

LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as a registered Eligible Shareholder(s)/ Beneficial Owner(s) of equity shares of M/s. SKP Securities Limited (the "Company" or "SKPSL") as on Record Date in accordance with Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("Buyback Regulations"). If you require any clarifications about the action to be taken, you may consult your stock broker or investment consultant or Manager to the Buyback (VC Corporate Advisors Private Limited) or Registrar to the Buyback (MaheshwariDatamatics Private Limited). Please refer to the section on 'Definitions' for the definition of the capitalized terms used herein.



SKP SECURITIES LIMITED

CIN: L74140WB1990PLC049032

Registered Office: Chatterjee International Centre, Level 21,
33A, Jawaharlal Nehru Road, Kolkata – 700 071

Tel. No.: +91 033 4007 7000; **Fax:** +91 033 4007 7007

Website: www.skpsecurities.com; **Email:** cs@skpsecurities.com

Company Secretary and Compliance Officer: Ms. Alka Khetawat

CASH OFFER FOR BUYBACK OF UPTO 9,95,000 (NINE LAKHS NINETY FIVE THOUSAND) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH, REPRESENTING 22.62% OF THE TOTAL NUMBER OF EQUITY SHARES IN THE ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY AS ON MARCH 31, 2019, FROM ALL THE ELIGIBLE EQUITY SHAREHOLDER(S)/ BENEFICIAL OWNER(S) OF THE COMPANY AS ON FRIDAY, JULY 05, 2019 (RECORD DATE), ON A PROPORTIONATE BASIS, THROUGH THE "TENDER OFFER" ROUTE AT A BUYBACK PRICE OF RS. 70/- (RUPEES SEVENTY ONLY) PER EQUITY SHARE PAYABLE IN CASH FOR AN AGGREGATE CONSIDERATION NOT EXCEEDING RS. 6,96,50,000/- (RUPEES SIX CRORES NINETY SIX LAKHS FIFTY THOUSAND ONLY)

- The Buyback is in accordance with Article 41 of the Articles of Association of the Company, the provisions of Sections 68, 69, 70, 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended, the Companies (Share Capital and Debentures Rules), 2014, the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 4(iv)(a) of the Buyback Regulations. The Buyback is subject to approvals, permissions and sanctions as may be necessary from regulatory authorities as required under applicable laws, including but not limited to Securities and Exchange Board of India ("SEBI"), BSE Limited ("BSE"), Stock Exchanges of which the Company is registered as a Member and approval of Depositories of which the Company is a Depository Participant. The Buyback would be facilitated by tendering of Equity Shares by shareholders and settlement of the same through the stock exchange mechanism as specified in accordance with SEBI circular number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, read with SEBI circular number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, as may be amended from time to time, which prescribes mechanism for tendering and settlement of equity shares through stock exchange (together referred to as "SEBI Circulars"). In this regard, the Company will request BSE to provide the acquisition window. For the purpose of this Buyback, BSE would be the Designated Stock Exchange.
- The Buyback Size of Rs. 6,96,50,000/- (Rupees Six Crores Ninety Six Lakhs Fifty Thousand only) represents 24.99% and 24.96% fully paid up equity share capital and free reserve as per latest Audited Standalone and Consolidated Audited Financials for the year ended 31st March, 2019 respectively (which is within the limit of 25% of the fully paid up equity share capital and free reserves of the Company as per latest Audited Financials). The Letter of Offer will be sent to the Eligible Shareholder(s)/ Beneficial Owner(s) of Equity Shares of the Company as on the Record Date i.e. Friday July 05, 2019.
- The procedure for tender/ offer and settlement is set out in Paragraph 20 of this Letter of Offer. The tender form ("Tender Form") is enclosed together with this Letter of Offer.
- For mode of payment of consideration to the Shareholders, please refer to Paragraph 20 of this Letter of Offer.
- A copy of the Public Announcement and this Letter of Offer (including the Tender Form) is expected to be available on the website of SEBI - <http://www.sebi.gov.in>.
- Shareholders are advised to refer to Paragraph 17 (Details of the Statutory Approvals) and Paragraph 21 (Note on Taxation) of this Letter of Offer before tendering their Shares in the Buyback.

