notifications issued thereunder
FII(s)	Foreign Institutional Investor(s)
FPI	Foreign Portfolio Investors as defined under Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended
General Category	Eligible Shareholders other than the Small Shareholders
HUF	Hindu Undivided Family
IT Act/ Income Tax Act	Income Tax Act, 1961, as amended

Term	Description
Letter of Offer	The letter of offer dated Wednesday, March, 27, 2024 to be filed with SEBI containing disclosures in relation to the Buyback as specified in Schedule III of the Buyback Regulations
“Manager to the Buyback” or “Merchant Banker to the Buyback”	Motilal Oswal Investment Advisors Limited
NA	Not applicable
Non-Resident Shareholders	Includes Non-resident Indians (NRI), foreign nationals, foreign institutional investors/ Foreign Portfolio Investors, and Foreign Corporate Bodies (including erstwhile Overseas Corporate Bodies)
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
PAN	Permanent Account Number
Promoters and members of the Promoter Group	Vayu Ramesh Garware, Mayuri Vayu Garware, Garware Capital Markets Limited, VMIR Investment Limited, VRG Investments Private Limited, Vimlabai Garware Research Institute Private Limited, Moonshine Investments and Trading Company Private Limited, Manmit Investments and Trading Company Private Limited, Sanand Investments and Trading Company Private Limited, Sukukar Holdings and Trading Company Private Limited, Starshine Comtrade Private Limited, Gurukrupa Comtrade Private Limited, Garware Research Institute, Ramesh Trading Company, Sunita Trading Company, VRG Family Trust, and Vayu Garware Family Trust
Physical Share(s)	Equity Share(s) of the Company in physical form
Postal Ballot Resolution	Special resolution, through a postal ballot, which was passed on Wednesday, March 6, 2024 and for which the results were announced on Thursday, March 07, 2024, in which the Buyback was approved by the shareholders of the Company
Public Announcement	Public announcement dated March 9, 2024 in connection with the Buyback in accordance with the SEBI Buyback Regulations which was published on March 11, 2024 in all editions of the English national daily newspaper, namely Business Standard, in all editions of the Hindi national daily newspaper, Business Standard and the Pune edition of the Marathi daily newspaper, namely, Prabhat (Marathi being the regional language of Pune wherein the registered office of the Company is located)
RBI	Reserve Bank of India
Record Date	The date for the purpose of determining the Buyback Entitlement and the names of the Eligible Shareholders to whom the Letter of Offer (including the Tender Form) will be sent, and who are eligible to participate in the Buyback in accordance with the SEBI Buyback Regulations. The Record Date for the Buyback was Tuesday, March 26, 2024
“Registrar to the Buyback” or “Registrar”	Link Intime India Private Limited
Reserved Category	Small Shareholders eligible to tender Equity Shares in the Buyback
Share Capital and Debentures Rules	Companies (Share Capital and Debenture) Rules, 2014, as amended
SEBI	Securities and Exchange Board of India
SEBI Buyback Regulations	Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, for the time being in force including any statutory modifications and amendments from time to time
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
Shareholder’s Broker	The stockbroker of an Eligible Shareholder through whom the order for selling the Equity Shares will be placed in the Acquisition Window
Small Shareholder	As defined under Regulation 2(i)(n) of the SEBI Buyback Regulations and in relation to the Buyback means an Eligible Shareholder who holds Equity Shares of market value of not more than INR 2,00,000/- (Rupees Two Lakhs only), on the basis of closing price on BSE or NSE, whichever registers the highest trading volume in respect of the Equity Shares on the Record Date, i.e., Tuesday, March 26, 2024
SEBI Circulars	The mechanism for acquisition of shares through stock exchange specified by SEBI vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular no. SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, SEBI Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023 and such other circulars as may be applicable, including any further amendments thereof
Stock Exchanges	Together, BSE and NSE, being the stock exchanges where the Equity Shares of the Company are listed
Tender Form	Form of Acceptance-cum-Acknowledgement to be filled in and sent to the Registrar by the Eligible Shareholders to participate in the Buyback

Term	Description
Tender Offer	Method of buyback as defined in Regulation 2(i)(q) of the SEBI Buyback Regulations
Tendering Period	Period of 5 Working Days from the Buyback Opening Date (Monday, April 01, 2024) till the Buyback Closing Date (Friday, April 05, 2024) (both days inclusive)
Transaction Costs	Any expenses incurred or to be incurred for the buyback viz. brokerage, costs, fees, turnover charges, taxes such as buyback tax, securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, filing fees, printing and dispatch expenses and other incidental and related expenses and charges
TRS	Transaction Registration Slip generated by the exchange bidding system
U.S.	The United States of America
Working Day(s)	Working day as defined in the SEBI Buyback Regulations

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

Page Numbers and Paragraph Numbers

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

Currency and Units of Presentation

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

Financial and Other Data

Unless stated or the context requires otherwise, our financial information in this Letter of Offer is derived from our (i) the audited standalone and consolidated financial statements for the fiscal years 2021, 2022 and 2023, and (ii) the unaudited standalone and consolidated financial statements for six months ended September 30, 2023, which have been subjected to a limited review by the Statutory Auditors.

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

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

Stock Market Data

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

3. DISCLAIMER CLAUSE

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

It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in this Letter of Offer, the Manager to the Buyback is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose, the Manager to the Buyback i.e., Motilal Oswal Investment Advisors Limited, has furnished to SEBI a due diligence certificate dated March 27, 2024 in accordance with the SEBI Buyback Regulations, which reads as follows:

“We have examined various documents and materials contained in the annexure to this letter, as part of the due-diligence carried out by us in connection with the finalisation of the public announcement dated March 9, 2024 for the Buyback (“Public Announcement”) which was published on March 11, 2024 and the Letter of Offer dated Wednesday, March 27, 2024 (“Letter of Offer”). On the basis of such examination and the discussions with the Company, we hereby state that:

- *the Public Announcement and the Letter of Offer are in conformity with the documents, materials and papers relevant to the Buyback;*

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

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

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

The Promoters and members of the Promoter Group and the Board of Directors declare and confirm that funds borrowed from banks and financial institutions will not be used for the Buyback.

3.1 Disclaimer for Persons from the United States of America:

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

3.2 Disclaimer for persons in foreign countries other than the United States of America:

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

3.3 Important notice to all Eligible Shareholders

This Letter of Offer has been prepared for the purposes of compliance with the SEBI Buyback Regulations. Accordingly, the information disclosed herein may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. The Company and the Manager to the Buyback are under no obligation to update the information contained herein at any time after the date of this Letter of Offer. The Letter of Offer shall be dispatched to all Eligible Shareholders (Equity Shareholders as on the Record Date) as per the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable. However, receipt of the Letter of Offer by any Equity Shareholder in a jurisdiction in which it would be illegal to make this Offer, or where making this Offer would require any action to be taken (including, but not restricted to, registration of the Letter of Offer under any local securities laws), shall not be treated by such Equity Shareholders as an offer being made to them. Any Equity Shareholder who tenders his, her or its Equity Shares in the Buyback shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorised under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buyback.

3.4 Forward Looking Statement:

This Letter of Offer contains certain forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as ‘believe’, ‘aim’, ‘anticipate’, ‘expect’, ‘estimate’, ‘intend’, ‘objective’, ‘plan’, ‘project’, ‘will’, ‘will pursue’, or other words or phrases of similar import. Similarly, statements that describe our 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 the Company operates.

Certain figures contained in this Letter of Offer, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

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

The Buyback has been authorised and approved by the Board of Directors at its meeting held on Monday, January 29, 2024. The relevant extracts of the resolution of the Board of Directors is set out below:

Quote

RESOLUTION:

“RESOLVED THAT pursuant to Article 138 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70, 108, 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the **“Companies Act”**) read with the Companies (Share Capital and Debentures) Rules, 2014 (to the extent applicable) (hereinafter referred to as the **“Share Capital Rules”**), the Companies (Management and Administration) Rules, 2014 and other relevant rules made thereunder, each as amended from time to time and the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (**“SEBI Buyback Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**) (including re-enactment of the Companies Act or the rules made thereunder or the SEBI Buyback Regulations, or the SEBI Listing Regulations) and subject to such other approvals, permissions, consents, sanctions and exemptions of Securities and Exchange Board of India (**“SEBI”**), Reserve Bank of India (**“RBI”**) the stock exchanges on which the Equity Shares of the Company are listed (the **“Stock Exchanges”**), Ministry of Corporate Affairs/ Registrar of Companies, Maharashtra at Pune (the **“ROC”**) and/ or other authorities, institutions or bodies (together with SEBI, RBI, Stock Exchanges and ROC, the **“Appropriate Authorities”**), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by them while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed to by the board of directors of the Company and subject to the approval by the shareholders by way of a special resolution by postal ballot through electronic voting only, the board of directors of the Company (**“Board”**, which term shall be deemed to include any committee of the Board and/ or officials, which the Board may constitute/ authorise to exercise its powers, including the powers conferred by this resolution) hereby consents and approves the buyback by the Company of its fully paid-up equity shares having a face value of INR 10/- (Indian Rupees Ten Only) each (**“Equity Shares”**), at a price of INR 3,800/- (Indian Rupees Three Thousand Eight Hundred only) per Equity Share (**“Indicative Buyback Price”**) payable in cash for an aggregate amount not exceeding INR 199,50,00,000/- (Indian Rupees One Hundred Ninety Nine Crores Fifty Lakhs only) (**“Buyback Size”**), excluding any expenses incurred or to be incurred for the buyback viz. brokerage, costs, fees, turnover charges, taxes such as buyback tax, securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, printing and dispatch expenses and other incidental and related expenses and charges (**“Transaction Costs”**), which represents 19.63% and 19.91% of the aggregate of the Company’s fully paid-up capital and free reserves as per the latest standalone and consolidated audited financials of the Company for the year ended as on March 31, 2023 respectively from all the shareholders/ beneficial owners of the Equity Shares of the Company, including promoters and members of the promoter group, as on a record date Tuesday, March 26, 2024* (**“Record Date”**), through the **“tender offer”** route, on a proportionate basis as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the **“Buyback”**).

RESOLVED FURTHER THAT at the Indicative Buyback Price i.e. ₹ 3,800 (Rupees Three Thousand Eight Hundred Only) per Equity Share subject to the Buyback Size i.e. ₹ 199,50,00,000 (Rupees One Hundred Ninety Nine Crores Fifty Lakhs only), the indicative maximum number of Equity Shares proposed to be bought back would be 5,25,000 (Five Lakh Twenty Five Thousand Only) Equity Shares (**“Indicative Maximum Buyback Shares”**). However, in terms of Regulation 5(via) of the SEBI Buyback Regulations, the actual bought back Equity Shares may be lesser than the Indicative Maximum Buyback Shares, if the Buyback price fixed by the Board/Buyback Committee is more than the Indicative Buyback Price, subject to not exceeding 25% of the total number of Equity shares in the paid-up Equity Share capital of the Company and the amount utilized shall not exceed Buyback Size;

RESOLVED FURTHER THAT as required under Regulation 6 of the SEBI Buyback Regulations, the Company may buyback Equity Shares from the existing shareholders (including promoters and members of promoter group) as on Record Date, on a proportionate basis, provided that 15% (fifteen percent) of the number of Equity Shares which the Company proposes to buyback or entitlement of the number of Equity Shares for Buyback as per the shareholding of small shareholders as defined- in the SEBI Buyback Regulations (**“Small Shareholders”**), whichever is higher, shall be reserved for the small shareholders as defined in the SEBI Buyback Regulations.

RESOLVED FURTHER THAT the Company shall implement the Buyback using the “*Mechanism for acquisition of shares through Stock Exchange*” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI’s circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, SEBI circular SEBI/HO/CFD/DCR3/CIR/P/2021/615 dated August 13, 2021, SEBI Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023 or such other circulars or notifications, as may be applicable and the Company shall approach the Stock Exchanges, as may be required, for facilitating the same.

RESOLVED FURTHER THAT, all the shareholders of the Company, as on the Record Date, including the promoters and members of promoter group, shall be eligible to participate in the Buyback, except any shareholders who may be specifically prohibited under the applicable laws by Appropriate Authorities.

RESOLVED FURTHER THAT, the proposed Buyback be implemented from the existing shareholders as on Record Date in a manner the Board may consider appropriate, from out of its free reserves and/or securities premium account and/or such other sources of funds or by such mechanisms as may be permitted by applicable laws, and on such terms and conditions as the Board or a duly constituted committee thereof authorised by the Board in that behalf may decide from time to time, and in the absolute discretion of the Board, as it may deem fit.

RESOLVED FURTHER THAT, as required under the provisions of Section 68(6) of the Companies Act read with Regulation 8 of the SEBI Buyback Regulations, the draft of the declaration of solvency prepared in the prescribed form along with supporting affidavits and other documents, placed before the meeting be and is hereby approved and that Mr. Vayu Ramesh Garware, Chairman and Managing Director and Mr. Shridhar Shrikrishna Rajpathak, Director be and are hereby authorized jointly to sign the same, for and on behalf of the Board and file the same with the RoC, the SEBI, and/or any other concerned authorities, as may be necessary in accordance with the applicable laws.

RESOLVED FURTHER THAT the Buyback from shareholders/ beneficial owners who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indians, etc., shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999, as amended and the rules, regulations framed thereunder, Income Tax Act, 1961 and rules framed there under, as amended if any.

RESOLVED FURTHER THAT the amount required by the Company for the Buyback is intended to be met out of the Company’s current balances of cash and cash equivalents proceeds of disposal of its investment and/or internal accruals of the Company (and not from any borrowed funds) and on such terms and conditions as the Board may decide from time to time at its absolute discretion.

RESOLVED FURTHER THAT, the approval of the shareholders by way of a special resolution by postal ballot [including electronic voting / through electronic voting only (“**Postal Ballot**”) be sought and the draft of the notice for the postal ballot (“**Postal Ballot Notice**”), the accompanying explanatory statement as circulated to the Board be and is hereby approved.

RESOLVED FURTHER THAT Sridhar Mudiliar, Partner, SVD & Associates, Practicing Company Secretary, who has consented to act as the scrutinizer, be and is hereby appointed as the Scrutinizer of the Company to scrutinize the voting process of postal ballot through e-voting in a fair and transparent manner and to submit the final report and other related documents within the specified time period to the Chairman or to any other officer of the Company as may be authorised by him.

RESOLVED FURTHER THAT Mr. Vayu Ramesh Garware, Chairman and Managing Director and Sunil Agarwal, Company Secretary and Compliance Officer, of the Company be and are hereby severally authorized to (i) finalise, sign and issue the notice for postal ballot and the accompanying explanatory statement (ii) appoint an agency for providing the electronic platform for e-voting on suitable terms (iii) carry out all incidental activities in connection with obtaining approval of the shareholders by a special resolution and (iv) do all such acts, deeds and things as may be necessary to give effect to this resolution and implementation of the Buyback.

RESOLVED FURTHER THAT National Securities Depository Limited (“**NSDL**”) be and is hereby appointed as an agency to provide electronic voting platform in connection with the resolutions proposed for approval of the shareholders by Postal Ballot.

RESOLVED FURTHER THAT pursuant to the provisions of Section 96 and other applicable provisions, if any, of the Companies Act, read with the Companies (Management and Administration) Amendment Rules, 2015, February 2, 2024 be fixed as the ‘Cut-off’ date for the purpose of determining eligibility of the Members who would be entitled to vote by remote e-voting.

RESOLVED FURTHER THAT, confirmation is hereby made by the Board that:

- (i) all Equity Shares of the Company are fully paid up;
- (ii) the Company shall not issue any shares or other securities from the date of this resolution including by way of bonus issue till the expiry of the buyback period i.e. date on which the payment of consideration to shareholders who have accepted the buyback offer is made in accordance with the Companies Act and the SEBI Buyback Regulations;

- (iii) as per Regulation 24(i)(f) of the SEBI Buyback Regulations, the Company shall not raise further capital for a period of one year from the expiry of the buyback period i.e. the date on which the payment of consideration to shareholders who have accepted the buyback offer is made except in discharge of subsisting obligations;
- (iv) the Company shall not buyback its Equity Shares or other specified securities from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- (v) the aggregate maximum amount of the Buyback i.e. INR 199,50,00,000 Crores (Rupees One Hundred Ninety-Nine Crores Fifty Lakhs Only) does not exceed 25% of the aggregate of the paid-up capital and free reserves based on both audited standalone and consolidated financial statements of the Company as on March 31, 2023.
- (vi) the number of Equity Shares proposed to be purchased under the Buyback i.e. 5,25,000 (Five Lakhs Twenty-Five Thousand Only) Equity Shares does not exceed 25% of the total number of Equity shares in the total paid-up equity capital of the Company as on March 31, 2023 and the existing total paid-up equity capital of the Company;
- (vii) there are no pending schemes of amalgamation or compromise or arrangement pursuant to the Companies Act (“**Scheme**”) involving the Company, and no public announcement of the Buyback shall be made during pendency of any such Scheme;
- (viii) the Buyback shall be completed within a period of one year from the date of passing of this resolution.
- (ix) the Company shall not make any further offer of buyback within a period of one year reckoned from the expiry of the buyback period i.e. date on which the payment of consideration to shareholders who have accepted the buyback offer is made;
- (x) the Company shall not withdraw the Buyback offer after the letter of offer is filed with the SEBI or the public announcement of the offer of the Buyback is made;
- (xi) the Company shall comply with the statutory and regulatory timelines in respect of the buyback in such manner as prescribed under the Companies Act and/or the SEBI Buyback Regulations and any other applicable laws;
- (xii) the Company shall not utilize any money borrowed from banks or financial institutions for the purpose of buying back its Equity Shares;
- (xiii) the Company shall not directly or indirectly purchase its own Equity Shares through any subsidiary company including its own subsidiary companies, if any or through any investment company or group of investment companies;
- (xiv) the Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Companies Act;
- (xv) there are no subsisting defaults in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company;
- (xvi) the Company will not buyback Equity Shares which are locked-in or non-transferable, until the pendency of such lock-in, or until the time the Equity Shares become transferable, as applicable;
- (xvii) the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up capital and free reserves based on both, audited standalone and consolidated financial statements of the Company as on March 31, 2023;
- (xviii) the Company shall transfer from its free reserves or securities premium account and/ or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;
- (xix) the Buyback shall not result in delisting of the Equity Shares from the Stock Exchanges.
- (xx) the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations;
- (xxi) as per Regulation 24(i)(e) of the SEBI Buyback Regulations, the promoters and members of promoter group, and their associates be advised that they shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters and members of promoter group) from the date of this resolution till the closing of the Buyback offer;

(xxii) that the Company has not completed a buyback of any of its securities during the period of one year immediately preceding the date of this Board meeting;

RESOLVED FURTHER THAT, as required by clause (x) of Schedule I of the SEBI Buyback Regulations, the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed an opinion that: immediately following the date of this resolution, and the date on which the results of shareholders' resolution passed by way of Postal Ballot will be declared ("**Postal Ballot Resolution**") approving the Buyback, there will be no grounds on which the Company can be found unable to pay its debts;

- (i) as regards the Company's prospects for the year immediately following the date of this resolution or the Postal Ballot Resolution, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of this resolution or the Postal Ballot Resolution;
- (ii) in forming the aforesaid option, the Board has taken into account the liabilities including prospective and contingent liabilities payable as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016 (to the extent notified).

RESOLVED FURTHER THAT, the Buyback is being proposed in keeping with the Company's desire to (a) optimize returns to shareholders; and (b) enhance overall shareholders value.

RESOLVED FURTHER THAT the powers of the Board in respect of Buyback be and are hereby delegated to the committee comprising of Mr. S. P. Kulkarni, Director, Mr. S. S. Rajpathak, Director, Mr. Shashank Gupta, CFO, and Mr. Sunil Agarwal, Company Secretary of the Company (the "**Buyback Committee**").

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

- (i) approving and finalizing the terms of Buyback including the Buyback Price, mechanism for the Buyback, the schedule of activities including the dates of opening and closing of the Buyback, entitlement ratio, the timeframe for completion of the Buyback, making any amendment(s) and modification(s) to such terms as may be prescribed by the Appropriate Authorities or such other acts & things as they may deem fit which may be necessary to obtain the approval from the shareholders;
- (ii) make any further or subsequent alterations, additions, omissions, variations, amendments or corrections to the Postal Ballot Notice along with the explanatory statement, as it, in its absolute discretion deems fit;
- (iii) negotiation and execution of escrow arrangement(s) in accordance with the SEBI Buyback Regulations;
- (iv) earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback including arranging for bank guarantees as may be necessary for the Buyback in accordance with applicable laws;
- (v) opening, operating and closing of all necessary accounts for this purpose, including bank accounts, trading account, depository accounts, escrow account, special escrow account, and authorizing persons to operate such accounts;
- (vi) appointing and finalizing the terms of designated stock exchange, merchant bankers, buying brokers, escrow agents, registrars, legal counsel, depository participants, scrutinizer, compliance officer, advertising agency and such other intermediaries/ agencies / persons including by the payment of commission, brokerage, fee, charges etc. and enter into agreements/ letters in respect thereof;
- (vii) preparing, approving, executing and filing of various documents as may be necessary or desirable in connection with or incidental to the Buyback including declaration of solvency, public announcement, letter of offer, extinguishment of Equity Shares and certificate of extinguishment and post-completion advertisement, including addendum or corrigendum, if any, which are required to be filed in connection with the Buyback on behalf of the Board;
- (viii) extinguishment of dematerialised Equity Share and physical destruction of the share certificates in respect of the Equity Shares bought back by the Company, and filing of certificate of extinguishment required to be filed in connection with the Buyback on behalf of the Company and/ or Board, as required under applicable law;
- (ix) decide the form (whether cash deposit or bank guarantee) and the amount to be deposited in the escrow account;
- (x) providing such confirmation and opinions as may be required in relation to the Buyback;

- (xi) creating and maintaining requisite statutory registers and records and furnishing requisite returns to Appropriate Authorities;
- (xii) to deal with stock exchanges (including their clearing corporations), and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and SEBI circular SEBI/HO/CFD/DCR3/CIR/P/2021/615 dated August 13, 2021, SEBI Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023 including any further amendments thereof;
- (xiii) to authorise officials of the Company to sign the documents as may be necessary with regard to the Buyback wherever necessary on relevant documents required to be executed for the Buyback and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the Appropriate Authorities, Registrar of Companies, stock exchanges, and depositories;
- (xiv) settling all such questions, difficulties or doubts that may arise in relation to the implementation of the Buyback;
- (xv) carrying out incidental documentation and to prepare applications and submit them to the Appropriate Authorities for their requisite approvals;
- (xvi) obtaining all necessary consents, certificates and reports from statutory auditors and other third parties (including the lenders) as required;
- (xvii) giving any information, explanation, declarations and confirmation in relation to the public announcement, letter of offer as may be required by the relevant authorities;
- (xviii) to do all such acts, deeds, matters and things incidental and in connection with the Buyback and sign and deliver such documents as may be necessary, desirable and expedient; and
- (xix) delegating all or any of the authorities conferred as above to any authorized representative(s) of the Company to give effect to the aforesaid resolution or to accept any change(s) or modification(s) as may be suggested by the Appropriate Authorities or advisors.

RESOLVED FURTHER THAT the quorum for any meeting of the Buyback Committee for implementing the Buyback shall be any two members (including at least one director of the Company) and Buyback Committee may regulate its own proceedings and meet as often as required, to discharge its functions and may approve the above resolutions including by way of circular resolutions.

RESOLVED FURTHER THAT the BSE Limited, be and is hereby appointed as the designated stock exchange for the purpose of the Buyback.

RESOLVED FURTHER THAT Tuesday, March 26, 2024*, be and hereby is appointed to be the Record Date for the purpose of determining the entitlement and the names of the shareholders who are eligible to participate in the Buyback.

RESOLVED FURTHER THAT Link Intime India Private Limited, be and is hereby appointed and designated as the Registrar and Transfer Agent for the Buyback in accordance with the applicable laws including the SEBI Buyback Regulations, on the terms and conditions as set out in the draft engagement letter and that any one of the Directors, or the Company Secretary of the Company be and are severally authorized to accept the same (including any amendment thereto) for and on behalf of the Company.

RESOLVED FURTHER THAT Mr. Sunil Agarwal, Company Secretary be and is hereby appointed as the Compliance Officer for the Buyback, and Link Intime India Private Limited, Registrar to the Buyback be and is hereby designated as the investors service centre, as required under regulation 24(iii) of the SEBI Buyback Regulations.

RESOLVED FURTHER THAT the Board hereby takes on record the engagement letter dated January 29, 2024, setting out the terms as mutually agreed between the Company and Motilal Oswal Investment Advisors Limited, and the appointment of Motilal Oswal Investment Advisors Limited as the merchant banker to the Buyback in accordance with the Companies Act, as amended and SEBI Buyback Regulations, be and hereby ratified and approved.

RESOLVED FURTHER THAT the Board hereby takes on record the engagement letter dated January 4, 2024, setting out the terms as mutually agreed between the Company and IndusLaw, and the appointment of IndusLaw as legal counsel in relation to the Buyback be and hereby ratified and approved.

RESOLVED FURTHER THAT Motilal Oswal Financial Services Limited be and is hereby appointed as the broker for the Buyback, to inter alia carry out the activities as brokers under the SEBI Buyback Regulations, on terms and conditions as may be

mutually decided, and the consent of the Board be and is hereby accorded to open a depository account and a trading account with Motilal Oswal Financial Services Limited in connection with and for the purpose of the Buyback.

RESOLVED FURTHER THAT, the Board hereby takes on record the report dated January 29, 2024 issued by M/s Mehta Chokshi & Shah, LLP, the statutory auditor of the Company, as required under clause (xi) of Schedule I of the SEBI Buyback Regulations.

RESOLVED FURTHER THAT an escrow account be opened with HDFC Bank Ltd. (“**Escrow Agent**”) for the purpose of the Buyback and the Company shall in accordance with the provisions of the Buyback Regulations, as and by way of security, for the performance of its obligations under the Buyback Regulations, enter into an escrow arrangement and agreements with the Escrow Agent and the manager to the Buyback and before the opening of the Buyback, deposit in the Escrow Account requisite amount in accordance with Regulation 9(xi) of the Buyback Regulations and the manager to the Buyback be and is hereby authorized to operate the Escrow Account in accordance with the Buyback Regulations.

RESOLVED FURTHER THAT Motilal Oswal Investment Advisors Limited be and is hereby authorized to operate the Escrow Account and instruct the Escrow Agent to make the payment of the amount lying to the credit of the Escrow Account in accordance with the Buyback Regulations and/or the directions of SEBI.

RESOLVED FURTHER THAT Mr. V. R. Garware, Chairman and Managing Director, Singly or Mr. S. P. Kulkarni, Mr. S. S. Rajpathak, Mr. Shashank Gupta, CFO and Mr. Sunil Agarwal (jointly any two of above) be and are hereby authorized to execute/perform the acts, deeds, documents, letters and things in the name and on behalf of the Company, as may be required, to execute the escrow agreement and deposit therein the escrow amount as required under the Buyback Regulations.

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

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

RESOLVED FURTHER THAT, the Company shall maintain a register of Equity Shares bought back wherein details of Equity Shares so bought, consideration paid for the Equity Shares bought back, date of cancellation of Equity Shares and date of extinguishing and physically destroying the Equity Shares and such other particulars as may be prescribed in relation to the Buyback shall be entered and that Mr. Sunil Agarwal, Company Secretary of the Company be and is hereby authorized to authenticate the entries made in the said register.

RESOLVED FURTHER THAT, the particulars of the Equity Share certificates extinguished shall be furnished by the Company to the stock exchanges within seven days of such extinguishment and the dematerialised Equity Shares shall be extinguished in the manner as specified under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended, and the bye-laws, circulars, guidelines framed thereunder, each as amended, and that Mr. Sunil Agarwal, Company Secretary be and is hereby authorized to do all such acts as may be required for this purpose.

RESOLVED FURTHER THAT Mr. Sunil Agarwal, Company Secretary be and are hereby severally authorized to send the necessary intimations to the Stock Exchanges in relation to this resolution, as may be required under the SEBI Listing Regulations.

RESOLVED FURTHER THAT any of the directors of the Company and /or the Company Secretary for the time being, be and are hereby severally authorized to file necessary e-forms with the Registrar of Companies, and to do all such acts, deeds and things or incidental for signing and filing of forms, payment of fees etc. and to do all such other acts, things and deeds, as may be required for the aforesaid purpose or other services as that may be necessary to give effect to the above resolutions.

RESOLVED FURTHER THAT a copy of the above resolution be furnished to the concerned authorities duly certified by the Company Secretary and Compliance Officer of the Company.”

**The record date was amended to March 26, 2024 through a corrigendum dated February 20, 2024.*

5. DETAILS OF THE PUBLIC ANNOUNCEMENT

In accordance with Regulation 7(i) of the SEBI Buyback Regulations, the Company has made a Public Announcement dated March 9, 2024 for the Buyback which was published on March 11, 2024 in the newspapers mentioned below, which is within 2 (two) Working Days from the date of the declaration of results of the postal ballot approving the Buyback (i.e., March 7, 2024):

Name of the Newspapers	Newspaper's Language	Editions
Business Standard	English	All Editions

Name of the Newspapers	Newspaper's Language	Editions
Business Standard	Hindi	All Editions
Prabhat	Marathi	Pune

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

A copy of the Public Announcement is available on the Company's website (i.e., www.garwarefibres.com), the website of SEBI (i.e., www.sebi.gov.in), the website of the Manager to the Buyback (i.e. www.motilaloswalgroup.com) and on the websites of the Stock Exchanges (i.e., www.bseindia.com and www.nseindia.com).

6. DETAILS OF THE BUYBACK

Pursuant to the resolution passed by the Board of Directors of Garware Technical Fibres Limited on Monday, January 29, 2024 and the shareholders, by way of postal ballot on March 6, 2024 and the results of which were announced on March 7, 2024, the Company, hereby, announces the buyback not exceeding 5,25,000 (Five Lakhs Twenty Five Thousand Only) Equity Shares, (representing 2.58% of the total number of Equity Shares in the existing total paid-up equity capital of the Company as on the date of the Board Meeting and as of March 31, 2023), from the shareholders/ beneficial owners of Equity Shares of the Company as on the Record Date, being Tuesday, March 26, 2024 (for further details in relation to the Record Date, refer to paragraph 21.5 of this Letter of Offer), on a proportionate basis, through the "tender offer" process as prescribed under the SEBI Buyback Regulations, at a price of INR 3,800/- (Indian Rupees Three Thousand Eight Hundred Only) per Equity Share, payable in cash, for an aggregate maximum amount not exceeding INR 199,50,00,000/- (Indian Rupees One Hundred Ninety Nine Crores Fifty Lakhs Only). The Buyback Offer Size and the Buyback Offer Price do not include the Transaction Costs. The Buyback Offer Size represents 19.63% and 19.91% of the aggregate of the Company's fully paid-up equity capital and free reserves as per the latest standalone and consolidated audited financial statements of the Company, respectively, as on March 31, 2023 which is within the prescribed limit of 25% of the aggregate of paid-up equity share capital and free reserves of the Company as per the audited standalone financial statements and audited consolidated financial statements of the Company.

The Buyback is pursuant to Article 138 of the Articles of Association of the Company and Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, to the extent applicable, and the provisions of the SEBI Buyback Regulations read with SEBI Circulars (*as defined*) and SEBI Listing Regulations.

The Buyback shall be undertaken on a proportionate basis from the shareholders of the Equity Shares of the Company as on the Record Date through the "tender offer" process prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, implemented by the Company using the "*Mechanism for Acquisition of Shares through Stock Exchange*" as specified by Securities and Exchange Board of India in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular bearing reference number SEBI/HO/CFD/DCR3/CIR/P/2021/615 dated August 13, 2021, SEBI Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023 and such other circulars as may be applicable, including any further amendments thereof ("**SEBI Circulars**"). In this regard, the Company will request the BSE to provide the Acquisition Window for facilitating tendering of Equity Shares under the Buyback and for the purposes of this Buyback, BSE will be the designated stock exchange.

The Buyback from the Eligible Shareholders who are Non-Resident Shareholders (including non-resident Indians, foreign nationals, foreign institutional investors/ foreign portfolio investors, foreign corporate bodies and erstwhile overseas corporate bodies), shall be subject to such approvals, if any, and to the extent necessary or required from the concerned authorities including approvals from the RBI under the FEMA, and the rules and regulations framed thereunder, and that such approvals shall be required to be taken by such Non-Resident Shareholders.

6.1 Shareholding of the Promoters and members of the Promoter Group, and directors of the Promoters and members of the Promoter Group entities

The aggregate shareholding of the Promoters and members of the Promoter Group, directors of the Promoters and members of the Promoter Group, where such Promoter or Promoter Group entity is a company and of persons who are in control of the Company, as on the date of the Board Meeting and the date of the Postal Ballot Notice i.e., Monday, January 29, 2024, the date of the Public Announcement, i.e., Saturday, March 9, 2024 and the date of this Letter of Offer, i.e., Wednesday, March 27, 2024 is as follows:

Sr. No.	Name of the Shareholder	Number of Equity Shares	% of paid up equity share capital as on the date of the Board Meeting and the date of the Postal Ballot Notice i.e., January 29, 2024, the date of the Public Announcement i.e., March 9, 2024 and the date of this Letter of Offer i.e., March 27, 2024
Promoters			
1.	Vayu Ramesh Garware [#]	13,17,327	6.46
Members of Promoter Group			
1.	Mayuri Vayu Garware [@]	10	Negligible
2.	Garware Capital Markets Limited	35,68,170	17.51
3.	VMIR Investment Limited	9,22,211	4.53
4.	VRG Investments Private Limited	8,81,400	4.33
5.	Vimlabai Garware Research Institute Private Limited	5,54,339	2.72
6.	Moonshine Investments and Trading Company Private Limited	4,57,945	2.25
7.	Manmit Investments and Trading Company Private Limited	2,84,185	1.39
8.	Sanand Investments and Trading Company Private Limited	2,75,032	1.35
9.	Sukukar Holdings and Trading Company Private Limited ⁵	2,56,600	1.26
10.	Starshine Comtrade Private Limited	2,01,720	0.99
11.	Gurukrupa Comtrade Private Limited	89,079	0.44
12.	Garware Research Institute	2,300	0.01
13.	Sukukar Holdings and Trading Company Private Limited [*]	10,72,326	5.26
14.	Gurukrupa Comtrade Private Limited ^{**}	8,56,870	4.20
15.	Vayu Ramesh Garware on behalf of VRG Family Trust	10	Negligible
16.	Vayu Ramesh Garware on behalf of Vayu Garware Family Trust	10	Negligible
Directors of the Promoter and members of the Promoter Group entities			
1.	Santosh Shrikrishna Purohit [^]	61	Negligible
Total		1,07,39,595	52.70

[#] Vayu Ramesh Garware holds directorships in the following promoter group entities of the Company, namely, (a) Garware Capital Markets Limited; (b) VMIR Investment Limited; (c) VRG Investments Private Limited; (d) Vimlabai Garware Research Institute Private Limited; (e) Moonshine Investments and Trading Company Private Limited; (f) Manmit Investments and Trading Company Private Limited; (g) Sanand Investments and Trading Company Private Limited; (h) Sukukar Holdings and Trading Company Private Limited; (i) Starshine Comtrade Private Limited; (j) Gurukrupa Comtrade Private Limited; and (k) Garware Research Institute.

[@] Mayuri Vayu Garware holds directorships in following promoter group entities of the Company, namely, (a) Vimlabai Garware Research Institute Private Limited; (b) Garware Research Institute; and (c) Garware Capital Markets Limited.

[^] Santosh Shrikrishna Purohit holds directorships in the following promoter group entities of the Company, namely, (a) Garware Capital Markets Limited; (b) VMIR Investment Limited; (c) VRG Investments Private Limited; (d) Vimlabai Garware Research Institute Private Limited; (e) Moonshine Investments And Trading Company Private Limited; (f) Manmit Investments And Trading Company Private Limited; (g) Sanand Investments And Trading Company Private Limited; (h) Sukukar Holdings And Trading Company Private Limited; (i) Starshine Comtrade Private Limited; and (j) Gurukrupa Comtrade Private Limited

^{*} 10,72,326 Equity Shares are registered in the name of Sukukar Holdings and Trading Company Private Limited as Partner, beneficial interest in which is held by Partnership Firm Ramesh Trading Company.

^{**} 8,56,870 Equity Shares are registered in the name of Gurukrupa Comtrade Private Limited as Partner, beneficial interest in which is held by Partnership Firm Sunita Trading Company.

6.2 Shareholding of the Directors and/ or the key managerial personnel of the Company

None of the directors of the Company (“**Directors**”) or key managerial personnel of the Company (“**KMPs**”) hold any Equity Shares in the Company, as on the date of the date of the Board Meeting and the date of the Postal Ballot Notice i.e., Monday, January 29, 2024, the date of the Public Announcement, i.e., Saturday, March 9, 2024 and the date of this Letter of Offer, i.e., Wednesday, March 27, 2024, except for the following:

Sr. No.	Name of the Shareholder	Designation	Number of Equity Shares	% of paid up equity share capital as on the date of the Board Meeting and the date of the Postal Ballot Notice i.e., January 29, 2024, the date of the Public Announcement i.e., March 9, 2024 and the date of this Letter of Offer i.e., March 27, 2024
1.	Vayu Ramesh Garware	Chairman & Managing Director	13,17,327	6.46
2.	Mayuri Vayu Garware	Non-Executive Non-Independent Director	10	Negligible
3.	Dr. Shridhar Shrikrishna Rajpathak	Non-Executive Independent Director	300	Negligible
4.	Mr. Anil Sadashiv Wagle [*]	Non-Executive Independent Director	410	Negligible

^{*}Mr. Anil Sadashiv Wagle is appointed as a non-executive independent director with effect from January 30, 2024.

6.3 No Equity Shares or other specified securities in the Company were either purchased or sold (either through the stock exchanges or off market transaction), by any of the Promoters and members of the Promoter Group, directors of the Promoter and members of the Promoter Group entities, where such Promoter or Promoter Group entity is a company and by persons who are in control of the Company during a period of six months and twelve months preceding the date of the Board Meeting and the date of the Public Announcement, respectively.

7. INTENTION OF THE PROMOTERS AND MEMBERS OF THE PROMOTERS GROUP TO PARTICIPATE IN THE BUYBACK

In terms of the SEBI Buyback Regulations, under the tender offer method, the Promoters and members of the Promoter Group, and persons in control of the Company have an option to participate in the Buyback. In this regard, certain Promoters and members of the Promoter Group (who are the persons in control) have expressed their intention to participate in the Buyback, and they may tender up to a maximum number of Equity Shares as detailed below or such lower number of Equity Shares as permitted under applicable law:

Sr. No.	Name of the Promoter/ Promoter Group	Maximum number of Equity Shares which may be tendered
1.	Vayu Ramesh Garware	13,17,327
2.	Garware Capital Markets Limited.	35,68,170
3.	VMIR Investment Limited	9,22,211
4.	VRG Investments Private Limited	8,81,400
5.	Vimlabai Garware Research Institute Private Limited	5,54,339
6.	Moonshine Investments And Trading Company Private Limited	4,57,945
7.	Manmit Investments And Trading Company Private Limited.	2,84,185
8.	Sanand Investments And Trading Company Private Limited	2,75,032
9.	Sukukar Holdings And Trading Company Private Limited	2,56,600
10.	Starshine Comtrade Private Limited	2,01,720
11.	Gurukrupa Comtrade Private Limited	89,079
12.	Garware Research Institute	2,300
13.	Sukukar Holdings and Trading Company Private Limited*	10,72,326
14.	Gurukrupa Comtrade Private Limited**	8,56,870
Total		1,07,39,504

* 10,72,326 Equity Shares are registered in the name of Sukukar Holdings and Trading Company Private Limited as Partner, beneficial interest in which is held by Partnership Firm Ramesh Trading Company.

** 8,56,870 Equity Shares are registered in the name of Gurukrupa Comtrade Private Limited as Partner, beneficial interest in which is held by Partnership Firm Sunita Trading Company.