BUYBACK OPENS ON: [OCTOBER 25, 2019, FRIDAY]

BUYBACK CLOSING ON: [NOVEMBER 08, 2019, FRIDAY]

All future correspondence in relation to Buyback, if any, should be addressed to the Manager to the Buyback or the Registrar to the Buyback at the respective addresses mentioned below:

	MANAGER TO THE BUYBACK:		REGISTRAR TO THE BUYBACK:
	<p>VC Corporate Advisors Private Limited CIN: U67120WB2005PTC106051 SEBI REGN No.: INM000011096 Validity of Registration: Permanent (Contact Person: Ms. Urvi Belani) 31 Ganesh Chandra Avenue, 2nd Floor, Suite No –2C, Kolkata-700 013. Phone No : (033) 2225-3940 Fax : (033) 2225-3941 Email: mail@vccorporate.com Website: www.vccorporate.com</p>		<p>MaheshwariDatamatics Private Limited CIN: U20221WB1982PTC034886 SEBI REGN No.: INR000000353 Validity of Registration: Permanent (Contact Person: Mr. S. Rajagopal) 23, R.N. Mukherjee Road, 5th Floor, Kolkata – 700 001 Tel No.: (033) 2248-2248 Fax No.: (033) 2248 4787 Email: mdpldc@yahoo.com Website: www.mdpl.in</p>

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1. SCHEDULE OF ACTIVITIES:

ACTIVITIES	DATE	DAY
Date of Board Meeting approving the Buyback	April 27, 2019	Saturday
Date of Declaration of results of Postal Ballot/e-voting	June 22, 2019	Saturday
Date of Public Announcement for Buyback	June 24, 2019	Monday
Date of publication of Public Announcement for Buyback	June 25, 2019	Tuesday
Record Date for determining the Buyback Entitlement and the names of Eligible Shareholders	July 05, 2019	Friday
Buyback Opening date	October 25, 2019	Friday
Buyback Closing date	November 08, 2019	Friday
Last Date of verification of Tender Forms by the Registrar	November 13, 2019	Wednesday
Last date of intimation regarding acceptance/non-acceptance of Tendered Equity Shares to the BSE Limited by the Registrar	November 13, 2019	Wednesday
Last date of Settlement of Bids on the BSE Limited	November 20, 2019	Wednesday
Last date of return of unaccepted Equity Shares by BSE Limited to Seller Member/ Broker	November 20, 2019	Wednesday
Last date of Extinguishment of Equity Shares	November 27, 2019	Wednesday

Note: Where last dates are mentioned for certain activities, such activities may happen 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 specifies otherwise, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Letter of Offer, but not defined herein shall have the meaning ascribed to such terms under the Buyback Regulations, the Companies Act, the Depositories Act, 2018, and the rules and regulations made thereunder.

Acceptance	Acceptance of Equity Shares tendered by Eligible Shareholder(s) in the Buyback Offer.
Act or Companies Act	The Companies Act, 2013, as amended and rules framed thereunder.
Acquisition Window	The facility for acquisition of Equity Shares through mechanism provided by BSE Limited in the form of a separate window in accordance with the SEBI Circulars.
Additional Shares	Shares tendered by an Eligible Shareholder over and above the Buyback Entitlement of such shareholder not exceeding the equity shares held by such eligible shareholder as on the Record Date.
Articles or Articles of Association	Articles of Association of the Company
Board or Board of Directors	The Board of Directors of the Company (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized 'Committee' thereof).
Board Meeting	Meeting of Board of Directors of SKP Securities Limited held on April 27, 2019 approving the proposal for the Buyback of Equity Shares.
Shareholders Meeting	The Shareholders of the Company approved the Buyback of SKP Securities Limited through postal ballot/e-voting the results of which were declared on June 22, 2019.
BSE	BSE Limited.
Buyback Regulations / SEBI (Buyback of Securities) Regulations, 2018	Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, as amended from time to time.
Buyback Entitlement or Entitlement	The number of Equity Shares that an Eligible Shareholder is entitled to tender in the Buyback Offer, based on the number of Shares held by such Eligible Shareholder, on the Record Date and the ratio of Buyback applicable in the category, to which such Shareholder belongs.
Buyback or Buyback Offer or Offer	Cash Offer by SKP Securities Limited to Buyback upto 9,95,000 Equity Shares having face value of Rs. 10/- each at a price of Rs. 70/- per equity share from the Eligible Shareholders of the Company on a proportionate basis through Tender Offer route.
Buyback Price or Offer Price	Price at which shares will be bought back from the Eligible Shareholder i.e. Rs. 70/- per equity share, payable in cash.
Buyback Size or Offer Size	Number of Equity Shares proposed to be bought back at the Buyback Price for an aggregate amount not exceeding Rs. 6,96,50,000/- [Rupees Six Crores Ninety Six Lakhs Fifty Thousand Only].
Buyback Period	The period between the date of the Shareholders Meeting, i.e. June 22, 2019 and the date on which the payment of consideration to the Eligible Shareholders who have accepted the Buyback is made.