The details of the date and price of acquisition of the said Equity Shares that the Promoters and members of the Promoter Group intend to tender in the Buyback are set forth below:

S. No.	Date of Transaction	No. of Equity Shares Acquired/ Sold	Nominal Value (Rs.)	Nature of Transaction	Transaction Value (Rs.)	Cumulative No. of Shares
Vayu Ramesh Garware (Promoter)						
1.	April 28, 2006	2,504	25,040	Purchase	1,25,211	2,504
2.	June 30, 2008	1,001	10,010	Gift	Nil	3,505
3.	December 14, 2010	360	3,600	Purchase	25,621	3,865
4.	December 15, 2010	198	1,980	Purchase	14,302	4,063
5.	December 29, 2010	1,000	10,000	Purchase	72,254	5,063
6.	December 30, 2010	1,000	10,000	Purchase	71,252	6,063
7.	January 10, 2011	2,343	23,430	Purchase	1,72,154	8,406
8.	January 11, 2011	1,000	10,000	Purchase	72,805	9,406
9.	January 12, 2011	1,000	10,000	Purchase	72,254	10,406
10.	January 17, 2011	2,000	20,000	Purchase	1,39,415	12,406
11.	January 18, 2011	657	6,570	Purchase	46,040	13,063
12.	February 3, 2011	4,700	47,000	Purchase	3,16,178	17,763
13.	May 2, 2014	1,895	18,950	Purchase	1,23,175	19,658
14.	August 24, 2017	1,84,632	18,46,320	Transmission	Nil	2,04,290
15.	September 1, 2017	12,41,978	1,24,19,780	Transmission	Nil	14,46,268
16.	September 19, 2017	1,001	10,010	Transfer from family member	Nil	14,47,269
17.	September 25, 2018	513	5,130	Purchase	5,78,403	14,47,782
18.	September 26, 2018	1,200	12,000	Purchase	13,42,038	14,48,982
19.	October 1, 2018	420	4,200	Purchase	4,65,136	14,49,402
20.	February 10, 2021	(87,767)	8,77,670	Participated in Buyback offer of the Company	20,18,64,100	13,61,635
21.	December 14, 2022	(44,308)	4,43,080	Participated in Buyback offer of the Company	16,61,55,000	13,17,327
Cumulative Shareholding					13,17,327	
Garware Capital Markets Limited (Promoter Group)						
1.	Balance as on April 1, 2004*				20,05,510	
2.	September 23, 2004	(40,600)	4,06,000	Inter Se Transfer amongst Promoters	13,23,809	19,64,910

S. No.	Date of Transaction	No. of Equity Shares Acquired/ Sold	Nominal Value (Rs.)	Nature of Transaction	Transaction Value (Rs.)	Cumulative No. of Shares
3.	September 23, 2004	(20,000)	2,00,000	Inter Se Transfer amongst Promoters	6,43,038	19,44,910
4.	December 7, 2004	2,525	25,250	Purchase	1,07,655	19,47,435
5.	December 9, 2004	3,765	37,650	Purchase	1,63,782	19,51,200
6.	December 10, 2004	100	1,000	Purchase	4,370	19,51,300
7.	December 11, 2004	2,000	20,000	Purchase	87,140	19,53,300
8.	December 14, 2004	1,600	16,000	Purchase	68,732	19,54,900
9.	December 16, 2004	600	6,000	Purchase	26,217	19,55,500
10.	December 24, 2004	1,350	13,500	Purchase	63,604	19,56,850
11.	December 28, 2004	1,225	12,250	Purchase	57,783	19,58,075
12.	January 7, 2005	3,77,634	37,76,340	Reissue of forfeited equity shares	1,32,17,190	23,35,709
13.	January 24, 2005	1,000	10,000	Purchase	45,708	23,36,709
14.	May 17, 2005	366	3,660	Purchase	16,457	23,37,075
15.	May 20, 2005	700	7,000	Purchase	32,226	23,37,775
16.	June 14, 2005	550	5,500	Purchase	28,170	23,38,325
17.	June 15, 2005	550	5,500	Purchase	28,160	23,38,875
18.	June 16, 2005	1,000	10,000	Purchase	50,870	23,39,875
19.	June 17, 2005	1,350	13,500	Purchase	66,026	23,41,225
20.	June 20, 2005	2,950	29,500	Purchase	1,37,246	23,44,175
21.	June 21, 2005	1,000	10,000	Purchase	46,690	23,45,175
22.	June 27, 2005	500	5,000	Purchase	23,845	23,45,675
23.	June 28, 2005	1,000	10,000	Purchase	44,180	23,46,675
24.	July 13, 2005	1,061	10,610	Purchase	51,120	23,47,736
25.	July 14, 2005	1,000	10,000	Purchase	48,352	23,48,736
26.	July 15, 2005	500	5,000	Purchase	23,845	23,49,236
27.	December 2, 2005	150	1,500	Purchase	7,200	23,49,386
28.	December 2, 2005	500	5,000	Purchase	24,000	23,49,886
29.	February 20, 2006	9,121	91,210	Purchase	4,19,414	23,59,007
30.	February 21, 2006	1,390	13,900	Purchase	64,151	23,60,397
31.	February 22, 2006	4,549	45,490	Purchase	2,08,386	23,64,946
32.	February 23, 2006	3,050	30,500	Purchase	1,39,343	23,67,996
33.	February 24, 2006	3,850	38,500	Purchase	1,75,150	23,71,846
34.	March 13, 2006	1,00,000	10,00,000	Purchase	47,75,500	24,71,846
35.	June 9, 2006	(2,265)	22,650	Sale	90,653	24,69,581
36.	June 13, 2006	(32,740)	3,27,400	Sale	12,90,938	24,36,841
37.	October 15, 2008	700	7,000	Purchase	39,125	24,37,541
38.	December 12, 2008	11,500	1,15,000	Purchase	5,19,225	24,49,041
39.	March 25, 2011	9,94,550	99,45,500	Purchase	5,96,73,000	34,43,591
40.	August 9, 2011	8,500	85,000	Purchase	4,82,030	34,52,091
41.	August 22, 2011	1,820	18,200	Purchase	1,00,100	34,53,911
42.	July 17, 2014	12,151	1,21,510	Purchase	13,93,298	34,66,062
43.	July 18, 2014	7,375	73,750	Purchase	8,40,880	34,73,437
44.	February 17, 2016	1,835	18,350	Purchase	5,34,633	34,75,272
45.	February 23, 2016	345	3,450	Purchase	1,03,362	34,75,617
46.	February 24, 2016	8,000	80,000	Purchase	23,57,112	34,83,617
47.	November 15, 2016	5,000	50,000	Purchase	24,88,363	34,88,617
48.	February 1, 2017	1,700	17,000	Purchase	10,05,967	34,90,317
49.	March 15, 2017	4,700	47,000	Purchase	32,28,289	34,95,017
50.	January 22, 2018	66,550	6,65,500	Purchase	6,77,26,083	35,61,567
51.	October 8, 2018	1,000	10,000	Purchase	9,96,990	35,62,567
52.	December 17, 2019	200	2,000	Purchase	2,30,860	35,62,767
53.	December 18, 2019	138	1,380	Purchase	1,59,571	35,62,905
54.	December 19, 2019	500	5,000	Purchase	5,77,853	35,63,405
55.	December 23, 2019	165	1,650	Purchase	1,90,643	35,63,570
56.	September 22, 2020	5,000	50,000	Purchase	91,57,038	35,68,570
57.	February 10, 2021	(400)	4,000	Participated in Buyback offer of the Company	9,20,000	35,68,170
Cumulative Shareholding				35,68,170		
VMIR Investment Limited (Promoter Group)						
1.	Balance as on April 1, 2004*			8,56,150		
2.	March 20, 2006	(1,00,000)	10,00,000	Sale	14,35,825	7,56,150
3.	May 15, 2006	68,230	6,82,300	Purchase	38,52,295	8,24,380
4.	May 17, 2006	6,675	66,750	Purchase	3,61,616	8,31,055
5.	May 18, 2006	6,026	60,260	Purchase	3,21,695	8,37,081
6.	May 22, 2006	4,433	44,330	Purchase	2,31,165	8,41,514
7.	May 24, 2006	4,250	42,500	Purchase	2,15,168	8,45,764
8.	June 8, 2006	4,647	46,470	Purchase	2,05,354	8,50,411

S. No.	Date of Transaction	No. of Equity Shares Acquired/ Sold	Nominal Value (Rs.)	Nature of Transaction	Transaction Value (Rs.)	Cumulative No. of Shares
9.	June 16, 2006	500	5,000	Purchase	20,369	8,50,911
10.	July 5, 2006	1,300	13,000	Purchase	51,620	8,52,211
11.	March 22, 2007	70,000	7,00,000	Conversion of Warrants	46,55,000	9,22,211
Cumulative Shareholding					9,22,211	
VRG Investments Private Limited (Promoter Group)						
1.	Balance as on April 1, 2004*				7,31,400	
2.	March 22, 2007	1,50,000	15,00,000	Conversion of Warrants	99,75,000	8,81,400
Cumulative Shareholding					8,81,400	
Vimlabai Garware Research Institute Private Limited (Promoter Group)						
1.	Balance as on April 1, 2004*				4,84,070	
2.	March 22, 2007	70,000	7,00,000	Conversion of warrants	46,55,000	5,54,070
3.	March 28, 2008	18,000	1,80,000	Conversion of warrants	11,97,000	5,72,070
4.	May 24, 2008	18,000	1,80,000	Conversion of warrants	11,97,000	5,90,070
5.	February 10, 2021	(35,731)	3,57,310	Participated in Buyback offer of the Company	8,21,81,300	5,54,339
Cumulative Shareholding					5,54,339	
Moonshine Investments and Trading Company Limited (Promoter Group)						
1.	Balance as on April 1, 2004*				3,48,095	
2.	March 28, 2008	1,00,000	10,00,000	Conversion of Warrants	66,50,000	4,48,095
3.	May 24, 2008	1,00,000	10,00,000	Conversion of Warrants	66,50,000	5,48,095
4.	March 25, 2011	(96,150)	9,61,500	Sale	63,93,460	4,51,945
5.	October 17, 2013	1,750	17,500	As a Partnership firm can't be registered as a member, these shares were registered in the name of Moonshine, as one of the partner of the Firm		4,53,695
6.	January 27, 2015	6,000	60,000	Purchase	12,57,583	4,59,695
7.	September 2, 2021	(1,750)	17,500	Since Moonshine ceased to be a partner of the Partnership firm, these shares transferred in the name of another Partner of the firm	-	4,57,945
Cumulative Shareholding					4,57,945	
Manmit Investments and Trading Company Private Limited (Promoter Group)						
1.	Balance as on April 1, 2004*				2,41,995	
2.	August 31, 2005	3,200	32,000	Purchase	1,70,224	2,45,195
3.	September 5, 2005	(9,793)	97,930	Sale	5,82,390	2,35,402
4.	September 14, 2005	6,593	65,930	Purchase	3,48,391	2,41,995
5.	May 4, 2006	18,465	1,84,650	Purchase	9,40,379	2,60,460
6.	May 8, 2006	5,794	57,940	Purchase	2,96,128	2,66,254
7.	May 10, 2006	18,805	1,88,050	Purchase	9,75,413	2,85,059
8.	June 16, 2008	3,000	30,000	Purchase	3,44,281	2,88,059
9.	June 20, 2008	626	6,260	Purchase	64,116	2,88,685
10.	June 23, 2006	200	2,000	Purchase	19,074	2,88,885
11.	March 15, 2017	(4,700)	47,000	Sale	32,21,850	2,84,185
Cumulative Shareholding					2,84,185	
Sanand Investments and Trading Company Private Limited (Promoter Group)						
1.	Balance as on April 1, 2004*					2,13,165
2.	March 28, 2008	1,00,000	10,00,000	Conversion of Warrants	66,50,000	3,13,165
3.	May 24, 2008	1,25,000	12,50,000	Conversion of Warrants	83,12,500	4,38,165
4.	March 25, 2011	(1,00,000)	10,00,000	Sale	60,00,000	3,38,165
5.	March 25, 2011	(63,133)	6,31,330	Sale	37,87,980	2,75,032
Cumulative Shareholding					2,75,032	
Sukumar Holdings and Trading Company Limited (Promoter Group)						
1.	Balance as on April 1, 2004*					

S. No.	Date of Transaction	No. of Equity Shares Acquired/ Sold	Nominal Value (Rs.)	Nature of Transaction	Transaction Value (Rs.)	Cumulative No. of Shares	
2.	March 28, 2008	1,50,000	15,00,000	Conversion of Warrants	99,75,000	3,49,600	
3.	May 24, 2008	1,50,000	15,00,000	Conversion of Warrants	99,75,000	4,99,600	
4.	March 25, 2011	(2,43,000)	24,30,000	Sale	1,45,80,000	2,56,600	
Cumulative Shareholding						2,56,600	
Starshine Comtrade Private Limited (Promoter Group)							
1.	Balance as on April 1, 2004*						1,22,270
2.	March 28, 2008	1,00,000	10,00,000	Conversion of Warrants	66,50,000	2,22,270	
3.	May 24, 2008	1,00,000	10,00,000	Conversion of Warrants	66,50,000	3,22,270	
4.	March 25, 2011	(1,20,550)	12,05,500	Sale	72,33,000	2,01,720	
Cumulative Shareholding						2,01,720	
Gurukrupa Comtrade Private Limited (Promoter Group)							
1.	Balance as on April 1, 2004*						55,337
2.	March 28, 2008	1,00,000	10,00,000	Conversion of Warrants	66,50,000	1,55,337	
3.	May 24, 2008	1,00,000	10,00,000	Conversion of Warrants	66,50,000	2,55,337	
4.	March 25, 2011	(1,71,717)	1,71,717	Sale	1,14,51,441	83,620	
5.	October 17, 2013	1,750	17,500	As a Partnership firm can't be registered as a member, these shares were registered in the name of Gurukrupa, as one of the partner of the Firm	-	85,370	
6.	January 27, 2015	500	5,000	Purchase	1,03,295	85,870	
7.	March 30, 2015	1,253	12,530	Purchase	2,19,074	87,123	
8.	June 28, 2016	326	3,260	Purchase	1,16,804	87,449	
9.	July 29, 2016	3,400	34,000	Purchase	15,43,818	90,849	
10.	June 22, 2021	(20)	200	Sale	9,080	90,829	
11.	September 02, 2021	(1,750)	17,500	Since Gurukrupa ceased to be a partner of the Partnership firm, these shares transferred in the name of another Partner of the firm	-	89,079	
Cumulative Shareholding						89,079	
Garware Research Institute (Promoter Group)							
1.	Balance as on April 1, 2004*	2,300	23,000	Purchase	45,080	2,300	
Cumulative Shareholding						2,300	
Ramesh Trading Company[^] (Promoter Group)							
1.	March 26, 2012	10,05,120	1,00,51,200	Transfer of equity shares towards Capital contribution by a partner	1,62,36,193	10,05,120	
2.	March 29, 2012	1,93,305	19,33,050	Transfer of equity shares towards Capital contribution by a partner	36,75,401	11,98,425	
3.	January 22, 2018	(20,450)	2,04,500	Sale	2,06,96,028	11,77,975	
4.	February 10, 2021	(71,332)	7,13,320	Participated in Buyback offer of the Company	16,40,63,600	11,06,643	
5.	September 2, 2021	1,750	17,500	Registered / moved in the name of existing partner on behalf of partnership firm	-	11,08,393	
6.	December 13, 2022	(36,067)	3,60,670	Participated in Buyback offer of the Company	1,35,25,1250	10,72,326	
Cumulative Shareholding						10,72,326	
Sunita Trading Company[#] (Promoter Group)							
1.	March 29, 2012	1,01,453	10,14,530	Transfer of equity shares towards Capital contribution by a partner	23,79,615	1,01,453	

S. No.	Date of Transaction	No. of Equity Shares Acquired/ Sold	Nominal Value (Rs.)	Nature of Transaction	Transaction Value (Rs.)	Cumulative No. of Shares
2.	March 29, 2012	8,85,565	88,55,650	Transfer of equity shares towards Capital contribution by a partner	4,34,61,902	9,87,018
3.	January 22, 2018	(46,100)	4,61,000	Sale	4,67,00,115	9,40,918
4.	February 10, 2021	(56,977)	5,69,770	Participated in Buyback offer of the Company	13,10,47,100	8,83,941
5.	September 2, 2021	1,750	17,500	Registered / moved in the name of existing partner on behalf of partnership firm	-	8,85,691
6.	December 13, 2022	(28,821)	2,88,210	Participated in Buyback offer of the Company	10,80,78,750	8,56,870
Cumulative Shareholding				8,56,870		

* Since complete details of acquisition/ sale of equity shares prior to March 31, 2004 are not available, aggregate shareholding as on April 1, 2004 is provided.
^ 10,72,326 Equity shares are registered in the name of Sukukar Holdings and Trading Company Private Limited as a Partner, beneficial interest is held by Partnership firm- M/s Ramesh Trading Company.
8,56,870 Equity shares are registered in the name of Gurukrupa Comtrade Private Limited as Partner, beneficial interest is held by Partnership firm- M/s Sunita Trading Company.

Pursuant to the proposed Buyback and depending on the response to the Buyback, the aggregate voting rights of the Promoters and members of the Promoter Group and persons in control of the Company, in the Company may change from the existing shareholding of the total equity capital and voting rights of the Company. Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Equity Shareholders up to their entitlement, the aggregate shareholding of the Promoters and members of the Promoter Group of the Company, post Buyback will increase to 52.88% of the post Buyback equity share capital of the Company. The Promoters and members of the Promoter Group and persons in control of the Company are already in control over the Company and therefore any further increase in the voting rights of the Promoters and members of the Promoter Group and persons in control will not result in any change in control of the Company. Please refer to paragraph 10.3 of this Letter of Offer for further details regarding shareholding (pre and post buyback) of the Promoter and members of the Promoter Group in the Company. Post the Buyback, the public shareholding of the Company shall not fall below the minimum level as required under Regulation 38 of the SEBI Listing Regulations.

8. AUTHORITY FOR THE BUYBACK

The Buyback is being undertaken in accordance with Article 138 of the Articles of Association of the Company, Sections 68, 69, 70 and other applicable provisions of the Companies Act and the relevant rules made thereunder including the Share Capital and Debentures Rules and the Companies (Management and Administration) Rules, 2014, to the extent applicable, the SEBI Buyback Regulations and SEBI Listing Regulations read with SEBI Circulars. The Buyback is subject to receipt of such approvals of such statutory, regulatory, or governmental authorities, as may be required under the applicable laws along with, permissions and sanctions, as may be required under the applicable laws including from SEBI, BSE and/ or NSE.

The Buyback has been authorised by the resolution of the Board of Directors passed at their meeting which was held on Monday, January 29, 2024 and also by the Special Resolution passed by the shareholders through Postal Ballot on Wednesday, March 6, 2024.

9. NECESSITY OF THE BUYBACK

The Buyback is being undertaken by the Company after taking into account the strategic and operational cash requirements of the Company in the medium term and for returning surplus funds to the shareholders in an effective and efficient manner. The Board at its meeting held on Monday, January 29, 2024 considered the accumulated free reserves as well as the cash liquidity reflected in the latest available standalone and consolidated audited financial statements as on March 31, 2023 and also as on the date of the Board Meeting and considering these, the Board decided to allocate an amount not exceeding INR 199,50,00,000 Crores (Rupees One Hundred Ninety Nine Crores Fifty Lakhs Only) excluding the Transaction Costs for distributing as cash to the shareholders holding Equity Shares of the Company through the Buyback.

After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to approve Buyback of not exceeding 5,25,000 (Five Lakhs Twenty-Five Thousand Only) Equity Shares at a price of INR 3,800 (Three Thousand Eight Hundred Only) per Equity Share for an aggregate amount not exceeding INR 199,50,00,000 Crores (Rupees One Hundred Ninety-Nine Crores Fifty Lakhs Only). The Buyback is being undertaken, inter-alia, for the following reasons:

- The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders;

- (ii) The Buyback would involve allocation of number of Equity Shares as per their entitlement or 15% of the number of Equity Shares to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders;
- (iii) The Buyback may help in improving the Company's return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value; and
- (iv) The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment.

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

- 10.1 The Company believes that the Buyback is not likely to cause any material impact on the profitability/ earnings of the Company except a reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. Assuming there is full participation in the Buyback, the funds deployed by the Company towards the Buyback would be an aggregate maximum amount not exceeding INR 199,50,00,000/- (Rupees One Hundred Ninety Nine Crores Fifty Lakhs Only) which excludes the Transaction Costs.
- 10.2 The Company believes that the Buyback will not in any manner impair its ability to pursue growth opportunities or meet its cash requirements for business operations. The Buyback is being undertaken, *inter alia*, for helping the Company to return surplus cash to the Eligible Shareholders broadly in proportion to their shareholding, thereby, enhancing the overall return to the Equity Shareholders.
- 10.3 Promoters and members of the Promoter Group and persons in control of the Company have expressed their intention of participating in the Buyback. For further details, see "*Intention of the Promoters and members of the Promoter Group to participate in the Buyback*" on page 15 of this Letter of Offer. Assuming participation in the Buyback is to the extent of 100% (full acceptance) from all the other eligible shareholders, the aggregate shareholding of the Promoters and members of the Promoter Group and persons in control of the Company post Buyback may increase from 52.70%, which is the shareholding as on date, to 52.88% of the post Buyback equity share capital of the Company and the aggregate shareholding of the public may decrease from 47.30%, which is the public holding as on date, to 47.12% of the post Buyback equity share capital of the Company.
- 10.4 The Buyback is not expected to result in a change in control or otherwise affect the existing management structure of the Company.
- 10.5 Consequent to the Buyback and based on the number of Equity Shares bought back from the Non-Resident Shareholders, Indian financial institutions, banks and other shareholders, the shareholding under each category may undergo a change. The FPIs are advised to ensure that their investment in the Company continues to be within the limit prescribed under applicable laws, post completion of the Buyback.
- 10.6 As required under Section 68(2)(d) of the Companies Act, 2013 the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice its paid up equity share capital and free reserves post completion of the Buyback, even if the response to the Buyback is to the extent of 100% (full acceptance), on a consolidated and standalone basis.
- 10.7 As per Regulation 24(i)(e) of the SEBI Buyback Regulations, the Promoters and members of Promoter Group, and their associates, have not dealt in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the Promoters and members of Promoter Group) from the date of the board meeting (i.e., Monday, January 29, 2024) and approval of the Buyback by the shareholders of the Company by way of a special resolution, through a postal ballot notice on March 6, 2024 and the results of which were announced on March 7, 2024 till the date of this Letter of Offer and shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the Promoters and members of Promoter Group) from the date of this Letter of Offer till the closing of the Buyback.
- 10.8 Unless otherwise as may be specifically permitted by SEBI, the Company shall not raise further capital for a period of 12 (twelve) months from the expiry of the buyback period i.e., the date on which the payment of consideration to shareholders who have accepted the Buyback Offer is made except in discharge of subsisting obligations. Further, the Company shall not issue any Equity Shares or other securities including by way of bonus issue till the date on which the payment of consideration to shareholders who have accepted the Buyback Offer is made in accordance with the Companies Act, 2013 and the SEBI Buyback Regulations. The Company shall not make any further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) or other specified securities within a period of 6 (six) months after the completion of the Buyback except by way of bonus shares or equity shares issued in order to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares.

10.9 Salient financial parameters consequent to the Buyback based on the last standalone and consolidated audited financial statements as on March 31, 2023 are set forth below:

Parameter	Audited Standalone Financial Statements		Audited Consolidated Financial Statements	
	Pre-Buyback	Post-Buyback*	Pre-Buyback	Post-Buyback*
Net Worth (INR in lakh) [#]	102,621.30	82,671.30	1,01,639.55	81,689.55
Return on Net Worth (%) [#]	15.5%	19.24%	16.90%	21.08%
Basic earnings per Equity Share (INR)	77.17	80.12	83.54	86.74
Book value per Equity Share [#] (INR)	503.58	416.41	498.77	411.47
P/E as per the latest audited financial results (BSE) (in times) [@]	45.99	44.29	42.48	40.91
P/E as per the latest audited financial results (NSE) (in times) ^{@@}	46.00	44.31	42.50	40.93
Total Debt/Equity Ratio (in times) [#]	0.13	0.16	0.13	0.16

[#] Excluding revaluation reserves and miscellaneous expenditure to the extent not written off.

*The post Buyback numbers are calculated by reducing the net worth by the proposed Buyback amount (assuming full acceptance) without factoring in any other impact to the net worth.

@ Equity Share price used to calculate P/E has been taken as closing price of January 23, 2024 (As the market was closed on the date of intimation i.e January 22, 2024, closing price has been taken of January 23, 2024) on BSE i.e., INR 3548.70.

@@ Equity Share price used to calculate P/E has been taken as closing price January 23, 2024 (As the market was closed on the date of intimation i.e January 22, 2024, closing price has been taken of January 23, 2024) on NSE i.e., INR 3550.20.

The key ratios have been computed as below:

Key Ratios	Basis
Net Worth	Paid-up Equity Share Capital + Reserves and Surplus (excluding revaluation reserve)
Earnings per Equity Share (INR)	Net Profit After Tax attributable to equity shareholders for the year / Weighted average number of Equity Shares outstanding during the year
Book value per Share (INR)	Net worth / Total number of Equity Shares outstanding at the year end
Debt-Equity Ratio	Total Debt ¹ / Net Worth
Return on Net Worth (%)	Net Profit After Tax for the year / Net Worth
P/E as per latest audited financial results	Market Value per Equity Share as at January 23, 2024 on NSE and BSE / Earnings per Equity Share

¹ Total Debt includes non-current borrowings and current borrowings

11. BASIS OF CALCULATING THE BUYBACK OFFER PRICE

11.1 The Equity Shares of the Company are proposed to be bought back at a price of INR 3,800/- (Indian Rupees Three Thousand Eight Hundred Only) per Equity Share. The Buyback Offer Price has been arrived at, after considering various factors including, but not limited to the trends in the volume weighted average prices of the Equity Shares on NSE and BSE where the Equity Shares are listed, the net worth of the Company, and impact on other financial parameters and the possible impact of the Buyback on the earnings per Equity Share.

11.2 The Buyback Offer Price represents:

- Premium of 11.42% and 11.84% over the volume weighted average market price of the Equity Shares on NSE and BSE, respectively, during the three months preceding Monday, January 22, 2024, being the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback (“Intimation Date”).
- Premium of 3.97% and 4.64% over the volume weighted average market price of the Equity Shares on NSE and BSE, respectively, for two weeks preceding the Intimation Date.
- Premium of 11.47% and 11.36% over the closing price of the Equity Shares on NSE and BSE, respectively, as on Friday, January 19, 2024, being the day preceding the Intimation Date.
- Premium of 6.19% and 6.33% over the closing price of the Equity Shares on NSE and BSE, respectively, as on the Intimation Date.
- Premium of 2.99% and 2.98% over the closing price of the Equity Shares on NSE and BSE, respectively, as on the Board Meeting i.e., Monday, January 29, 2024, when the Buyback was approved.

11.3 For trends in the market price of the Equity Shares, please refer to “Stock Market Data” on page 28 of this Letter of Offer.

11.4 For further details on certain financial ratios as at March 31, 2023 (“Pre-Buyback”) as derived from our standalone and consolidated audited financial statements and the corresponding ratios assuming full acceptance of Equity Shares in the Buyback (“Post-Buyback”), please refer to paragraph 10.9 of this Letter of Offer.

12. SOURCES OF FUNDS FOR THE BUYBACK

12.1 Assuming full acceptance, the funds that would be utilised by the Company for the purpose of the Buyback not exceeding 5,25,000 (Five Lakhs Twenty Five Thousand Only) Equity Shares at a price of INR 3,800/- (Indian Rupees Three Eight Hundred Only) per Equity Share would be an aggregate maximum amount of not exceeding INR 199,50,00,000 Crores (Rupees One Hundred Ninety Nine Crores Fifty Lakhs Only) excluding the Transaction Costs.

12.2 The funds required for implementation of the proposed Buyback (including the Transaction Costs) will be sourced from current balances of cash and cash equivalents and out of proceeds of disposal of its investments/ deposits and/ or internal accruals of the Company. The Company will transfer from its free reserves and/ or securities premium account a sum equal to the nominal value of the Equity Shares bought back pursuant to the Buyback to the capital redemption reserve account and details of such transfer will be disclosed in the subsequent audited financial statements of the Company. Borrowed funds from banks and financial institutions, if any, will not be used for the Buyback.

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

13.1 In accordance with Regulation 9(xi) of the SEBI Buyback Regulations, the Company has appointed HDFC Bank Limited, having its registered office at HDFC Bank House, Lower Parel, Senapati Bapat Marg, Mumbai-400 013, India as the Escrow Agent for Buyback, and an Escrow Agreement dated March 11, 2024 has been entered into amongst the Company, Manager to the Buyback and Escrow Agent.

13.2 In accordance with the SEBI Buyback Regulations and Escrow Agreement, the Company has opened an Escrow Account with the Escrow Agent in the name and style “**Garware Technical Fibres Limited – Buyback Offer 2024 – Escrow**” bearing the account number 57500001458537. In accordance with the Regulation 9(xi) of the SEBI Buyback Regulations, the Company has deposited a sum of INR 34,95,00,000/- (Indian Rupees Thirty-Four Crores and Ninety-Five Lakhs Only) in cash in the Escrow Account, which is 25% for consideration up to 100 crore and 10% thereafter in accordance with the SEBI Buyback Regulations. In accordance with the SEBI Buyback Regulations, the Manager to the Buyback is empowered under the Escrow Agreement to operate the Escrow Account.

14. FIRM FINANCIAL ARRANGEMENT

14.1 M/s. Mehta Chokshi & Shah LLP, Chartered Accountants, statutory auditors of the Company, through their partner Mr. Abhay Mehta (Membership Number: 046088) have issued a certificate dated March 7, 2024 certifying that the Company has adequate and firm financial resources to fulfil its obligations under the Buyback. The contact details of M/s. Mehta Chokshi & Shah LLP, Chartered Accountants are set forth below:

M/s. Mehta Chokshi & Shah LLP

Chartered Accountants, Maker Bhavan 3, 214, 2nd Floor, New Marine Lines, Mumbai 400 020

Tel No.: +91 22 22057309, 22055432, 22088743

ICAI Firm Registration No.: 106201W/W100598

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

15. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

15.1 The present and the post-Buyback capital structure of the Company are set forth below:

Particulars	Present	Post completion of the Buyback [#]
Authorised share capital	INR 60,00,00,000/- (5,00,00,000 Equity Shares of INR 10/- each and 1,00,00,000 Unclassified shares of INR 10/- each)	INR 60,00,00,000/- (5,00,00,000 Equity Shares of INR 10/- each and 1,00,00,000 Unclassified shares of INR 10/- each)
Issued, subscribed and paid-up share capital	INR 20,37,81,690/- (2,03,78,169 Equity Shares of INR 10/- each)	INR 19,85,31,690/- (1,98,53,169 Equity Shares of INR 10/- each) [#]

[#]Note: Assuming the full Acceptance of the Buyback Offer Size. However, the post-Buyback issued, subscribed and paid-up capital may differ depending upon the actual number of Equity Shares bought back.

15.2 The details of buyback programs undertaken by the Company in the last 3 (three) years are as set out below:

Opening Date	Closing Date	Method of Buyback	Equity Shares bought back
January 19, 2021	February 02, 2021	Tender offer	3,17,391
December 5, 2022	December 16, 2022	Tender offer	2,40,000

15.3 As on the date of this Letter of Offer:

- (a) all Equity Shares are fully paid-up and there are no partly-up shares or calls-in-arrears;
- (b) there are no outstanding preference shares or convertible securities; and
- (c) no scheme of amalgamation or compromise or arrangement pursuant to the Companies Act is pending in relation to the Company.

15.4 The shareholding pattern of the Company as on the Record Date i.e., Tuesday, March 26, 2024 (pre-Buyback) and post-Buyback is set forth below:

Category of Shareholder	Pre-Buyback		Post-Buyback [#]	
	No. of Equity Shares	% to the existing Equity Share capital	No. of Equity Shares	% to the post-Buyback Equity Share Capital
Promoters and members of the Promoter Group, and persons acting in concert (collectively “the Promoter”)	1,07,39,534	52.70	1,04,98,321	52.88
Foreign Investors (including Non-Resident Indians/ FIIs / Foreign Mutual Funds)	21,28,249	10.44	93,54,848	47.12
Financial Institutions/Banks/ Banks & Mutual Funds promoted by Banks/ Institutions	21,63,703	10.62		
Others (Public, Public Bodies Corporate etc.)	53,46,683	26.24		
Total	2,03,78,169	100.00	1,98,53,169	100.00

[#]Note: Assuming the full Acceptance of the Buyback Offer Size in accordance with the Buyback Entitlement for all Eligible Shareholders. However, the post-Buyback shareholding pattern may differ.

15.5 No Equity Shares or other specified securities in the Company were either purchased or sold (either through the stock exchanges or off market transaction), by any of the promoters, members of the promoter group, directors of the promoter and promoter group entities where such promoter or promoter group entity is a Company and by persons who are in control of the Company during twelve months preceding the date of the Public Announcement i.e., Saturday, March 9, 2024.

15.6 Assuming full acceptance of the Buyback, the issued, subscribed and paid up equity share capital of the Company would be as fully set out in paragraph 15.1 of this Letter of Offer.

15.7 Please refer to paragraph 10.3 of this Letter of Offer for details regarding shareholding (pre and post buyback) of the Promoters and members of the Promoter Group in the Company.

16. BRIEF INFORMATION ABOUT THE COMPANY

16.1 The Company was originally incorporated as a public limited company in the name of Garware-Wall Ropes Limited on April 1, 1976 under the Companies Act, 1956. The Company obtained its certificate of commencement of business on April 1, 1976. The name of the Company was changed to Garware Technical Fibres Limited and it received a fresh certificate of incorporation pursuant to change of name on July 20, 2018. The registered office of the Company is situated at Plot No. 11, Block D-1, MIDC, Chinchwad, Pune, Maharashtra, India – 411 019.

16.2 The Company is one of the leading manufacturers of technical textiles. It has five subsidiaries, one in Chile, one in the United States of America and three in India. The Company’s products are marketed across the globe. The Company presently has two manufacturing plants, located in MIDC, Chinchwad, Pune, Maharashtra and at MIDC, Wai, District Satara, Maharashtra. Further, the Company has 5 (five) branch offices and 13 (thirteen) depots in India to serve its customers.

16.3 For the financial years ended March 31, 2021, 2022 and 2023, the Company recorded, on a standalone basis, revenue from operations of INR 1,01,726.21 lakhs, INR 1,17,605.46 lakhs and INR 1,25,361.68 lakhs, respectively and total comprehensive income of INR 16,201.17 lakhs, INR 16,003.90 lakhs and INR 15,641.50 lakhs, respectively. For the financial years ended March 31, 2021, 2022 and 2023, the Company recorded, on a consolidated basis, revenue from operations of INR 1,03,456.98 lakhs, INR 1,18,939.87 lakhs and INR 1,30,554.85 lakhs, respectively and total comprehensive income of INR 16,577.82 lakhs, INR 16,408.93 lakhs and INR 16,954.46 lakhs, respectively. For further details on financial information about the Company for the fiscal years 2021, 2022 and 2023 and six months ended on September 30, 2023, see “Financial information about the Company” on page 26 of this Letter of Offer.

16.4 Details of the listing of the equity shares of the Company on the various stock exchanges is set forth below:

Name of the stock exchange	Date of listing	Whether continues to be listed
BSE	August 7, 1978	Yes
NSE	April 3, 2007	Yes

16.5 The Equity Shares are currently traded in compulsory dematerialised mode under the trading code(s) 509557 at BSE and GARFIBRES at NSE. The ISIN of the Equity Shares is INE276A01018.

16.6 The following table sets forth the history of the equity share capital of the Company since incorporation:

Date of Allotment/ Date of Extinguishment/ Date of Cancellation	Number of equity shares issued	Face value per equity share (INR)	Issue Price per equity share (INR)	Nature of Transaction	Nature of consideration (cash, bonus, consideration other than cash)	Cumulative number of equity shares	Cumulative paid up equity share capital (INR)
March 15, 1976	7	10	10	Allotment to the subscribers	Cash	7	70
January 6, 1977	10,000	10	10	Placement to Promoters	Cash	10,007	1,00,070
September 30, 1977	1,09,993	10	10	Placement to Promoters	Cash	1,20,000	12,00,000
March 9, 1978	1,20,000	10	10	Further issuance of equity shares	Cash	2,40,000	24,00,000
June 21, 1978	3,30,000	10	10	Public issue (total size of the public issue was 3,60,000 equity shares, out of which 30,000 equity shares were reserved for allotment to directors, friends and/ or associates, and 3,30,000 equity shares were offered to the public)	Cash	5,70,000	57,00,000
August 1, 1978	30,000	10	10		Cash	6,00,000	60,00,000
June 9, 1982	3,60,000	10	0	Bonus issue	Bonus	9,60,000	96,00,000
May 14, 1988	9,60,000	10	0	Bonus issue	Bonus	19,20,000	1,92,00,000
February 28, 1989	9,21,800	10	30	Rights issue	Cash	28,41,800	2,84,18,000
October 20, 1993	28,41,800	10	60	Rights issue	Cash	56,83,600	5,68,36,000
July 6, 1994	20,500	10	110	Preferential issue to Promoters	Cash	57,04,100	5,70,41,000
July 6, 1994	57,04,100	10	0	Bonus issue	Bonus	1,14,08,200	1,14,08,200
December 7, 1995	85,56,150	10	65	Rights issue	Cash	1,99,64,350	19,96,43,500
March 22, 2007	7,50,000	10	66.50	Allotment of equity shares on conversion of convertible warrants	Cash	2,07,14,350	20,71,43,500
March 28, 2008	9,98,000	10	66.50		Cash	2,17,12,350	21,71,23,500
May 24, 2008	19,96,000	10	66.50		Cash	2,37,08,350	23,70,83,500
October 10, 2013 to April 9, 2014	(18,26,290)	10	-	Buyback	Cash	2,18,82,060	21,88,20,600
August 5, 2020	(9,46,500)	10	-	Cancellation of equity shares on account of reduction of capital	-	2,09,35,560	20,93,55,600
February 10, 2021	(3,17,391)	10	-	Buyback	Cash	2,06,18,169	20,61,81,690
December 23, 2022	(2,40,000)	10	-	Buyback	Cash	2,03,78,169	20,37,81,690

16.7 The following table sets forth details regarding the Board of the Directors as on the date of the Public Announcement:

Name, Qualification, Occupation, Age (in years) and DIN	Designation	Date of appointment/ re-appointment	Other directorships (in other companies) and designated partnerships in LLPs
Vayu Ramesh Garware Qualification: Graduate Cum Laude in BSc Economics (specialisation in Finance) from Wharton Business School of the University of Pennsylvania, U.S.A. Occupation: Business Age: 52 years DIN: 00092201	Chairman and Managing Director	December 7, 1995	<ul style="list-style-type: none"> • Garware Capital Markets Limited • VMIR Investment Limited • VRG Investments Private Limited • Sanand Investments And Trading Company Private Limited • Consolidated Agricultural and Dairy Farming Company Private Limited • Manmit Investments And Trading Company Private Limited • Moonshine Investments And Trading Company Private Limited • Starshine Comtrade Private Limited • Sukukar Holdings and Trading Company Private Limited • Garware Infrastructure Private Limited • Garware Environmental Services Private Limited • Garware Meditech Private Limited

Name, Qualification, Occupation, Age (in years) and DIN	Designation	Date of appointment/re-appointment	Other directorships (in other companies) and designated partnerships in LLPs
			<ul style="list-style-type: none"> • Gurukrupa Comtrade Private Limited • Garware Research Institute • Vimlabai Garware Research Institute Private Limited • VRG Business Link LLP • Garware Technical Textiles Private Limited • Garware Technical Fibres Foundation • Garware Technical Fibres Chile SpA • Garware Technical Fibres USA Inc.
<p>Mayuri Vayu Garware Qualification: Bachelor of Arts (Major in Political Science) Occupation: Business Age: 48 years DIN: 06948274</p>	Non-Executive Non-Independent Director	August 16, 2014	<ul style="list-style-type: none"> • Garware Research Institute • Vimlabai Garware Research Institute Private Limited • Garware Capital Markets Limited
<p>Shrikant Pandharinath Kulkarni Qualification: Bachelor's Degree in Electrical Engineering and Masters Degree on Management Studies Occupation: Professional Age: 74 years DIN: 00006914</p>	Non-Executive Independent Director	September 17, 2019	<ul style="list-style-type: none"> • Deshmukh And Co (Publishers) Private Limited
<p>Shridhar Shrikrishna Rajpathak Qualification: Bachelor of Commerce with Honours., Post Graduate Diploma in Business Management and Master in Business Studies, Doctor of Philosophy on thesis subject – A Treatise on Utilization of Fisheries Resources for Substantial Growth Occupation: Professional Age: 72 years DIN: 00040387</p>	Non-Executive Independent Director	November 11, 2021	<ul style="list-style-type: none"> • Garware Environmental Services Private Limited • Garware Technical Textiles Private Limited • Garware Technical Fibres Foundation • The Plastics Export Promotion Council
<p>Mallika Sagar Qualification: Bachelor of Arts in History of Art from Bryn Mawr College in the United States of America. Occupation: Business Age: 47 years DIN: 02228386</p>	Non-Executive Independent Director	August 28, 2020	<ul style="list-style-type: none"> • Manisha Trading and Investments Private Limited • Fudavis Trading Private Limited • Fulmala Enterprises LLP
<p>Anil Sadashiv Wagle Qualification: B.Com (Hons), M.B.A. (Personnel & Marketing) from Shivaji University, Kolhapur and L.L.B from Marathwada University, Aurangbad. He is also Associate Member of Institute of Company Secretaries of India Occupation: Professional Age: 72 DIN: 03403801</p>	Non-Executive Independent Director	January 30, 2024	None

16.8 The details of changes in our Board during the three years immediately preceding the date of the Public Announcement are as follows:

Name of Director	Appointment/ Cessation	Effective Date	Reasons
Dr. Shridhar Shrikrishna Rajpathak	Re-Designation/ Appointment	November 11, 2021	Re-designated/Appointed as Non-Executive Independent Director (from Non-Executive Non-Independent Director) for a first term of 5 (five) consecutive years,
Mr. Sanjay Vasudeo Raut	Appointment	November 11, 2021	Appointed as Additional Director (Non-Executive Non-Independent Director)*
Mr. Sanjay Vasudeo Raut	Cessation	January 7, 2022	Death
Mr. Ramesh Manjanath Telang	Cessation	January 29, 2024	Resignation
Mr. Anil Sadashiv Wagle	Appointment	January 30, 2024	Appointed as Additional Director in the designation of Non-Executive Independent Director for a first term of 5 (five) consecutive years**

* On December 28, 2021, the Shareholders by passing of the resolution through postal ballot has approved the appointment of Mr. Sanjay Vasudeo Raut as Non-Executive Non-Independent Director of the Company.