Clearing Corporation	Indian Clearing Corporation Limited
Compliance Officer	Ms.AlkaKhetawat, Company Secretary.
Company or Our Company	SKP Securities Limited
CDSL	Central Depository Services (India) Limited.
DP	Depository Participant.
Designated Stock Exchange	BSE Limited
Eligible Shareholder(s) or Shareholder(s) or Members	Person(s) eligible to participate in the Buyback Offer and would mean all shareholders/beneficial owner(s) of Equity Shares of the Company as on Record Date i.e. July 05, 2019.
Escrow Account	The Escrow Account titled SKP Securities Ltd. Buyback Offer Escrow Account opened with the Escrow Agent in terms of Escrow Agreement.
Escrow Agent	HDFC Bank Limited
Escrow Agreement	The escrow agreement to be entered into between the Company, the Manager to the Offer and Escrow Agent.
FEMA	Foreign Exchange Management Act, 1999 as amended from time to time, including the regulations, circulars, directions and notifications issued thereunder.
General Category	Eligible Shareholders other than the Small Shareholders.
ITA or IT Act or Income Tax Act	Income Tax Act, 1961, as amended from time to time.
LOF or Offer Document	Letter of Offer to be dispatched to Eligible Shareholders.
LODR Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
Manager to the Buyback or Manager to the Offer	VC Corporate Advisors Private Limited
Management and Administration Rules	The Companies (Management and Administration) Rules, 2014
Non-Resident Shareholders	Includes Non-Resident Indians (NRI), Foreign Institutional Investors (FII) and Overseas Corporate Bodies (OCB).
NSDL	National Securities Depository Limited.
Equity Share(s) or Share(s)	The Company's fully paid-up equity share(s) of face value of Rs. 10/- (Rupees Ten) each.
Offer Period or Tendering Period or Tender Period	Period of ten working days from the date of opening of the Buyback Offer i.e. [25.10.2019, Friday] till its closure i.e. [08.11.2019, Friday] (both days inclusive).
PA or Public Announcement	The Public Announcement dated 24.06.2019, made in accordance with the Buyback Regulations, published on 25.06.2019 in all editions of Financial Express (English National daily), Jansatta (Hindi National Daily) and Aajkal (Bengali Daily) on 25.06.2019 each with wide circulation.
PAN	Permanent Account Number.
RBI	Reserve Bank of India.
Record Date	The date for the purpose of determining the entitlement and the names of the Shareholders, to whom the Letter of Offer will be sent and who are eligible to participate in the Buyback Offer in accordance with Buyback Regulations. The Record Date determined for this Buyback Offer is July 05, 2019.
Registrar to the Buyback or Registrar to the Offer	MaheshwariDatamatics Private Limited.
Reserved Category	The Small Shareholders eligible to tender Shares in the Buyback.
SEBI	Securities and Exchange Board of India.
SEBI Circulars	SEBI circular number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, read with SEBI circular number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, as may be amended from time to time.
Seller Member or Seller Broker	A stock broker (who is a member of the BSE and /or NSE) of an Eligible Shareholder, through whom the Eligible Shareholder wants to participate in the Buyback.
Share Capital Rules	The Companies (Share Capital and Debentures) Rules, 2014.
Small Shareholder	A Shareholder, who holds shares of market value not more than Rs. 2,00,000/- (Rupees Two Lakhs only), on the basis of closing price on BSE Limited, as on Record Date i.e. July 05, 2019.
Stock Exchange or Recognized Stock Exchange	BSE Limited i.e., the only Stock Exchange where the equity shares of the Company are listed.
Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
Tender Form	Form of Acceptance-cum-Acknowledgement.
Tender Offer	Method of Buyback as defined in Regulation 2(1)(q) of the Buyback Regulations.
TRS	Transaction Registration Slip generated by the exchange bidding system.
Working Day	Working day as defined in the Buyback Regulations.