** On March 6, 2024, the Shareholders by passing of the resolution through postal ballot has approved the appointment of Mr. Anil Sadashiv Wagle as Non-Executive Independent Director of the Company to hold the office for a first term of 5 (five) consecutive years with effect from January 30, 2024.

16.9 The Buyback will not result in any benefit to any directors of the Company, Promoters and members of the Promoter Group, and persons in control of the Company except to the extent of their participation in the Buyback, as applicable, 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 ABOUT THE COMPANY

17.1 The selected financial information, as extracted from the standalone audited financial statements of the Company for the last three financial years ended as on March 31, 2023, March 31, 2022, and March 31, 2021 and the unaudited standalone limited review financial results for the six months period ended September 30, 2023, is detailed below:

(Amount in INR lakhs)

Particulars	Un-audited (limited review) IND-AS	Audited (IND-AS)		
	For the six months ended September 30, 2023	For the year ended on March 31, 2023	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Revenue from Operations	64,078.21	125,361.68	1,17,605.46	1,01,726.21
Other Income	1,938.28	2785.22	2,547.03	3,453.51
Total Income	66,016.49	128,146.90	1,20,152.49	1,05,179.72
Total Expense (excluding Interest, Depreciation & Amortisation, Tax and Exceptional Items)	51,938.79	104,064.06	95,966.00	81,851.32
Interest Expense / (Income)	855.22	1,187.46	1,045.00	996.97
Depreciation & Amortization	1,234.51	2,223.76	2,140.75	2,063.99
Exceptional Items	-	-	-	-
Profit Before Tax	11,987.97	20,671.62	21,000.74	20,267.44
Provision for Tax (including Deferred Tax)	2790.37	4,764.61	4,927.68	4,804.46
Profit After Tax	9,197.60	15,907.01	16,073.06	15,462.98
Other Comprehensive Income/(Loss) for the year net of tax	1,372.27	(265.51)	(69.16)	738.19
Total Comprehensive\ income for the period	10,569.87	15,641.50	16,003.90	16,201.17
Paid-up Equity Share Capital (A)	2,037.82	2,037.82	2,061.82	2,061.82
Reserves & Surplus excluding revaluation reserves and miscellaneous expenditure to the extent not written off (B)	110,440.01	100,583.49	97,562.31	82,073.97
Net worth excluding revaluation reserves and miscellaneous expenditure to the extent not written off (A+B)	1,12,477.83	102,621.30	99,624.13	84,135.79
Total debt (including working capital loans)	11,551.80	13,286.35	7,957.29	9,691.63
Total debt (excluding working capital loans)	-	-	-	-

Key financial ratios on standalone basis are as under:

Key Ratios	Un-audited (limited review) (IND-AS)	(Audited) (IND-AS)		
	For the six months ended September 30, 2023	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Basic Earnings Per equity share (INR) ¹	45.13	77.17	77.96	72.87
Diluted Earnings Per equity share (INR) ¹	45.13	77.17	77.96	72.87
Book Value per equity share (INR)	551.95	503.58	483.19	408.07
Total Debt / Equity Ratio	0.10	0.13	0.08	0.12
Return on Net Worth excluding Revaluation reserves (%) ¹	8.18%	15.5%	16.13%	18.38%
Total Debt / Net Worth	0.10	0.13	0.08	0.12

¹ Figures pertaining to Earning Per Share and Return on Net Worth for September, 2023 are computed on half yearly figures and not annualized and hence not strictly comparable with full year figures.

The key ratios have been computed as below:

Key Ratios	Basis
Basic Earnings Per Equity Share (INR)	Net Profit After Tax attributable to equity shareholders / Weighted average number of Equity Shares outstanding during the year
Diluted Earnings Per Equity Share (INR)	Net Profit after Tax attributable to equity shareholders / Weighted average number of Equity Shares outstanding during the year
Book Value per Equity Share (INR)	Net Worth (excluding revaluation reserves) / Total number of Equity Shares subscribed outstanding at year end
Total Debt/ Equity Ratio (in times)	Total Debt / Net worth (excluding revaluation reserves)
Return on Net Worth (%)	Net Profit After Tax / Net Worth as at respective date (excluding revaluation reserves)
Total Debt / Net Worth (in times)	Total Debt / Net worth (excluding revaluation reserves)

17.2 The selected financial information, as extracted from the consolidated audited financial statements of the Company for the last three financial years ended as on March 31, 2023, March 31, 2022, and March 31, 2021 and the unaudited consolidated limited review financial results for the six months period ended September 30, 2023, is detailed below:

(Amount in INR lakhs)

Particulars	Un-audited (limited review) (IND AS)	Audited (IND AS)		
	For the six months ended September 30, 2023	For the year ended on March 31, 2023	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Revenue from Operations	65,396.55	130,554.85	1,18,939.87	1,03,456.98
Other Income	1,943.65	2,790.48	2,554.00	3,467.24
Total Income	67,340.20	133,345.33	1,21,493.87	1,06,924.22
Total Expense (excluding Interest, Depreciation & Amortisation, Tax and Exceptional Items)	52,718.29	107,601.43	96,649.27	83,020.78
Interest Expense / (Income)	860.66	1,195.32	1,057.31	1,032.01
Depreciation & Amortization	1,238.74	2,230.75	2,145.98	2,064.59
Exceptional Items	-	-	-	-
Profit Before Tax	12,522.51	22,317.83	21,641.31	20,806.84
Provision for Tax (including Deferred Tax)	2,978.03	5,097.86	5,163.25	4,967.11
Profit for the period	9,544.48	17,219.97	16,478.08	15,839.63
Share of Profit / (loss) of Associates	(8.76)	-	-	-
Profit for the period after Tax and Share of Profit / (loss) of Associates	9,535.72	17,219.97	16,478.09	15,839.63
Other Comprehensive Income/(Loss) for the year net of tax	1,372.27	(265.51)	(69.16)	738.19
Total Comprehensive income for the period	10,907.99	16,954.46	16,408.93	16,577.82
Paid-up Equity Share Capital (A)	2,037.82	2,037.82	2,061.82	2,061.82
Reserves & Surplus excluding revaluation reserves and miscellaneous expenditure to the extent not written off (B)	1,09,850.41	99,601.73	94,996.71	79,048.88
Net worth excluding revaluation reserves and miscellaneous expenditure to the extent not written off (A+B)	1,11,888.23	1,01,639.55	97,058.53	81,110.70
Total debt (including working capital loans)	11,551.80	13,286.35	7,957.29	10,181.39

Particulars	Un-audited (limited review) (IND AS)	Audited (IND AS)		
	For the six months ended September 30, 2023	For the year ended on March 31, 2023	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Total Debt (excluding working capital loans)	-	-	-	-

Key financial ratios on consolidated basis are as under:

Key Ratios	Un-audited (limited review) (IND-AS)	Audited (IND-AS)		
	For the six months ended September 30, 2023	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Basic Earnings per Equity Share (INR) ²	46.84	83.54	79.92	74.64
Diluted Earnings per Equity Shares (INR) ²	46.84	83.54	79.92	74.64
Book Value per Equity Share (INR)	549.06	498.77	470.74	393.39
Debt / Equity Ratio (in times)	0.10	0.13	0.08	0.13
Return on Net Worth excluding Revaluation reserves (%) ²	8.52%	16.9%	16.98%	19.53%
Total Debt / Net Worth (in times)	0.10	0.13	0.08	0.13

² Figures pertaining to Earning Per Share and Return on Net Worth for September, 2023 are computed on half yearly figures and not annualized and hence not strictly comparable with full year figures

The key ratios have been computed as below:

Key Ratios	Basis
Basic Earnings per Equity Share (INR)	Net Profit attributable to equity shareholders / Weighted average number of Equity Shares outstanding during the year
Diluted Earnings Per Equity Share (INR)	Net Profit after Tax attributable to equity shareholders / Weighted average number of Equity Shares outstanding during the year
Book Value per Equity Share (INR)	Net Worth (excluding revaluation reserves) / Total number of Equity Shares subscribed outstanding at year end
Debt / Equity Ratio (in times)	Total Debt / Net worth (excluding revaluation reserves)
Return on Net Worth excluding Revaluation Reserves (%)	Net Profit After Tax / Net Worth as at respective date (excluding revaluation reserves)
Total Debt / Net Worth (in times)	Total Debt / Net worth (excluding revaluation reserves)

17.3 The Company hereby declares that it will comply with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, if it becomes applicable, in connection with the Buyback.

17.4 The Company hereby also declares that it has complied with and will comply with Sections 68, 69 and 70 of the Companies Act, and all other provisions of the Companies Act, as may be applicable to the Buyback.

18. STOCK MARKET DATA

18.1 The Equity Shares are currently listed and traded only on the BSE and NSE. The maximum volume of trading in the Equity Shares is recorded on NSE.

18.2 The Equity Shares are currently traded in compulsory dematerialised mode under the trading code(s) 509557 at BSE and GARFIBRES at NSE.

18.3 The high, low and average market prices in preceding three fiscal years and the monthly high, low and average market prices for the six months preceding the date of publication of the Public Announcement, i.e., March 11, 2024 and the corresponding volumes on BSE and NSE are given below:

BSE

Period	High (INR) [#]	Date of High	Number of Equity Shares traded on that date	Low (INR) ^{##}	Date of Low	Number of Equity Shares traded on that date	Average Price (INR) [*]	Total volume of Equity Shares traded in the period (Number of Equity Shares)
<i>Preceding three years</i>								
April 01, 2022 to March 31, 2023	3752.55	September 12, 2022	6,109	2586.95	March 29, 2023	1890	3148.55	293993

Period	High (INR) [#]	Date of High	Number of Equity Shares traded on that date	Low (INR) ^{##}	Date of Low	Number of Equity Shares traded on that date	Average Price (INR) [*]	Total volume of Equity Shares traded in the period (Number of Equity Shares)
April 01, 2021 to March 31, 2022	4,033.40	October 18, 2021	4,786	2,493.00	April 19, 2021	2,702	3,146.10	494,068
April 01, 2020 to March 31, 2021	2,789.00	February 25, 2021	6,861	1,021.00	April 03, 2020	116	1,889.59	535,192
Preceding six months								
December 1 to 31, 2023	3,478.95	December 07, 2023	601	3,219.65	December 18, 2023	6,577	3,352.05	32,309
November 1 to 30, 2023	3,429.15	November 28, 2023	941	3,100.00	November 13, 2023	277	3,200.69	12,289
October 1 to 31, 2023	3,285.00	October 09, 2023	1,339	3,028.70	October 23, 2023	369	3,158.03	12,343
September 1 to 30, 2023	3,320.00	September 12, 2023	500	3,081.05	September 18, 2023	566	3,188.20	11,245
August 1 to 31, 2023	3,373.90	August 03, 2023	4,642	3,111.85	August 10, 2023	1,164	3,206.20	20,859
July 1 to 31, 2023	3,208.00	July 12, 2023	1,042	3,002.05	July 28, 2023	2,596	3,119.65	22,212

[#] High of the daily high prices.

^{##} Low of the daily low prices.

^{*} Arithmetic average of the closing prices of all trading days during the said period.

Source: www.bseindia.com

NSE

Period	High (INR) [#]	Date of High	Number of Equity Shares traded on that date	Low (INR) ^{##}	Date of Low	Number of Equity Shares traded on that date	Average Price (INR) [*]	Total volume of Equity Shares traded in the period (Number of Equity Shares)
Preceding three years								
April 01, 2022 to March 31, 2023	3754.85	September 08, 2022	42,978	2650.00	March 29, 2023	11,909	3148.94	33,12,734
April 01, 2021 to March 31, 2022	4,030.00	October 18, 2021	22,931	2,486.20	April 27, 2021	12,584	3,145.22	4,548,443
April 01, 2020 to March 31, 2021	2,797.95	February 25, 2021	64,197	1,011.40	April 03, 2020	6,747	1,889.63	4,984,616
Preceding six months								
December 1 to 31, 2023	3463.85	December 06, 2023	30,700	3227.00	December 18, 2023	50,218	3353.59	3,06,233
November 1 to 30, 2023	3423.00	November 28, 2023	25,803	3078.40	November 07, 2023	20,460	3202.36	2,47,410
October 1 to 31, 2023	3289.00	October 09, 2023	16,353	3026.55	October 23, 2023	12,576	3157.98	2,10,652
September 1 to 30, 2023	3,280.00	September 04, 2023	18,004	3080.00	September 18, 2023	11,918	3189.85	2,95,389
August 1 to 31, 2023	3374.70	August 03, 2023	40,418	3105.65	August 10, 2023	9,081	3206.35	3,21,369
July 1 to 31, 2023	3216.15	July 10, 2023	15,369	3007.00	July 26, 2023	14,867	3119.25	2,34,238

[#] High of the daily high prices.

^{##} Low of the daily low prices.

^{*} Arithmetic average of the closing prices of all trading days during the said period.

Source: www.nseindia.com

18.4 The notice of the Board Meeting to consider the proposal of the Buyback was given to the Stock Exchanges on January 22, 2024. The Board, at its meeting held on Monday, January 29, 2024, approved the proposal for the Buyback at INR 3,800/- per Equity Share and the intimation was sent to the Stock Exchanges on the same day. The public announcement dated March 9, 2024, made in accordance with the Buyback Regulations was published on March 11, 2024. The closing market price of the Equity Shares on BSE and NSE during this period, are summarised below:

Event	Date	BSE (INR)	NSE (INR)
Notice of the Board Meeting convened to consider the proposal of the Buyback	January 23, 2024	3,548.70	3,550.20
1 (One) trading day prior to the notice of the Board Meeting	January 20, 2024	3,411.50	3,409.30
1 (One) trading day prior to the Board Meeting	January 25, 2024	3,673.40	3,670.35
Date of the Board Meeting	January 29, 2024	3,661.20	3,665.85
Date of declaration of results of the Postal Ballot	March 7, 2024	3,301.90	3,300.70

Event	Date	BSE (INR)	NSE (INR)
Date of publication of the Public Announcement and 2 (Two) trading day post the declaration of results of the Postal Ballot	March 11, 2024	3,291.00	3,286.45

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

19. DETAILS OF STATUTORY APPROVALS

- 19.1 The Buyback will be subject to such necessary approvals as may be required under the applicable laws including from SEBI, BSE and/or NSE, and the Buyback from Non-Resident Shareholders, and other applicable categories will be subject to such approvals of the Reserve Bank of India, if any, under FEMA and/ or such other applicable rules and regulations in force for the time being.
- 19.2 The Buyback from each Eligible Shareholder is subject to all statutory consents and approvals as may be required by such Eligible Shareholder under applicable laws and regulations. The Eligible Shareholder shall be solely responsible for obtaining all such statutory consents and approvals (including, without limitation the approvals from the Reserve Bank of India, if any) as may be required by them in order to sell their Equity Shares to the Company pursuant to the Buyback. An Eligible Shareholder would be required to provide copies of all such consents and approvals obtained by them to the Registrar to the Buyback. The Buyback of Shares from Non Resident Shareholders, Overseas Corporate Bodies (OCBs), Foreign Portfolio Investors (FPIs), and members of foreign nationality, if any, etc., will be subject to rules, regulations and approvals, if any, of the appropriate authorities, including RBI under FEMA, as applicable. It is the obligation of such Non Resident Shareholders, to obtain such approvals and submit such approvals along with the Tender Form, so as to enable them to tender Equity Shares in the Buyback and for the Company to purchase such Equity Shares, tendered. The Company will have the right to make payment in respect of the Equity Shareholders for whom no prior approval from the RBI is required and not accept Equity Shares from the Equity Shareholders in respect of whom prior approval from the RBI is required and in the event copies of such approvals are not submitted. Non-Resident Shareholders (excluding OCBs) permitted under the automatic process prescribed under applicable FEMA Regulations, read with the consolidated Foreign Direct Investment policy issued by the Government of India, are not required to obtain approvals from RBI.
- 19.3 By agreeing to participate in the Buyback, each Eligible Shareholder undertakes to complete all relevant regulatory/ statutory filings and compliances to be made by it under applicable law, including filing of Form FC-TRS. Further, by agreeing to participate in the Buyback, the non-resident Eligible Shareholders give the Company the authority to take all necessary action, including to make, sign, execute, deliver, acknowledge and perform all actions/applications to file regulatory reportings, filings and compliances, if required, including form FC-TRS, if necessary and undertake to provide assistance to the Company for such regulatory reporting if required by the Company.
- 19.4 The Company confirms that there is no other statutory or regulatory approval required by it for the Buyback as on the date of this Letter of Offer. If any statutory or regulatory approval becomes applicable subsequently, the Buyback will be subject to such statutory or regulatory approval(s) and the Company shall obtain such statutory approvals as may be required, from time to time, if any. 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.
- 19.5 The reporting requirements for non-resident shareholders under RBI, FEMA, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders.

20. DETAILS OF REGISTRAR TO THE BUYBACK

Eligible shareholders who wish to tender their Equity Shares in the Buyback can send the Tender Form along with the other requisite document(s), as mentioned in “*Procedure for Tender Offer and Settlement*” on page 34 of this Letter of Offer along with TRS generated by the stock exchange bidding system upon placing of a bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback, so that the same are received on or before the Buyback Closing Date by 5:00 p.m. (IST). The envelope should be super scribed as “**Garware Technical Fibres Limited – Buyback 2024**”. The Company has appointed Link Intime India Private Limited as the Registrar to the Buyback and in case of any query, the shareholders may contact the Registrar to the Buyback on any day, except Saturday, Sunday and public holidays between 9:30 a.m. and 5:30 p.m. (IST) at the following address:

LINKIntime

Link Intime India Private Limited

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India

Tel No.: +91 810 811 4949; **Fax No.:** +91 22 4918 6195

Contact Person: Shanti Gopalakrishnan

Email: garware.buyback2024@linkintime.co.in; **Website:** www.linkintime.co.in

Investor Grievance E-mail: ipo.helpdesk@linkintime.co.in **SEBI Registration No.:** INR000004058

Validity Period: Permanent (unless suspended or cancelled by SEBI)

CIN: U67190MH1999PTC118368

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

THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUYBACK.

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

21. PROCESS AND METHODOLOGY FOR THE BUYBACK

21.1 The Company has proposed the Buyback not exceeding 5,25,000 (Five Lakhs Twenty Five Thousand Only) Equity Shares (representing 2.58% of the total number of Equity Shares in the existing total paid-up equity capital of the Company as on the date of the Board Meeting and as of March 31, 2023), from all Eligible Shareholders on a proportionate basis, through the 'tender offer' process, at a price of INR 3,800/- (Indian Rupees Three Thousand Eight Hundred Only) per Equity Share, payable in cash, for an aggregate maximum amount of not exceeding INR 199,50,00,000/- (Indian Rupees One Hundred Ninety Nine Crores Fifty Lakhs Only) excluding the Transaction Costs, which represents 19.63% and 19.91% of the aggregate of the Company's fully paid-up capital and free reserves as per the latest standalone and consolidated audited financial statements of the Company, respectively, as on March 31, 2023.

21.2 The Buyback is pursuant to Article 138 of the Articles of Association of the Company and Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, to the extent applicable, and the provisions of the SEBI Buyback Regulations and SEBI Listing Regulations. The Buyback is subject to receipt of such approvals of the statutory, regulatory or governmental authorities, as may be required under the applicable laws including from the SEBI, and/ or the Stock Exchanges.

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

21.4 The aggregate shareholding of the Promoters and Promoter Group as at the date of the Public Announcement and the Record date is 1,07,39,595 Equity Shares which represents 52.70% of the existing equity share capital of the Company. In terms of the SEBI Buyback Regulations, under the Tender Offer route, the Promoters and members of the Promoter Group and persons in control of the Company have an option to participate in the Buyback. In this regard, Promoters and members of the Promoter Group and the persons in control have expressed their intention of participating in the Buyback. Assuming response to the Buyback is to the extent of 100% from all the Equity Shareholders up to their entitlement (full acceptance), the aggregate shareholding of the Promoters, members of the Promoter Group and persons in control may increase from the current pre-Buyback shareholding of 52.70% to 52.88% and the aggregate shareholding of the public Shareholders in the Company may decrease from 47.30% to 47.12% of the post Buy-back equity share capital of the Company.

21.5 Record Date, Ratio of Buyback and Buyback Entitlement:

(a) As required under the SEBI Buyback Regulations, the Company has fixed Tuesday, March 26, 2024 as the Record Date for the purpose of determining the entitlement and the names of the Eligible Shareholders of the Equity Shares, who are eligible to participate in the Buyback.

(b) The Equity Shares to be bought back, as part of the Buyback is divided into two categories and the entitlement of a shareholder in each category shall be calculated accordingly:

(i) Reserved category for Small Shareholders ("**Reserved Category**"); and

(ii) General category for all Eligible Shareholders other than Small Shareholders ("**General Category**").

(c) 'Small Shareholder' has been defined under Regulation 2(i)(n) of the SEBI Buyback Regulations and in relation to the Buyback means an Eligible Shareholder who holds Equity Shares having market value of not more than INR 2,00,000/- (Indian Rupees Two Lakh Only), on the basis of closing price on BSE or NSE, whichever registers the highest trading volume in respect of the Equity Shares on the Record Date. As on the Record Date, the volume of Equity Shares traded on BSE was 2,168 Equity shares and on NSE was 13,895 Equity Shares. Accordingly, NSE being the stock exchange with highest trading volume, the closing price was INR 3,341.08 and hence all Eligible Shareholders holding not more than 59 Equity Shares as on the Record Date are classified as 'Small Shareholders' for the purpose of the Buyback.

- (d) Based on the above definition, there are 84,082 Small Shareholders with aggregate shareholding of 5,10,081 Equity Shares (as on the Record Date), which constitutes approximately 2.50% of the outstanding number of Equity Shares of the Company and 97.16% of the maximum number of Equity Shares which are proposed to be bought back as part of this Buyback.
- (e) In accordance with Regulation 6 of the SEBI Buyback Regulations, the reservation for the Small Shareholders (Reserved Category), which will be higher of:
- (i) 15% of the number of Equity Shares which the Company proposes to Buyback (15% of 5,25,000 Equity Shares), which works out to 78,750 Equity Shares; or
- (ii) The number of Equity Shares to which the Small Shareholders are entitled as per their shareholding as on the Record Date (i.e., $5,10,081 / 2,03,78,139 \times 5,25,000$), which works out to 13,141 Equity Shares.

In case the total number of Equity Shares held by the Small Shareholders on the Record Date is less than 78,750 (higher of (i) and (ii) above), the maximum number of Equity Shares reserved for Small Shareholders will be restricted to the total number of Equity Shares held by the Small Shareholders as on Record Date.

- (f) Based on the above and in accordance with Regulation 6 of the SEBI Buyback Regulations, 78,750 Equity Shares will be reserved for Small Shareholders. Accordingly, General Category shall consist of 4,46,250 Equity Shares.
- (g) Based on the aforementioned, the entitlement ratio of Buyback for both categories is set forth below:

Category	Indicative Entitlement ratio in the Buyback*
Reserved Category for Small Shareholders	2 Equity Shares for every 13 Equity Shares held on the Record Date
General Category for all other Eligible Shareholders	2 Equity Shares for every 89 Equity Shares held on the Record Date

**The above ratio of Buyback is approximate and provides an indicative Buyback Entitlement. Any computation of entitled Equity Shares using the above ratio may provide a slightly different number due to rounding off. The actual Buyback Entitlement for Reserved Category for Small Shareholders is 0.154387244% and General Category for all other eligible Shareholders is 0.022460675%.*

21.6 Fractional Entitlements

If the Buyback Entitlement, after applying the above mentioned ratios to the Equity Shares held on the Record Date, is not a round number (i.e., not in the multiple of 1 (one) Equity Share), then the fractional entitlement shall be ignored for computation of the 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 6 or less Equity Shares as on the 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 additional Equity Shares. The Company shall make best efforts subject to Buyback Regulations in accepting Equity Shares tendered by such Eligible Shareholders to the extent possible and permissible.

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

In accordance with this Letter of Offer, the Acceptance in the Buyback from the Reserved Category will be implemented in the following order of priority:

- (a) Full Acceptance (100%) from Small Shareholders in the Reserved Category, who have validly tendered their Equity Shares to the extent of their Buyback Entitlement, or the number of Equity Shares tendered by them, whichever is less.
- (b) Post-acceptance as described in paragraph 21.7(a) above, in case there are any Equity Shares left to be bought back from the Small Shareholders in the Reserved Category, the Small Shareholders who were entitled to tender zero Equity Shares (on account of ignoring the fractional entitlement), and have tendered additional Equity Shares as part of the Buyback, they shall be given preference and one Equity Share each from the additional Equity Shares applied by such Small Shareholders would be bought back in the Reserved Category.
- (c) Post-acceptance as described in paragraphs 21.7(a) and 21.7(b) above, in case there are any validly tendered unaccepted Equity Shares in the Reserved Category (“**Reserved Category Additional Equity Shares**”) and Equity Shares left to be bought back in the Reserved Category, the Reserved Category Additional Equity Shares shall be accepted in a proportionate manner and the acceptances shall be made in accordance with the SEBI

Buyback Regulations (i.e., valid Acceptance per Small Shareholder shall be equal to the Reserved Category Additional Equity Shares validly tendered by them divided by the total Reserved Category Additional Equity Shares and multiplied by the total pending number of Equity Shares to be accepted in Reserved Category). For the purpose of this calculation, the Reserved Category Additional Equity Shares taken into account for the Small Shareholders, from whom one Equity Share has been Accepted in accordance with paragraph 21.7(b) above, shall be reduced by one.

- (d) The procedure of adjustment for fractional results in case of proportionate Acceptance, as described in paragraph 21.7(c) above, is set forth below:
- (i) For any Small Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
 - (ii) For any Small Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Buyback Committee or any person(s) authorized by the Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in paragraph 21 of this Letter of Offer.

21.8 **Basis of Acceptance of Equity Shares validly tendered in the General Category:**

In accordance with this Letter of Offer, the Acceptance in the Buyback from the General Category will be implemented in the following order of priority:

- (a) Full Acceptance (100%) in the General Category from the Eligible Shareholders who have validly tendered their Equity Shares, to the extent of their Buyback Entitlement, or the number of Equity Shares tendered by them, whichever is less.
- (b) Post-acceptance as described in paragraph 21.8(a) above, in case there are any validly tendered unaccepted Equity Shares in the General Category (“**General Category Additional Shares**”) and Equity Shares left to be bought back in the General Category, the General Category Additional Equity Shares shall be accepted in the proportionate manner and the acceptances shall be made in accordance with the SEBI Buyback Regulations (i.e., valid Acceptance per Eligible Shareholder shall be equal to the General Category Additional Equity Shares validly tendered by them divided by the total General Category Additional Equity Shares and multiplied by the total pending number of Equity Shares to be Accepted in General Category).
- (c) Adjustment for fractional results in case of proportionate acceptance as described in paragraph 21.8(b) above:
 - (i) For any Eligible Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer
 - (ii) For any Eligible Shareholder if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) 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 Equity Shares or otherwise, the Buyback Committee or any person(s) authorized by the Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in paragraph 21 of this Letter of Offer.

21.9 **Basis of Acceptance of Equity Shares between Categories:**

- (a) In case there are any Equity Shares left to be bought back in one category (“**Partially Filled Category**”) after Acceptance in accordance with the above described methodology for both the categories, and there are additional unaccepted validly tendered Equity Shares in the second category, then the Additional Equity Shares in the second category shall be Accepted proportionately (i.e., valid Acceptances per Eligible Shareholder shall be equal to the additional outstanding Equity Shares validly tendered by a Eligible Shareholder in the second category divided by the total additional outstanding Equity Shares validly tendered in the second category and multiplied by the total pending number of Equity Shares to be bought back in the Partially Filled Category).

- (b) If the Partially Filled Category is the General Category, and the second category is the Reserved Category for Small Shareholders, then for the purpose of this calculation, the Additional Equity Shares tendered by such Small Shareholders, from whom one Equity Share has been Accepted in accordance with “*Basis of Acceptance of Equity Shares validly tendered in the Reserved Category*” will be reduced by one Equity Share and shall be eligible for priority acceptance of one Equity Share before acceptance in paragraph 21.9 (a) out of the Equity Shares left to be bought back in the Partially Filled Category, provided no Acceptance could take place from such shareholder in accordance with paragraph 21.7.
- (c) Adjustment for fraction results in case of proportionate Acceptance, as described in paragraph 21.9(a) and (b) above:
 - (i) For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
 - (ii) For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

21.10 For avoidance of doubt, it is clarified that:

- (a) the Equity Shares Accepted under the Buyback from each Eligible Shareholder, in accordance with paragraphs above, shall not exceed the number of Equity Shares tendered by the respective Eligible Shareholder;
- (b) the Equity Shares Accepted under the Buyback from each Eligible Shareholder, in accordance with paragraphs above, shall not exceed the number of Equity Shares held by respective Eligible Shareholder as on the Record Date;
- (c) the Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance in accordance with the paragraphs above; and
- (d) In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Buyback Committee or any person(s) authorized by the Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in paragraph 21 of this Letter of Offer.

21.11 Clubbing of Entitlements

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

22. PROCEDURE FOR TENDER OFFER AND SETTLEMENT

A. GENERAL

- 22.1 The Buyback is open to all eligible shareholders/ beneficial owners of the Company, i.e., the shareholders who on the Record Date were holding Physical Shares and the beneficial owners who on the Record Date were holding Demat Shares.
- 22.2 The Company proposes to implement the Buyback through the tender offer process, on a proportionate basis. The Letter of Offer and Tender Form, outlining the terms of the Buyback and additional disclosures as specified in the SEBI Buyback Regulations, will be sent to Eligible Shareholders whose names appear on the register of members of the Company, or who are beneficial owners of Equity Shares as per the records of Depositories, on the Record Date, as per Regulation 6 of the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable.
- 22.3 The Eligible Shareholders who have registered their email IDs with the depositories / the Company, shall be dispatched the Letter of Offer through electronic means. In the case of receipt of a request from any shareholder to receive a copy of the letter of offer in physical form, the same shall be provided. In case of non-receipt of Letter of Offer and the Tender Form, please follow the procedure as mentioned in paragraph 22.25 of this Letter of Offer.
- 22.4 The Company will not accept any Equity Shares offered in the Buyback which are under any restraint order of a Court/ any other competent authority for transfer/ disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or is otherwise not clear and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or where any other restraint subsists or otherwise.
- 22.5 The Company shall comply with Regulation 24(v) of the SEBI Buyback Regulations which restricts the Company from buying back locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the time the Equity Shares become transferable. The Company shall also not accept the Equity Shares offered for Buyback where the title to such Equity Shares is under dispute or otherwise not clear.
- 22.6 The Eligible Shareholders' participation in the Buyback will be voluntary. The Eligible Shareholders may choose to participate, in full or in part, and receive cash in lieu of the Equity Shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post-Buyback, without additional investment. The Eligible Shareholders may also tender a part of their Buyback Entitlement. The Eligible Shareholders also have the option of tendering additional Equity Shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. Acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder, shall be in terms of procedure outlined in this Letter of Offer. In case any Eligible Shareholder or any person claiming to be an Eligible Shareholder cannot participate in the Buyback Offer for any reason, the Company, the Manager and Registrar to the Buyback and their officers shall not be liable in any manner for such non-participation.
- 22.7 The Company will accept Equity Shares validly tendered for the Buyback by the Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date and also Additional Equity Shares, if any tendered by Eligible Shareholders will be accepted as per paragraphs 21.7, 21.8 and 21.9 of this Letter of Offer.
- 22.8 Eligible Shareholders will have to transfer their Demat Shares from the same demat account in which they were holding such Demat Shares (as on the Record Date). 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 Demat 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 Demat Shares may be Accepted subject to appropriate verification and validation by the Registrar. The Board or the Buyback Committee authorised by the Board will have the authority to decide such final allocation in case of non-receipt of sufficient proof by such Eligible Shareholder.
- 22.9 The Equity Shares proposed to be bought back in the Buyback is divided into two categories and the entitlement of a shareholder in each category shall be calculated accordingly:
- (i) Reserved Category for Small Shareholders; and
 - (ii) the General Category for all other Eligible Shareholders.
- 22.10 After Accepting the Equity Shares tendered on the basis of the 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 the other category.
- 22.11 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. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account.

- 22.12 For implementation of the Buyback, the Company has appointed Motilal Oswal Investment Advisors Limited as Company's Broker through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:



Motilal Oswal Financial Services Limited;

Address: Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel S.T. Bus Depot, Prabhadevi, Mumbai - 400 025

Contact Person: Krishna Sharma;

Tel. No.: +91 22 7198 5473;

Email: ksharma@motilaloswal.com

Website: www.motilaloswal.com

CIN: L67190MH2005PLC153397

SEBI Registration No.: INZ000158836

- 22.13 The Buyback will be implemented using the “*Mechanism for acquisition of shares through Stock Exchange*” issued by SEBI vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular no. SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, SEBI Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023 and in accordance with the procedure prescribed in the Companies Act, the SEBI Buyback Regulations, circulars or notices issued by the Stock Exchanges, and as may be determined by the Board of Directors, or the Buyback Committee, on such terms and conditions as may be permitted by law from time to time.
- 22.14 The Company shall request BSE being the designated stock exchange (“**Designated Stock Exchange**”) to provide a separate window (the “**Acquisition Window**”) to facilitate placing of sell orders by the Eligible Shareholders who wish to tender their Equity Shares in the Buyback. The details of the Acquisition Window will be as specified by BSE from time to time. All Eligible Shareholders may place orders in the Acquisition Window, through their respective stock brokers (“**Shareholder Broker**”).
- 22.15 During the Tendering Period, the order for selling the Equity Shares will be required to be placed in the Acquisition Window by the Eligible Shareholders through their respective Shareholder Broker during normal trading hours of the secondary market. The Shareholder Broker can enter orders for Demat Shares as well as Physical Shares. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders.
- 22.16 In the event the Shareholder Broker(s) of Eligible Shareholder is not registered with BSE as a trading member/stock broker, then the Eligible Shareholders can approach any BSE registered stock broker and can register themselves by using quick unique client code (“**UCC**”) facility through the BSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other BSE registered broker, Eligible Shareholders may approach Company's Broker i.e., Motilal Oswal Investment Advisors Limited to place their bids.
- 22.17 The Eligible Shareholder approaching the Designated Stock Exchange registered stock broker (with whom he does not have an account) may have to submit the requisite documents as may be required. The requirement of documents and procedures may vary from broker to broker, and may *inter alia* include:

In case of Eligible Seller being an individual

If Eligible Seller 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)

If Eligible Seller is not registered with KRA: Forms required:

- CKYC form including FATCA, IPV, OSV if applicable
- KRA form
- KYC form Documents required (all documents self-attested):
 - PAN card copy
 - Address proof
 - 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 Seller is HUF:

If Eligible Seller 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 Seller 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 Seller other than Individual and HUF:

If Eligible Seller 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 Seller 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/authorised 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

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.

- 22.18 All Eligible Shareholders, through their Shareholder Broker(s) will be eligible and responsible to place orders in the Acquisition Window.
- 22.19 During the Tendering Period, the order for selling the Equity Shares will be required to be placed in the Acquisition Window by the Eligible Shareholders through their respective Shareholder Broker(s) during normal trading hours of the secondary market. The Shareholder Broker(s) can enter orders for Equity Shares in dematerialized form or physical form.

In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders. The reporting requirements for Non-Resident Shareholders under the FEMA and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholder and/or the Shareholder Broker through which the Eligible Shareholder places the bid.

- 22.20 Multiple bids made by single Eligible Shareholder for selling the Equity Shares shall be clubbed and considered as 'one' bid for the purposes of Acceptance.
- 22.21 Modification/ cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the Tendering Period of the Buyback.
- 22.22 The cumulative quantity tendered shall be made available on the website of BSE i.e., www.bseindia.com throughout the trading session and will be updated at specific intervals by BSE during the Tendering Period.
- 22.23 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.
- 22.24 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):
- (i) Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the Tender Form;
 - (ii) Duly attested notarized copy of death certificate and succession certificate or probated will, as applicable, in case any Eligible Shareholder has expired; and
 - (iii) In case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions).

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 LETTER OF OFFER, SHALL NOT INVALIDATE THE BUYBACK IN ANY MANNER. PLEASE NOTE THAT THE COMPANY SHALL ACCEPT EQUITY SHARES VALIDLY TENDERED FOR THE BUYBACK OFFER ON THE BASIS OF THEIR HOLDING AND ENTITLEMENT AS APPEARING IN THE RECORDS OF THE COMPANY AS ON THE RECORD DATE.

- 22.25 In case of non-receipt of the Letter of Offer and the Tender Form:

22.25.1 In case the Eligible Shareholders holds Equity Shares in dematerialised form:

If any Eligible Shareholder who is holding Equity Shares in dematerialized form and has been sent the Letter of Offer through electronic means wishes to obtain a physical copy of the Letter of Offer, they may send a request in writing to the Company or Registrar at the address or email ID mentioned at the cover page of the Letter of Offer stating name, address, number of Equity Shares held on Record Date, client ID number, DP name/ ID, beneficiary account number. Upon receipt of such request, a physical copy of the Letter of Offer shall be provided to such Eligible Shareholder. An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the website of the Company (i.e., www.garwarefibres.com) or the Registrar to the Buyback at (i.e., www.linkintime.co.in) by providing their application in writing on plain paper, signed by Eligible Shareholder or all Eligible Shareholders (in case Equity Shares are in joint name), stating name and address of Eligible Shareholders, 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. For further process, please refer to paragraph 22.27 titled "*Procedure to be followed by Eligible Shareholders holding Demat Shares*" on page 35 of this Letter of Offer.

22.25.2 In case the Eligible Shareholders holds Equity Shares in physical form:

An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the website of the Company (i.e., www.garwarefibres.com) or the Registrar to the Buyback at (i.e., www.linkintime.co.in) by providing their application in writing on plain paper signed by Eligible Shareholder or all Eligible Shareholders (in case Equity Shares are in joint name) 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, bank account details together with the original share certificate(s), copy of Eligible Shareholders PAN card(s) and executed Form SH-4 in favour of the Company. The transfer Form (SH-4) can be downloaded from the Company's website (i.e., www.garwarefibres.com) or the Registrar to the Buyback at (i.e., www.linkintime.co.in). Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents (as mentioned in

paragraph 22.28 below), reach the Registrar to the Buyback on or before the Buyback Closing Date i.e., April 05, 2024 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 to the Buyback/Company or are not in the same order (although attested), the Company/Registrar to the Buyback shall have a right to reject such applications. For further process, please refer to paragraph 22.28 titled “*Procedure to be followed by Eligible Shareholders holding Physical Shares*” on page 35 of this Letter of Offer.

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

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

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

22.27 **Procedure to be followed by Eligible Shareholders holding Demat Shares:**

- (a) Eligible Shareholders holding Demat Shares who desire to tender their Demat Shares under the Buyback would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares they intend to tender under the Buyback.
- (b) The Shareholder Broker would be required to place an order/ bid on behalf of the Eligible Shareholder who wish to tender Demat Shares in the Buyback using the Acquisition Window of the BSE. For further details, Eligible Shareholders may refer to the circulars issued by BSE and Indian Clearing Corporation Limited (“**Clearing Corporation**”).
- (c) The details of settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback shall be provided by BSE or the Clearing Corporation. The lien shall be marked by the Shareholder Broker in demat account of the Eligible Shareholders for the Equity Shares tendered in the Buyback. The details of the shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the depositories to the Clearing Corporation.
- (d) In case, the Shareholders demat account is held with one Depository and Clearing Member pool and Clearing Corporation Account is held with other depository, shares shall be blocked in the shareholders demat account at source depository during the tendering period. Inter Depository Tender Offer (“**IDT**”) instructions shall be initiated by the shareholders at source depository to Clearing Member/Clearing Corporation account at target Depository. Source Depository shall block the shareholder’s securities (i.e. transfers from free balance to blocked balance) and send IDT message to target Depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target Depository to the Clearing Corporation.
- (e) For custodian participant orders for Demat Shares, early pay-in is mandatory prior to confirmation of order/bid by custodians. The custodian shall either confirm or reject the orders not later than the closing of trading hours (i.e., 3:30 p.m. (IST)) on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, any order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- (f) Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/ bid has been placed. TRS will contain details of order submitted like bid ID number, application number, DP ID, client ID, number of Equity Shares tendered etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.
- (g) **In case of Demat Shares, submission of Tender Form and TRS is not required. After the receipt of the Demat Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback**

shall be deemed to have been accepted for Eligible Shareholders holding Demat Shares.

- (h) The Eligible Shareholders who have tendered their Demat Shares in the Buyback 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 partial acceptance. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to Acceptance of Buyback of Equity Shares by the Company.