3. DISCLAIMER CLAUSE

3.1 As required, a copy of this Letter of Offer has been submitted to Securities and Exchange Board of India (SEBI). It is to be distinctly understood that submission of the 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 the offer document. The Manager to the Buyback, M/s. VC Corporate Advisors Private Limited has certified that the disclosures made in the offer document are generally adequate and are in conformity with the provisions of the Act and Buyback Regulations. This requirement is to facilitate investors to take an informed decision for tendering their shares in the Buyback.

3.2 It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in the offer document, 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, M/s. VC Corporate Advisors Private Limited has furnished to SEBI a Due Diligence Certificate dated July 01, 2019 in accordance with 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 finalization of the public announcement and draft letter of offer. On the basis of such examination and the discussions with the Company, we hereby state that:

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

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

3.4 The Directors of the Company declare and confirm that no information/material likely to have a bearing on the decision of investors has been suppressed/withheld and/or incorporated in the manner that would amount to mis-statement/mis-representation and in the event of it transpiring at any point of time that any information/material has been suppressed/withheld and/or amounts to a mis-statement/mis-representation, the Promoters/Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act and the SEBI (Buy-Back of Securities) Regulations, 2018, as amended.

3.5 The Directors also declare and confirm that funds borrowed from banks and financial institutions, if any, will not be used for the Buyback.

4 TEXT OF THE RESOLUTION PASSED AT THE BOARD MEETING

“**RESOLVED THAT** in accordance with Article 41 of the Articles of Association of the Company and the provisions of Sections 68, 69 70, 110 and all other applicable provisions, if any, of the Companies Act, 2013 as amended, (the “**Act**” / “**Companies Act**”), the Companies (Share Capital and Debentures) Rules, 2014 (“**Share Capital and Debenture Rules**”) and the Companies (Management and Administration) Rules, 2014 (“**Companies Management and Administration Rules**”) as amended and in compliance with Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, (“**Buyback Regulations / SEBI Buyback Regulations**”) and other applicable laws, if any, including any amendments, statutory modifications or re-enactments for the time being in force, and subject to approval of members of the Company by way of Special Resolution through Postal Ballot (Physical & E-voting) process and all other applicable statutory and regulatory approvals including Stock Exchanges of which the Company is registered as a Member and approval of Depositories of which the Company is a Depository Participant, the consent of Board Members of the Company be and is hereby accorded for the buyback by the Company of 9,95,000 Equity shares of Rs. 10/- each fully paid-up (representing 22.62% of the total no. of equity shares in the paid up equity share capital of the Company as on 31st March 2019) at a price of Rs. 70/- (Rupees Seventy Only) per equity share (“**Buyback Price**”) aggregating to Rs. 6,96,50,000/- (Rupees Six Crores Ninety Six Lakhs Fifty Thousand Only) (excluding Company’s expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India (“**SEBI**”), advisors/legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, transaction costs such as brokerage, securities transaction tax, goods and service tax, stamp duty, brokerage, etc.) (“**Buyback Size**”), not exceeding 25% of the paid-up equity share capital and free reserves of the Company as per the latest Standalone and Consolidated Audited Financials for the financial year ended 31st March 2019 on a

proportionate basis through the tender offer route (“**Tender Offer**”) as prescribed under the Buyback Regulations, from all of the shareholders/ beneficial owners who hold Equity Shares as on the Record Date (hereinafter referred as “**Eligible Shareholders**”), to be determined in due course of time.”