22.28 Procedure to be followed by Eligible Shareholders holding Physical Shares:

- (a) In accordance with SEBI Circular dated July 31, 2020 (Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144), shareholders holding securities in physical form are allowed to tender shares in buyback through tender offer route. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations.
- (b) Eligible Shareholders who are holding Physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (i) the Tender Form duly signed by all Eligible Shareholders (in case Physical Shares are in joint names, in the same order in which they hold the shares), (ii) original share certificate(s), (iii) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e., by all registered shareholders in the same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of PAN Card(s) of all Eligible Shareholders, (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar card, voter identity card or passport.
- (c) Based on the documents mentioned in paragraph 22.28 (b) above, the concerned Shareholder Broker shall place an order/bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the acquisition window of BSE. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio number, certificate number, distinctive number, number of Equity Shares tendered etc.
- (d) Any Shareholder Broker/Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback i.e., Link Intime India Private Limited (at the address mentioned at paragraph 20 above) on or before the Buyback Closing Date i.e. Friday, April 05, 2024 (by 5:00 p.m. (IST)). The envelope should be super scribed as “**Garware Technical Fibres Limited – Buyback 2024**”. One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Shareholder Broker.
- (e) The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, BSE shall display such bids as ‘unconfirmed physical bids’. Once Registrar to the Buyback confirms the bids, they will be treated as ‘confirmed bids’.
- (f) In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the Tendering Period of the Buyback.
- (g) An unregistered shareholder holding Physical Shares may also tender his shares for Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to Record Date, in his name, along with the offer form, copy of his PAN card and of the person from whom he has purchased shares and other relevant documents as required for transfer, if any.

22.29 Additional requirements in respect of tenders by the Non-Resident Shareholders:

- (a) While tendering their Equity Shares under the Buyback, all Eligible Shareholders being Non-Resident Shareholders (excluding FIIs) shall enclose a copy of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them.
- (b) Eligible Shareholders who are FIIs/FPIs should also enclose a copy of their SEBI registration certificate.
- (c) In case the Equity Shares are held on a repatriation basis, the Non-Resident Eligible Shareholders shall obtain and enclose a letter from the Eligible Shareholder's authorised dealer/ bank confirming that at the time of acquiring the said Equity Shares, payment for the same was made by the Non-Resident shareholder from the appropriate account (e.g. NRE a/c) as specified by RBI in its approval. In case the Non-Resident shareholder is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis and in that case the Non-Resident Eligible Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares Accepted in the Buyback.
- (d) If any of the above stated documents, as applicable, are not enclosed along with the Tender Form, the Equity Shares tendered under the Buyback are liable to be rejected.
- (e) The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt / provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the RBI under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.
- (f) The reporting requirements for non-resident shareholders under RBI, FEMA, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders.

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

B. ACCEPTANCE OF ORDERS

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

C. METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per SEBI 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 pay funds pertaining to the Buyback to the Company Broker on or before the pay-in date for Settlement, who will then transfer the funds to the Clearing Corporation's bank account as per the prescribed schedule. The settlements of fund obligation for Demat Shares shall be affected as per the SEBI Circulars and as prescribed by BSE and the Clearing Corporation from time to time. For Demat Shares accepted under the Buyback, such beneficial owners will receive funds payout in their bank account as provided by the depository system directly to the Clearing Corporation. If such Eligible Shareholder's bank account details are not available or if the funds transfer instruction is rejected by RBI/ bank(s), due to any reasons, then the amount payable to the concerned shareholders will be transferred to the settlement account of the Shareholder Broker for onward transfer to such Eligible Shareholders.
- c) For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Shareholder Broker's settlement accounts for releasing the same to the respective Eligible Shareholder's account.
- d) In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds payout including those prescribed by the RBI) who do not opt to settle through custodians, the funds payout would be given to their respective Shareholder Broker's settlement accounts for releasing the same to such shareholder's account. For this purpose, the client type details would be collected from the depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank

account of the custodian, each in accordance with the applicable mechanism prescribed by the BSE and the Clearing Corporation from time to time.

- e) Details in respect of shareholder's entitlement for tender process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation
- f) In the case of inter depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target Depository on settlement date.
- g) Any excess physical Equity Shares pursuant to proportionate acceptance/rejection will be returned to the Shareholders directly by Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by the Equity Shareholders holding Equity Shares in the physical form.
- h) The Demat Shares bought back 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 BSE.
- i) Eligible Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the selling shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders in respect of accepted Equity Shares could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company and the Manager to the Buyback accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholders.
- j) 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. Any excess Physical Shares pursuant to proportionate acceptance/ rejection will be returned back to the concerned Eligible Shareholders directly by the Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Physical Shares, in case the Physical Shares accepted by the Company are less than the Physical Shares tendered in the Buyback.
- k) The Shareholder Broker(s) would issue contract note and pay the consideration for the Equity Shares accepted under the Buyback and return the balance unaccepted Equity Shares to their respective clients/ will unblock the excess unaccepted Equity Shares. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- l) The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders' sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed.
- m) The Equity Shares accepted, bought and lying to the credit of the Company Demat Escrow Account will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

D. Rejection Criteria

The Equity Shares tendered by Eligible Shareholders holding shares in the dematerialized form would be liable to be rejected on the following grounds, if:

- (i) the Equity Shareholder is not an Eligible Shareholder of the Company as on the Record Date; or

- (ii) if there is a name mismatch in the demat account of the Eligible Shareholder and PAN.

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

- (i) 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 Friday, April 05, 2024 (by 5:00 p.m. (IST)); or
- (ii) If the share certificate of the Company is not enclosed with the Tender Form; or
- (iii) If there is any other company's share certificate/invalid certificate enclosed with the Tender Form instead of the share certificate of the Company; or
- (iv) If the transfer/ transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; or
- (v) If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate; or
- (vi) 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 to the Buyback; or
- (vii) Where there exists any restraint order of a Court/any other competent authority for transfer/disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists; or
- (viii) If the PAN cards (self-attested) of the Shareholder and all the joint holders, are not submitted with the form.

23. NOTE ON TAXATION

Disclosures in this section are based on an opinion sought by the Company from M/s Mehta Chokshi and Shah LLP, Chartered Accountants, the statutory auditor of our Company.

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

AS PER THE FINANCE (NO.2) ACT, 2019 READ WITH TAXATION LAWS (AMENDMENT) ACT, 2019, SECTION 115QA RELATING TO TAX ON DISTRIBUTED INCOME OF DOMESTIC COMPANY FOR BUY-BACK OF SHARES, HAS NOW BEEN MADE APPLICABLE TO BUY BACK OF SHARES OF ALL COMPANIES (INCLUDING SHARES LISTED ON A RECOGNIZED STOCK EXCHANGE WHOSE PUBLIC ANNOUNCEMENT FOR BUY-BACK HAS BEEN MADE ON OR AFTER 5 JULY 2019). IN VIEW OF THE COMPLEXITY AND THE SUBJECTIVITY INVOLVED IN THE TAX CONSEQUENCES OF A BUY BACK TRANSACTION, ELIGIBLE SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE TAX TREATMENT IN THEIR HANDS CONSIDERING THE RELEVANT TAX PROVISIONS, FACTS AND CIRCUMSTANCES OF THEIR CASE.

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

I.GENERAL

- A. The Indian tax year runs from 1 April to 31 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 ('Act' or 'ITA').
- B. A person who is treated as a non-resident for Indian tax purposes is generally liable to tax in India only on his/her India sourced income or income received or deemed to be received by such person in India. Finance Act, 2020, has introduced deeming provisions whereby non-resident individuals are deemed to be resident in India upon triggering of certain

conditions. Such deemed residents would be liable to pay tax in India only on their India sourced income or income from business or profession controlled 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 ITA, subject to any specific exemption in this regard. Further, the non-resident can avail the beneficial tax treatment prescribed under the Double Taxation Avoidance Agreement ("DTAA"), as modified by the Multilateral Instrument ("MLI"), if the same is applicable to the relevant DTAA between India and the respective country of which the said non-resident shareholder is tax resident. The above benefit may be available subject to satisfying relevant conditions prescribed under ITA including but not limited to availability of Tax Residency Certificate, non-applicability of General Anti-Avoidance Rule ("GAAR") and providing and maintaining necessary information and documents as prescribed under ITA as well as satisfying the relevant conditions under the respective DTAA including anti-abuse measures under the MLI, if applicable.

C. Classification of Shareholders

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

1. Resident Shareholders being:

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

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

3. Non-Resident Shareholders being:

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

D. The summary of tax implications on buyback of equity shares listed on the stock exchanges in India is set out below. All references to equity shares in this note refer to equity shares listed on the recognized stock exchange(s) in India unless stated otherwise.

II. INCOME TAX PROVISIONS IN RESPECT OF BUY BACK OF SHARES LISTED ON THE RECOGNIZED STOCK EXCHANGE (BUY BACK WHOSE PUBLIC ACCOUNCEMENT HAS BEEN MADE ON OR AFTER 5TH JULY 2019 CONSIDERING RELEVANT AMENDMENTS UNDER THE FINANCE (NO. 2) ACT, 2019, TAXATION LAWS (AMENDMENT) ORDINANCE, 2019 AND FINANCE ACT, 2020.

A. The amended provisions of Section 115QA of the Act provides for the levy of additional income tax at the rate of 20% (plus surcharge @ 12% and Health and Education cess @ 4%) of the distributed income on account of buyback of shares by the Company. However, in case of buyback of shares which are listed on recognized stock exchange, the said provisions are applicable only in respect of shares **whose public announcement of buy back has been made on or after 5 July 2019**. Thus, any buyback of shares from a shareholder by a Company listed on a recognized stock exchange, on or after 5th July 2019, shall also be covered by the provisions of section 115QA of the Act. The consequential income arising in the hands of shareholders has been exempted from tax under sub-clause (34A) of section 10 of the Act. With the amendment in the Act, extending the provisions of Section 115QA of the Act to companies listed on recognized stock exchange, exemption under sub-clause (34A) of section 10 of the Act is extended to shareholders of the listed Company on account of buyback of shares, for which public announcement has been made after 5th July, 2019, on which additional income-tax has been paid by the Company.

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

1. Resident Shareholders or Deemed Resident Shareholders

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

2. Non-Resident Shareholders

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

C. Tax Deducted at Source ('TDS')

Currently, there are no provisions for tax deduction at source in respect of income earned from transfer/ buy-back of shares in case of resident shareholders/ deemed resident shareholders. The consequential income arising in the hands of shareholder will be exempted by virtue of sub clause (34A) of Section 10 of the Act. Therefore, no TDS will be deductible on the said income.

D. Securities Transaction Tax

Since the buyback of shares shall take place through the settlement mechanism of the stock exchange, securities transaction tax at 0.1% of the value of the transaction will be applicable.

The above note on taxation sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences of the disposal of equity shares. This note is neither binding on any regulators nor can there be any assurance that they will not take a position contrary to the comments mentioned herein. There can be no liability on the Company if any action is taken by the shareholder solely based on this tax summary. Therefore, shareholders cannot rely on this advice and the summary tax implications relating to the treatment of income tax in the case of buyback of equity shares listed on the stock exchange as set out above.

The summary of the tax considerations as above is based on the current provisions of the tax laws of India, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. In view of the specific nature of tax consequences, shareholders who are not tax residents of India are required to consult their tax advisors for the applicable tax and the appropriate course of action that they should take considering the provisions of the relevant Country or State tax law and provisions of DTAA where applicable.

24. DECLARATION BY THE BOARD OF DIRECTORS

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

- 24.1 The Board of Directors confirms that there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banking company.
- 23.2 The Board has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed an opinion:
- (i) that immediately following the date of the Board resolution approving the proposed Buyback the date on which the results of shareholders' resolution passed by way of Postal Ballot were declared, there will be no grounds on which the Company can be found unable to pay its debts;
 - (ii) as regards the Company's prospects for the year immediately following the date of the Board resolution and for the year immediately following the Postal Ballot Resolution and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board resolution; and

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

This declaration is made and issued under the authority of the Board of Directors in terms of the resolution passed at the meeting of held on Monday, January 29, 2024.

For and on behalf of the Board of Directors of Garware Technical Fibres Limited

Sd/-

Vayu Ramesh Garware
Chairman & Managing Director
DIN: 00092201

Sd/-

Shridhar Shrikrishna Rajpathak
Director
DIN: 00040387

Sd/-

Sunil Agarwal
Company Secretary and Compliance
Officer
Membership No.: 6407

25. REPORT BY THE COMPANY'S STATUTORY AUDITOR ON PERMISSIBLE CAPITAL PAYMENT

The text of the report dated January 29, 2024 received from the statutory auditor of the Company ("**Auditor's Report**") addressed to the Board of the Company is reproduced below:

Quote

To,
The Board of Directors
Garware Technical Fibres Limited
Plot No 11, Block D1, M.I.D.C,
Chinchwad, Pune – 411019,
Maharashtra, India

Dear Sir/ Madam,

Subject: Statutory Auditors' Report in respect of the proposed buyback of equity shares by Garware Technical Fibres Limited (the "Company") in terms of clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "Buyback Regulations").

1. This report is issued in accordance with our agreement dated January 23, 2024.
2. The Board of Directors of Garware Technical Fibres Limited (the "**Company**") have approved a proposal for buyback of equity shares by the Company at its meeting held on January 29, 2024 ("**Board Meeting**") in pursuance of the provisions of Sections 68, 69 and 70 of the Companies Act, 2013 as amended (the "**Act**"), the rules made thereunder, as amended, and the Buyback Regulations.
3. We have been engaged by the Company to perform a reasonable assurance engagement on determination of the amount of permissible capital payment in connection with the proposed buyback by the Company of its equity shares in pursuance of the provisions of Sections 68, 69 and 70 of the Act and regulations as specified in the Buyback Regulations and on the opinions expressed by the Board of Directors of the Company, as required under the Buyback Regulations.

Board of Directors Responsibility

4. The Board of Directors of the Company is responsible for the following:
 - i. The amount of capital payment for the buyback is properly determined; and
 - ii. It has made a full inquiry into the affairs and prospects of the Company and has formed the opinion that the Company will not be rendered insolvent within a period of one year from the date of the Board Meeting at which the buyback was approved.

Auditor's Responsibility

5. Pursuant to the requirement of the Buyback Regulations, it is our responsibility to obtain reasonable assurance on the following "Reporting Criteria":
 - i. whether we have inquired into the state of affairs of the Company

- ii. whether the amount of capital payment for the buyback is within the permissible limit computed in accordance with the provisions of Section 68 of the Act and Regulation 4(i) of the Buyback Regulations read with Regulation 5(i)(b) of the Buyback Regulations; and
 - iii. whether the Board of Directors has formed the opinion, as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from the date of the Board Meeting at which the buyback was approved.
6. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting Criteria. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the Reporting Criteria. Within the scope of our work, we performed the following procedures:
- i. Examined authorisation for buyback from the Articles of Association of the Company;
 - ii. Examined that the amount of capital payment for the buyback is within the permissible limit computed in accordance with the provisions of Section 68 of the Act and Regulation 4(i) of the Buyback Regulations;
 - iii. Examined that the ratio of the secured and unsecured debt owed by the Company after the buyback is not more than twice the paid-up capital and its free reserves based on both, the audited standalone and consolidated financial statements of the Company as on March 31, 2023;
 - iv. Examined that all the shares for buyback are fully paid-up;
 - v. Inquired into the state of affairs of the Company with reference to the audited standalone and consolidated financial statements of the Company as at and for the year ended March 31, 2023 (the “**Audited Financial Statements**”) which has been prepared by the Management of the Company; and examined budgets and projections prepared by the Management;
 - vi. Examined minutes of the meetings of the Board of Directors;
 - vii. Performed inquiry with the management in relation to the unaudited standalone and consolidated financial results for the six months ended on September 30, 2023. This unaudited financial information has been reviewed by us, on which we have issued unmodified conclusion vide our report dated November 6, 2023;
 - viii. Examined Directors' declarations for the purpose of buyback and solvency of the Company; and
 - ix. Obtained appropriate representations from the Management of the Company.
7. We conducted our examination in accordance with the ‘Guidance Note on Reports and Certificates for Special Purposes, issued by ICAI.
8. The financial statements referred to in paragraph 6 (v) above, have been audited by us on which we issued an unmodified audit opinion vide our report dated May 22, 2023. Our audit of these financial statements was conducted in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audits were not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.

Opinion

9. As a result of our performance of aforementioned procedures, we report that:
- i. We have inquired into the state of affairs of the Company in relation to: (i) its latest audited standalone and consolidated financial statements for the year ended March 31, 2023; and (ii) the statement of unaudited standalone and consolidated financial results for the six months ended on September 30, 2023;
 - ii. The amount of capital payment of Rs. 20,000 Lakh for the buyback in question (“Buyback Size”), as computed in the table below, is within the permissible capital payment of Rs. 25,044.96 Lakh calculated based on the Audited Financial Statements, which, in our opinion, is properly determined in accordance with Section 68 of the Act and Regulation 4(1) of the Buyback Regulations read with Regulation 5(i)(b) of the Buyback Regulations. The amount of equity share capital and free reserves (including securities premium) have been extracted from the Audited Financial Statements of the Company for the year ended March 31, 2023 as under:

Rs. in Lakh

Particulars	Standalone	Consolidated
A. Issued, subscribed and paid-up share capital as at March 31, 2023 (2,03,78,169 equity shares of Rs. 10/- each fully paid-up)	2,037.82	2037.82
B. Free reserves [#] as at March 31, 2023:		
-General Reserve	10,908.50	10908.50
-Retained Earnings	88,591.26	87,130.78
-Securities Premium account	102.74	102.74
Total (A+B)	1,01,640.32	1,00,179.84
Maximum amount permissible for buyback i.e. 25% of the total paid-up capital and free reserves	25,410.08	25,044.96

[#]Free reserves as defined in Section 2(43) of the Companies Act, 2013 read along with Explanation II provided in Section 68 of the Companies Act, 2013, as amended.

Calculation in respect of the permissible capital payment towards buyback of equity shares in accordance with Section 68 of the Act and Regulation 4(1) of the Buyback Regulations read with Regulation 5(i)(b) of the Buyback Regulations is done based on the Audited Financial Statements.

- iii. The Board of Directors in their meeting held on January 29, 2024 has formed the opinion, as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from date of the Board Meeting.

Restrictions on Use

10. Our work was performed solely to assist you in meeting your responsibilities with reference to the Buyback Regulations. Our obligations in respect of this report are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care we may have in our capacity as auditors of the Company.
11. This report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Buyback Regulations solely to enable the Board of Directors of the Company to include in:
- Public Announcement to be made to the shareholders of the Company;
 - The letter of offer to be filed with the Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited, Registrar of Companies, National Securities Depository Limited and the Central Depository Services (India) Limited, as applicable; and
 - for providing to the merchant banker to the Buyback.

We do not accept or assume any liability or duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

For Mehta Chokshi and Shah LLP
Chartered Accountants
Firm Registration Number: 106201W/ W100598

Abhay R Mehta
(Partner)
Membership Number: 46088
UDIN: 24046088BKAPMQ7053

Place: Pune
Date: January 29, 2024

Unquote

26. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the registered office of the Company at Plot No. 11, Block D-1, MIDC, Chinchwad, Pune – 411 019 between 10:30 a.m. and 5.00 p.m. (IST) on any day, except Saturday, Sunday and public holidays or on the website of the Company (i.e., www.garwarefibres.com), in accordance with the SEBI Buyback Regulations and such other circulars or notification, as may be applicable, during the Tendering Period:

- Copy of the certificate of incorporation of the Company;
- Memorandum and Articles of Association of the Company;

3. Copy of the annual reports of the Company for the fiscal years ended March 31, 2023, March 31, 2022 and March 31, 2021 and limited reviewed financials for six months period ended September 30, 2023;
4. Copy of the resolution passed by the Board of Directors at the meeting held on Monday, January 29, 2024 approving the proposal for Buyback;
5. Copy of Report dated January 29, 2024 received from Mehta, Chokshi & Shah LLP, Chartered Accountants, the Statutory Auditor of the Company, in terms of clause (xi) of Schedule I of the SEBI Buyback Regulations;
6. Copy of Declaration of solvency and an affidavit verifying the same in Form SH-9, as prescribed under Section 68(6) of the Companies Act, 2013;
7. Copy of the Escrow Agreement dated March 11, 2024 amongst the Company, Motilal Oswal Investment Advisors Limited and HDFC Bank Limited;
8. Certificate from the Statutory Auditor dated March 7, 2024, certifying that the Company has adequate funds for undertaking the Buyback;
9. Copy of Public Announcement for Buyback dated March 9, 2024 published in newspapers on March 11, 2024, regarding Buyback of the Equity Shares; and
10. Opinion dated March 27, 2024 obtained by the Company from M/s Mehta Chokshi and Shah LLP, Chartered Accountants, on taxation;

27. DETAILS OF COMPANY SECRETARY AND COMPLIANCE OFFICER

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

Mr. Sunil Agarwal
 Company Secretary
 Garware Technical Fibres Limited
 Plot No. 11, Block D-1
 MIDC, Chinchwad
 Pune – 411 019
Tel: +91 020 2799 0224
E-mail: sagarwal@garwarefibres.com
Website: www.garwarefibres.com

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

- (a) In case of any grievances relating to the Buyback (including non-receipt of the Buyback consideration, share certificate, demat credit, etc.), the Eligible Shareholders can approach the Company Secretary and Compliance Officer and/or Manager to the Buyback and/or Registrar to the Buyback for redressal.
- (b) If the Company makes any default in complying with Sections 68, 69, 70 of the Companies Act including the rules thereunder, 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, as applicable.
- (c) The address of the concerned office of the Registrar of Companies is as follows:

The Registrar of Companies
 Green Building, PCNTDA Park
 1st and 2nd, Akurdi, Pune
 Maharashtra – 411 044

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

In case of any query, the shareholders may also contact Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company, appointed as the Investor Service Centre for the purposes of the Buyback, on any day except Saturday and Sunday and public holiday between 9:30 a.m. to 5:30 p.m. (IST) at the following address:

LINKIntime

Link Intime India Private Limited

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg,
 Vikhroli (West), Mumbai 400 083,
 Maharashtra, India

Tel No.: +91 810 811 4949; **Fax No.:** +91 22 4918 6195

Contact Person: Shanti Gopalakrishnan

Email: garware.buyback2024@linkintime.co.in; **Website:** www.linkintime.co.in

Investor Grievance E-mail: ipo.helpdesk@linkintime.co.in

SEBI Registration No.: INR000004058

Validity Period: Permanent

CIN: U67190MH1999PTC118368

30. DETAILS OF THE MANAGER TO THE BUYBACK



Motilal Oswal Investment Advisors Limited

Motilal Oswal Tower
Rahimtullah Sayani Road
Opposite Parel ST Depot
Prabhadevi, Mumbai - 400 025
Maharashtra, India

Tel. No.: +91 22 7193 4380

Contact Person: Subodh Mallya

Email: gtfl.buyback@motilaloswal.com

SEBI Registration No: INM000011005

Corporate Identity Number: U67190MH2006PLC160583

31. DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THE LETTER OF OFFER

In terms of Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors accepts responsibility for all the information contained in this Letter of Offer and confirms that it contains true, factual and material information and does not contain any misleading information. This Letter of Offer is issued under the authority of the Board and in terms of the resolution passed by the Board on Monday, January 29, 2024.

For and on behalf of the Board of Directors of Garware Technical Fibres Limited

Sd/-

Sd/-

Sd/-

Vayu Ramesh Garware
Chairman & Managing Director
DIN: 00092201

Shridhar Shrikrishna
Rajpathak
Director
DIN: 00040387

Sunil Agarwal
Company Secretary and Compliance Officer
Membership No.: 6407

Place: Pune

Date: March 27, 2024

32. TENDER FORM

32.1 Tender Form (for Eligible Shareholders holding Equity Shares in dematerialized form)

32.2 Tender Form (for Eligible Shareholders holding Equity Shares in physical form)

32.3 Form No. SH-4 – Securities Transfer Form

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

Bid Number:

Date:

To,
Garware Technical Fibres Limited
 C/o Link Intime India Private Limited
 C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg
 Vikhroli (West), Mumbai
 Maharashtra, India – 400 083

Dear Sir/ Madam,

Sub: Letter of Offer dated March 27, 2024 in relation to the buyback of not exceeding 5,25,000 fully paid-up equity shares of face value of INR 10/- each (the “Equity Shares”) of Garware Technical Fibres Limited (the “Company”) at a price of INR 3,800/- per Equity Share (Buyback Offer Price) through the tender offer process, pursuant to the provisions of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, as amended (“SEBI Buyback Regulations”) and the Companies Act, 2013, as amended (“Buyback”), payable in cash

- I / We having read and understood the Letter of Offer dated March 27, 2024 issued by the Company hereby tender / offer my / our Equity Shares in response to the Buyback in accordance with 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 below) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
- I / We hereby affirm that the Equity Shares comprised in this tender/offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.
- 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 Offer Price only after due verification of the validity of documents and that the consideration will be paid as per the secondary market mechanism.
- I/We agree that the consideration for the accepted Equity Shares will be paid to the Eligible Equity Shareholder as per the provisions of Buyback Regulations and circulars issued by SEBI.
- I / We agree to receive, at my/our own risk, the invalid / unaccepted Equity Shares under the Buyback in the demat account from where I / we have tendered the Equity Shares in the Buyback.
- I / We agree to return to the Company any Buyback consideration that may be wrongfully received by me / us.
- I / We acknowledge that the responsibility to discharge tax, if any, due on any gains arising on the buyback is on me/us. I/We agree to compute gains on this transaction and immediately pay applicable taxes in India (whether by deduction of tax at source, or otherwise) and file tax return in consultation with our custodians/ authorized dealers/ tax advisors appropriately.
- I / We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me/us on buyback of shares. I/We also undertake to provide the Company, the relevant details in respect of the taxability/non-taxability of the proceeds arising on buyback of Equity Shares by the Company, copy of tax return filed in India, evidence of the tax paid etc., whenever called for.
- 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 2013 and the rules made thereunder and SEBI Buyback Regulations and any other applicable laws.
- Applicable for all Non-resident shareholders only:**
 - I / We undertake to pay income taxes in India (whether by deduction of tax at source or otherwise) on any income arising on such Buyback and taxable in accordance with prevailing income tax laws in India within the applicable time period for such payment. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me / us.
 - I/We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any, and to the extent required from the concerned authorities including approvals from the RBI under the Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, as amended (“FEMA”) and any other the rules and regulations, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, and any other rules, regulations and guidelines, in regard to remittance of funds outside India.
- 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 (Tuesday, March 26, 2024)		
Number of Equity Shares Entitled for Buy-back (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 21 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.

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ACKNOWLEDGMENT SLIP: GARWARE TECHNICAL FIBRES LIMITED BUYBACK 2024
(To be filled by the Eligible Shareholder) (Subject to verification)

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

BUYBACK OPENS ON:		Monday, April 01, 2024
BUYBACK CLOSES ON:		Friday, April 05, 2024
For Registrar/Collection Centre use		
Inward No.	Date	Stamp
Status (please tick appropriate box)		
<input type="checkbox"/>	Individual/HUF	<input type="checkbox"/>
<input type="checkbox"/>	Body Corporate	<input type="checkbox"/>
<input type="checkbox"/>	Venture Capital Fund	<input type="checkbox"/>
<input type="checkbox"/>	Insurance Co.	<input type="checkbox"/>
<input type="checkbox"/>	Non Resident Individual/OCB	<input type="checkbox"/>
<input type="checkbox"/>	FVCI	<input type="checkbox"/>
<input type="checkbox"/>	Others (specify)	<input type="checkbox"/>
India Tax Residency Status: Please tick appropriate box		
<input type="checkbox"/>	Resident in India	<input type="checkbox"/>
<input type="checkbox"/>	Non-Resident in India	<input type="checkbox"/>
<input type="checkbox"/>	Resident of	<input type="checkbox"/>
		<i>(Shareholder to fill the country of residence)</i>
Route of Investment (For NR Shareholders only)		
<input type="checkbox"/>	Portfolio Investment Scheme	<input type="checkbox"/>
<input type="checkbox"/>	Foreign Investment Scheme	<input type="checkbox"/>

14. 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. "Garware Technical Fibres Limited" and the price at which the Equity Shares are being transferred i.e. "Price determined in accordance with the SEBI Buyback Regulations" duly signed by the shareholder or his/its duly appointed agent and in the latter case, also enclose the power of attorney.

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

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

16. Equity Shareholders Details:

Particulars	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) of the Equity Shareholder				
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 shareholders must affix rubber stamp and sign under valid authority. The relevant corporate authorization should be enclosed with the application form submitted.

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

- The Buyback will open on Monday, April 01, 2024 and close on Friday, April 05, 2024.
- This Tender form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
- Eligible Shareholders who desire to tender their Equity Shares in the dematerialized form under the Buyback would have to do so through their respective Shareholder's Broker by indicating the details of the Equity Shares they intend to tender under the Buyback. For Further details, please see the procedure as specified in the section entitled "Procedure for Tender Offer and Settlement" on paragraph 22 of the Letter of Offer.
- Shareholders may submit their duly filled Tender Form to the office of Registrar to the Buyback (as mentioned in Paragraph 20 of the Letter of Offer) only post placing the bid via the Shareholder Broker.
- In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered shareholder is still incomplete, then such entity along with the Tender Form should file a copy of the following documents: (i) Approval from the appropriate authority for such merger; (ii) the scheme of merger; and (iii) the requisite form filed with MCA intimating the merger.
- The Buyback shall be rejected for Eligible Shareholders holding Equity Shares in dematerialized form in case of receipt of the completed Tender Form and other documents but non-receipt of Equity Shares in the special account of the Clearing Corporation or a non-receipt of valid bid in the exchange bidding system.**
- The shares in the Buyback would be liable to be rejected if (i) the tenderer is not an Eligible Shareholder of the Company as on the Record Date; (ii) if there is a name and PAN mismatch in the demat account of the Eligible Shareholder; and (iii) in the event of non-receipt of the completed Tender Form and other documents from the Eligible Shareholders who were holding shares in physical form as on the Record Date and have placed their bid in dematerialized form.
- 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 SEBI Buyback Regulations.
- Eligible Shareholders to whom the Buyback 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.
- For the procedure to be followed by Eligible Shareholders for tendering Equity Shares in the Buyback, please refer to paragraph 22 of the Letter of Offer.
- 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 non-resident Eligible 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.
- In the event of non-receipt of the Letter of Offer by an Eligible Shareholder, the Eligible Shareholder holding Equity Shares may participate in the Buyback by providing their application in writing on plain paper signed by all Eligible Shareholders (in case of joint holding), stating name and address of Eligible Shareholders(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name/ID, beneficiary account number and the number of Equity Shares tendered for the Buyback.
- Eligible Sellers have to fill up the EVENT number issued by the depository in the column for settlement details along with the market type as "Buyback", ISIN, Quantity of shares and CM BP ID of broker and execution date in the Delivery Instruction Slips (DIS) so that Equity Shares can be tendered in the Buyback.
- Non-Resident Shareholders must obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the RBI under FEMA and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA and any other rules, regulations and guidelines, in regard to remittance of funds outside India.
- For the Eligible Shareholders holding Equity Shares in demat form, the Tender Form and TRS are not required to be submitted to the Company, Manager or the Registrar. After the 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 the Eligible Shareholders holding Equity Shares in demat form.

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

-----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:

Garware Technical Fibres Limited Buyback 2024

Link Intime India Private Limited

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai, Maharashtra, India – 400 083

Contact Person: Shanti Gopalakrishnan

Tel: +91 810 811 4949; **Fax:** +91 22 4918 6195; **E-mail:** garware.buyback2024@linkintime.co.in;

Investor Grievance Id: ipo.helpdesk@linkintime.co.in ; **SEBI Registration Number:** INR000004058

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

Bid Number:
Date:

BUYBACK OPENS ON:		Monday, April 01, 2024
BUYBACK CLOSES ON:		Friday, April 05, 2024
For Registrar/Collection Centre use		
Inward No.	Date	Stamp
Status (please tick appropriate box)		
<input type="checkbox"/> Individual/HUF	<input type="checkbox"/>	<input type="checkbox"/> FII/FPI
<input type="checkbox"/> Body Corporate	<input type="checkbox"/>	<input type="checkbox"/> Mutual Fund
<input type="checkbox"/> Venture Capital Fund	<input type="checkbox"/>	<input type="checkbox"/> Bank / Financial Institution
<input type="checkbox"/> Insurance Co.	<input type="checkbox"/>	<input type="checkbox"/> Pension / PF
<input type="checkbox"/> Non Resident Individual/OCB	<input type="checkbox"/>	<input type="checkbox"/> Foreign Company
<input type="checkbox"/> FVCI	<input type="checkbox"/>	<input type="checkbox"/> Partnership/LLP
<input type="checkbox"/> Others (specify)	<input type="checkbox"/>	<input type="checkbox"/>
India Tax Residency Status: Please tick appropriate box		
<input type="checkbox"/> Resident in India	<input type="checkbox"/> Non-Resident in India	<input type="checkbox"/> Resident of <i>(Shareholder to fill the country of residence)</i>
Route of Investment (For NR Shareholders only)		
<input type="checkbox"/> Portfolio Investment Scheme	<input type="checkbox"/>	<input type="checkbox"/> Foreign Investment Scheme

To,

Garware Technical Fibres Limited
C/o Link Intime India Private Limited
C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg
Vikhroli (West), Mumbai
Maharashtra, India – 400 083

Dear Sir/ Madam,

Sub: Letter of Offer dated March 27, 2024 in relation to the Buyback of not exceeding 5,25,000 fully paid-up equity shares of face value of INR 10/- each (the “Equity Shares”) of Garware Technical Fibres Limited (the “Company”) at a price of INR 3,800/- per Equity Share (“Buyback Offer Price”) through the tender offer process, pursuant to the provisions of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended and the Companies Act, 2013, as amended (“Buyback”), payable in cash

- I / We having read and understood the Letter of Offer dated March 27, 2024 issued by the Company hereby tender / offer my / our Equity Shares in response to the Buyback in accordance with 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 below) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
- I / We hereby affirm that the Equity Shares comprised in this tender/ offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.
- 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 consideration for the accepted Equity Shares will be paid to the Shareholder Broker as per secondary market mechanism.
- I/We agree that the consideration for the accepted Equity Shares will be paid to the Eligible Equity Shareholder as per the provisions of Buyback Regulations and circulars issued by SEBI
- I/ We acknowledge that the responsibility to discharge tax, if any, due on any gains arising on buyback is on me / us. I / We agree to compute gains on this transaction and immediately pay applicable taxes in India (whether by deduction of tax at source, or otherwise) and file tax return in consultation with our custodians/ authorized dealers/ tax advisors appropriately.
- I/ We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on buyback of shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc., whenever called for.
- 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 Offer Price only after due verification of the validity of documents and that the consideration may be paid to the first named Eligible Shareholder as per the secondary market 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 the Company to effect the Buyback in accordance with the Companies Act 2013 and the rules made thereunder and Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended, and any other applicable laws.
- I/ We authorise 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.
- Eligible Shareholders holding Equity Shares in physical form are advised to get their shares dematerialized before tendering their Equity Shares in the Buyback.
- 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 (Tuesday, March 26, 2024)		
Number of Equity Shares Entitled for Buy-back (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 21 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.

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ACKNOWLEDGMENT SLIP: GARWARE TECHNICAL FIBRES LIMITED BUYBACK 2024
(To be filled by the Equity Shareholder) (Subject to verification)

Folio No.	
Received from Mr./ Ms./ M/s.	
Form of Acceptance-cum-Acknowledgment, Original TRS along with:	
No. of Equity Shares offered for Buyback (In figures)	(in words)
Please quote Folio No. for all future correspondence	Stamp of Broker/Registrar

16. Details of Share Certificate(s) enclosed: _____ Total no. of Share Certificates submitted: _____

Sr. No.	Folio No.	Share Certificate No.	Distinctive No(s)		No. of Equity Shares
			From	To	
1.					
2.					
3.					
4.					
5.					
Total					

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

17. 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)

18. Details of other documents (Please √ as appropriate, if applicable) enclosed:

Power of Attorney	Previous RBI approvals for acquiring the Equity Shares of Garware Technical Fibres Limited hereby tendered in the Buyback
Death Certificate	Succession Certificate
Self-attested copy of Permanent Account Number (PAN card)	Corporate authorisations
TRS	Others (please specify)

19. **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 the applicable time period for such payment. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me / us.
- I/We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any, and to the extent required from the concerned authorities including approvals from the RBI under the Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, as amended ("FEMA") and any other the rules and regulations, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, and any other rules, regulations and guidelines, in regard to remittance of funds outside India.

20. 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 shareholders must affix rubber stamp and sign under valid authority. The relevant corporate authorisation should be enclosed with the application form submitted.

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

- The Buyback will open on Monday, April 01, 2024 and close on Friday, April 05, 2024.
- Eligible Shareholders who wish to tender their Equity Shares in response to this Buyback should submit the following documents to their Shareholder Broker. The Eligible Shareholders / Shareholder Broker 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 by 5:00 p.m. on Friday, April 05, 2024 directly to the Registrar shall result in the rejection of the tendered Equity Shares: (i) 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 Equity Shares; (ii) original share certificates; (iii) valid share transfer form(s) (Form SH-4) duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company/Registrar) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company; (iv) self-attested copy of the Shareholder's PAN Card; (v) any other relevant documents such as (but not limited to) (a) duly attested Power of Attorney if any person other than the Equity Shareholder has signed the relevant Tender Form; (b) notarized copy of death certificate and succession certificate or probated will, as applicable, if the original Shareholder has deceased; and (c) necessary corporate authorisations, such as board resolutions etc., in case of companies; (vi) 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 of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the offer by providing their application in plain paper in writing signed by all Eligible Shareholders (in case of joint holding), stating name, address, folio number, number of Equity Shares held, Equity Share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, enclosing the original Equity Share certificate(s), copy of Eligible Shareholder's PAN card(s) and executed share transfer form in favour of the Company. Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents, reach the Registrar to the Buyback on or before from the Buyback Closing Date i.e. Friday, April 05, 2024 by 5:00 p.m.
- In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered shareholder is still incomplete, then such entity along with the Tender Form should file a copy of the following documents: (i) Approval from the appropriate authority for such merger; (ii) the scheme of merger; and (iii) the requisite form filed with MCA intimating the merger.
- Eligible Shareholders to whom the Buyback 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 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, please refer to Paragraph 22 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: (a) If any other company share certificates are enclosed with the Tender Form instead of the share certificate of the Company; (b) non-submission of Notarized copy of death certificate and succession certificate / probated/Will, as applicable in case any Eligible Shareholder has deceased; (c) if the Eligible Shareholder(s) tender the Equity Shares but the Registrar does not receive the share certificate; (d) in case the signature on the Tender Form and Form SH-4 doesn't match as per the specimen signature recorded with Company / Registrar; (e) if necessary corporate authorizations under official stamp are not accompanied with tender form; (f) if the transmission of the Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; or (g) the Form SH-4 is not witnessed.
- I/We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the RBI under the Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, as amended ("FEMA") and any other the rules and regulations, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, and any other rules, regulations and guidelines, in regard to remittance of funds outside India.
- By agreeing to participate in the Buyback, the non-resident Eligible Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reportings, if required, including FC-TRS form, and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
- Non-Resident Shareholders must obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the RBI under FEMA and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA and any other rules, regulations and guidelines, in regard to remittance of funds outside India.
- 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) 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 Friday, April 05, 2024 by 5:00 p.m.

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

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ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR FOLIO NUMBER:

Investor Service Centre:

Garware Technical Fibres Limited Buyback 2024

Link Intime India Private Limited

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai, Maharashtra, India – 400 083

Contact Person: Shanti Gopalakrishnan

Tel: +91 810 811 4949; **Fax:** +91 22 4918 6195; **E-mail:** garware.buyback2024@linkintime.co.in;

Investor Grievance Id: ipo.helpdesk@linkintime.co.in ; **SEBI Registration Number:** INR000004058

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: __ / __ / 2024

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 5 2 0 9 M H 1 9 7 6 P L C 0 1 8 9 3 9

Name of Company (in full)	:	GARWARE TECHNICAL FIBRES LIMITED
Name of the Stock Exchange where the company is listed, (if any)	:	National Stock Exchange of India Limited and 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

Distinctive Number	From	
	To	
Corresponding Certificate Nos.		

	Transferor's Particulars
Registered Folio Number:	

Name(s) in full and PAN (attach copy of pan card)	Seller's 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	:	
Pin Code	:	

Transferee's Particulars

Name in full (1)	Father's/Mother's/Spouse Name (2)	Address & E-mail id Registered & Corporate Office: (3)
GARWARE TECHNICAL FIBRES LIMITED	Not Applicable	GARWARE TECHNICAL FIBRES LIMITED, PLOT NO. 11, BLOCK D-1, MIDC, CHINCHWAD, PUNE – 411 019 secretarial@garwarefibres.com
Occupation (4)	Existing Folio No., if any (5)	Signature (6)
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, _____

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	

Stamps

ON THE REVERSE PAGE OF THE CERTIFICATE

Name of the Transferor	Name of the Transferee	Number of Shares	Date of Transfer
Signature of the Authorised Signatory			