“**RESOLVED FURTHER THAT** the Buyback is being proposed in keeping with the Company’s desire to enhance overall shareholders value and the Buyback would lead to reduction in total number of equity shares.”

“**RESOLVED FURTHER THAT** the Buyback shall be made out of the free reserves & securities premium account based on the audited financial statements of the Company for the financial year ended 31st March 2019 and the payments shall be made out of the Company’s current balances of cash and cash equivalents and other current investments or internal accruals of the Company and shall not use borrowed funds, directly or indirectly, whether secured or unsecured, of any form and nature, from banks and financial institutions.”

“**RESOLVED FURTHER THAT** all of the shareholders/ beneficial owners of the Company who hold Equity Shares as on the Record Date, to be announced later, will be eligible to participate in the Buyback, including promoters and members of promoter group of the Company and persons in control, who have expressed their intention to participate in the proposed Buyback offer.”

“**RESOLVED FURTHER THAT** as required by Regulation 6 of the SEBI Buyback Regulations, the Company proposes to Buyback equity shares from the existing shareholders on a proportionate basis through tender offer mechanism, provided 15% of the number of equity shares which the Company proposes to buyback or number of equity shares entitled as per the shareholding, whichever is higher, shall be reserved for the Small Shareholders, as defined in the SEBI Buyback Regulations.”

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

“**RESOLVED FURTHER THAT** a copy of the postal ballot notice along with the postal ballot form to be send to the shareholders for approval of the Buy-back as placed before the Board be and is hereby approved and any Director of the Company or the Company Secretary be and are hereby severally authorized to issue the aforesaid notice under their signature to the shareholders and all other persons entitled to receive the same and to do all such acts, matters, deeds and things as may be required in connection with postal ballot.”

“**RESOLVED FURTHER THAT** Mr. Atul Kumar Labh, Practicing Company Secretary (FCS:4848/CP:3238) of M/s A.K. Labh & Co., Company Secretaries, Kolkata, be and is hereby appointed as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.”

“**RESOLVED FURTHER THAT** the Company do utilize the services of Central Depository Services (India) Limited for providing e-voting platform in compliance with the provisions of Section 108 of the Act, 2013 read with applicable provisions of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.”

“**RESOLVED FURTHER THAT** the draft calendar of events as placed before the members of the Board be and is hereby approved.”

“**RESOLVED FURTHER THAT** as required by Clause (x) of Schedule I of the SEBI Buyback Regulations, the Board hereby confirms that they have made a full enquiry into the affairs and prospects of the Company and that they have formed the opinion:

(a) That immediately following the date of the Board Meeting held on April 27, 2019 and the date on which the results of the postal ballot will be declared, there will be no grounds, on which the Company can be found unable to pay its debts;

(b) That as regards the Company’s prospects for the year immediately following the date of the Board Meeting as well as the year immediately following date on which the results of the postal ballot will be declared approving the Buyback and having regards to the Board’s intentions with respect to the management of the Company’s business during that year and to the amount and character of the financial resources which will, in 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 date of the Board meeting approving the Buyback as well as within a period of one year from the date on which the results of the postal ballot will be declared as the case may be;

(c) In forming its opinion aforesaid, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act, 2013 or the Insolvency and Bankruptcy Code, 2016 (including prospective and contingent liabilities).”

“RESOLVED FURTHER THAT the Board of Directors hereby confirms that:

- a) all equity shares of the Company are fully paid up;
- b) the Company shall not issue and allot any equity shares or specified securities (including by way of bonus or convert any outstanding ESOPs/outstanding instruments into Equity Shares) from the date of resolution passed by the Shareholders approving the Buyback till the expiry of the Buy-back period;
- c) the Company shall not raise further capital for a period of one year from the expiry of the Buy-back period, except in discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;
- d) that the aggregate amount of the Buyback i.e. Rs. 6,96,50,000/- (Rupees Six Crores Ninety Six Lakhs Fifty Thousand Only) does not exceed 25% of the total paid-up capital and free reserves as per the latest audited Standalone and Consolidated audited balance sheet as on 31st March 2019;
- e) that the maximum number of equity shares proposed to be bought back under the Buyback i.e. 9,95,000 equity shares, does not exceed 25% of the total number of shares in the paid-up equity capital as per the audited balance sheet as on 31st March 2019;
- f) the Company has not undertaken any buy-back in the last 12 months;
- g) the Company shall not Buyback the locked-in equity shares or other specified securities, if any and non-transferable equity shares or other specified securities, if any, till the pendency of the lock-in or till the equity shares or other specified securities become transferable;
- h) the Company shall not buy-back its Equity Shares from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buy-back;
- i) the Company has been in compliance with Sections 92, 123, 127 and 129 of the Act;
- j) the Company shall not withdraw the Buy-back after the draft letter of offer is filed with SEBI or public announcement of the Buy-back is made;
- k) the Company shall not make any offer of buy-back within a period of one year reckoned from the expiry of the Buy-back period;
- l) no default, has been made by the Company in the repayment of deposits accepted either before or after the commencement of the Companies Act, 2013, interest payment thereof, redemption of debentures or preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable to thereon to any financial institution or banking company;
- m) the debt equity ratio of the Company after the Buyback will be within the limit of 2:1 as prescribed under the Act;
- n) the Equity Shares bought back by the Company will be extinguished in the manner prescribed under the Buy-back Regulations and the Act within 7 (seven) days of the expiry of the Buyback period;
- o) the Company shall not directly or indirectly facilitate the Buyback:
 - a. through any subsidiary company including its own subsidiary company; or
 - b. through any investment company or group of investment companies
- p) The consideration for the Buyback shall be paid only by way of cash;
- q) As per Regulation 24(i)(e) of the Buyback Regulations, the members of the promoter and promoter group and their associates shall not deal in the shares or other specified securities of the Company in the stock exchange or off-market, including inter- se transfer of shares among the promoters during the period from the date of passing the special resolution till the closing of the Buyback offer.
- r) The Company shall not utilise any funds borrowed from banks or financial institutions in fulfilling its obligations under the Buy-back;
- s) The statements contained in all the relevant documents in relation to the Buy-back shall be true, material and factual and shall not contain any mis-statements or misleading information.”

“RESOLVED FURTHER THAT the Buyback would be implemented through the Tender Offer method and shall be facilitated by tendering of Equity Shares by shareholders and settlement of the same through the stock exchange mechanism as specified in accordance with SEBI circular number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 as may be amended from time to time, which prescribes mechanism for tendering and settlement of equity shares through stock exchange (together referred to as **“SEBI Circulars”**).”

“RESOLVED FURTHER THAT nothing contained herein shall confer any right on any shareholder to offer or any obligation on the Company or the Board to Buyback any Equity Shares, or impair any power of the Company or the Board to terminate any process in relation to the Buy-back, if so permissible by law.”

“RESOLVED FURTHER THAT the Company shall transfer from its free reserves a sum equal to the nominal value of the equity shares purchased through the Buyback to the Capital Redemption Reserve account and the details of such transfer shall be disclosed in its subsequent balance sheet.”

“RESOLVED FURTHER THAT the powers of the Board of Directors in respect of the buyback be delegated to a committee (**“Buy Back Committee”**) consisting of the following directors/Authorized Representative of the Company namely Mr.

NareshPachisia, Managing Director, Mr. NikunjPachisia, Whole-time Director, Mr. Anil Shukla, Chief Financial Officer and Ms. AlkaKhetawat, Company Secretary and Compliance Officer of the Company and the quorum for the meeting of the Buyback Committee shall be presence of two members at the meeting.”

“**RESOLVED FURTHER THAT** the Buyback Committee 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 as the Buyback Committee may consider to be in the best interests of the shareholders, including but not limited to finalizing the terms of the Buyback, record date, entitlement ratio, the specific price for the Buyback, the actual number of Equity Shares to be bought back, mechanism for the Buyback, opening of Escrow Bank Account and Special Bank Account or Special Demat Account, authorizing the persons to operate the said accounts, appointment of intermediaries or agencies for the implementation of the Buyback and sign and execute the incidental documentation as also to prefer applications to the appropriate authorities for their requisite approvals and to initiate all necessary actions for preparation and issue of various documents including but not limited to Public Announcement, Declaration of Solvency, Draft Letter of Offer, Letter of Offer, Corporate Actions with Depositories, extinguishment of Share Certificates and filing with appropriate authorities in connection with the Buyback on behalf of Board of Directors.”

“**RESOLVED FURTHER THAT** the Buyback Committee be and is hereby authorized to decide the related issues as may be required to regulate its working, to delegate all or any of the authorities conferred upon it to any Director(s) or Officer or authorized representative of the Company.”

“**RESOLVED FURTHER THAT** subject to the relevant provisions of the Act, the Buy-back Committee is permitted to pass any resolution by circulation and the resolution passed by circulation shall have the same effect and force as if the resolutions have been passed in the meeting of the Buy-back Committee.”

“**RESOLVED FURTHER THAT** all acts, deeds, matters and things done by the Buyback Committee for the purpose shall have the same effect as if done by the Board.”

“**RESOLVED FURTHER THAT** a register of securities bought back shall be maintained wherein the details of equity shares bought back, consideration paid for the equity shares bought back, date of cancellation of equity shares and date of extinguishing and physically destroying of equity shares and such other particulars as may be prescribed, shall be entered and that any Director of the Company be and is hereby authorized to authenticate the entries made in the said register.”

“**RESOLVED FURTHER THAT** Ms. AlkaKhetawat, Company Secretary be and is hereby appointed as the Compliance Officer for the purpose of the proposed Buyback.”

“**RESOLVED FURTHER THAT** M/s. VC Corporate Advisors Private Limited be and is hereby appointed as the Manager to the Buyback.”

“**RESOLVED FURTHER THAT** any actions taken so far in connection with the Buyback by the officers of the Company be and are hereby ratified, confirmed and approved

5 DETAILS OF PUBLIC ANNOUNCEMENT

5.1 In accordance with Regulation 7(i) of the Buyback Regulations, the Company has made the Public Announcement dated 24.06.2019, which was published in the following newspapers on 25.06.2019:

Publication	Language	Edition
Financial Express	English National Daily	All editions
Jansatta	Hindi National Daily	All editions
Aajkal	Bengali	Kolkata Edition

5.2 The Public Announcement was issued within 2 (two) Working Days from the date of declaration of results of the postal ballot/e-voting the results of which was declared on 22.06.2019.

5.3 A copy of the Public Announcement is expected to be available on the SEBI website at www.sebi.gov.in.

6 DETAILS OF THE BUY BACK

6.1 The Board of directors of the of the Company at their meeting held on Saturday, April 27, 2019 passed a resolution to buyback equity shares of the Company and sought approval of shareholders, by a special resolution, through Postal Ballot Notice, the results of which were declared on Saturday June 22, 2019:

Maximum number of shares proposed to be bought back	The Company approved Buyback of up to 9,95,000 (Nine Lakhs Ninety Five Thousand) Equity Shares of face value of Rs. 10/- each of the Company.
Number of Shares to be bought back as a percentage of existing paid-up share capital of the Company	The Shares to be bought back pursuant to the Buyback represents 22.62% of the total number of equity shares in the total paid up equity share capital of the Company as on March 31, 2019.
The price at which the shares are to be bought back	The Shares of the Company are proposed to be bought back at a price of Rs. 70/- (Rupees Seventy Only) per equity share.
The Regulations of SEBI/provisions of the Companies Act in accordance with which the Buyback offer is made	The Buyback is being undertaken in terms of Chapter III of the Buyback Regulations through tender offer route and in accordance with other applicable provisions of the Buyback Regulations, the SEBI Circulars, LODR Regulations and Sections 68, 69, 70, 110 and other applicable provisions, if any, of the Companies Act, and the relevant rules framed thereunder, including the Share Capital Rules, Management and Administration Rules to the extent applicable.
The methodology to be adopted for the Buyback	The Buyback shall be on a proportionate basis through the "Tender Offer" route, as prescribed under Regulation 4(iv)(a) of the Buyback Regulations, to the extent permissible, and the "Mechanism for acquisition of shares through Stock Exchanges" as prescribed under the SEBI Circulars.
The maximum amount to be expensed towards Buyback and its percentage w.r.t. the fully paid-up share capital and free reserves of the Company	The maximum amount required for Buyback will not exceed Rs. 6,96,50,000/- (Rupees Six Crores Ninety Six Lakhs Fifty Thousand Only) excluding Company's expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India ("SEBI"), advisors/legal fees, PA publication expenses, printing and dispatch expenses and other incidental and related expenses, transaction costs such as brokerage, securities transaction tax, goods and service tax, stamp duty etc.) ("Transaction Costs"). The said amount works out to being 24.99% and 24.96% of the fully paid up equity share capital and free reserve as per latest Audited Standalone and Consolidated Audited Financials for the year ended 31 st March, 2019 respectively (which is within the limit of 25% of the fully paid up equity share capital and free reserves of the Company as per latest Audited Financials).
The details of the shareholding of the promoters and its percentage w.r.t. the total paid up Capital of the company	For details, please refer to Paragraph 13 (Capital Structure and Shareholding Pattern) of the Letter of Offer.
Intention of the promoters to participate in the offer	The Promoters have expressed their intention vide their letters dated April 27, 2019 to participate in the Buyback. For details, please refer to Paragraph 9 (Management discussion and analysis of the likely impact of Buyback on the Company) of the Letter of Offer.
Promoters shareholding after the Buyback	For details, please refer to Paragraph 13 (Capital Structure and Shareholding Pattern) of the Letter of Offer.

6.2 Pursuant to the proposed Buyback and depending on the response to the Buyback, the shareholding of Promoter and Promoter Group in the Company would change from the existing 74.99% holding, as on date of letter of offer, in the total share capital and voting rights of the Company. The Promoter and Promoter Group of the Company are already in control over the Company and therefore such change in voting rights of the Promoter and Promoter Group will not result in any change in control over the Company.

6.3 Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholders up to their entitlement, the aggregate shareholding of the Promoter and Promoter Group Companies after the completion of the Buyback shall increase to 76.99% of the post-Buyback total paid-up equity share capital of the Company from 74.99% of the pre-Buyback total paid-up equity share capital of the Company, and the aggregate shareholding of the public in the Company shall decrease to 23.01% of the post-Buyback total paid-up equity share capital of the Company from 25.01% of the pre-Buyback total paid-up equity share capital of the Company. The Promoters and Promoter Group of the Company has undertaken that in case there is an increase in their voting rights beyond 75% of the paid up capital of the Company post Buyback, necessary steps will be taken to reduce their shareholding in accordance with the provisions contained under Rule 19(2)(b) read with 19A of the Securities Contract (Regulation) Rules, 1957 and in compliance with the second proviso to the Regulation 10(4)(c) of the Takeover Regulations with Regulation 38 of the SEBI (LODR) Regulations, 2015, so that the Company is in due compliance of the Minimum Public Shareholding requirement.

7 AUTHORITY FOR THE BUYBACK

7.1 The Buyback is in accordance with Article 41 of the Articles of Association of the Company, the provisions of Sections 68, 69, 70, 110 and all other applicable provisions, if any, of the Companies Act, as amended, the relevant Rules framed

thereunder and the provisions of the Buyback Regulations. The Buyback is subject to approvals, permissions and sanctions as may be necessary from regulatory authorities as required under applicable laws, including but not limited to SEBI, BSE, Stock Exchanges of which the Company is registered as a Member and approval of Depositories of which the Company is a Depository Participant.

7.2 The Buyback would be facilitated by tendering of Equity Shares by eligible shareholders and settlement of the same through the stock exchange mechanism in accordance with SEBI Circulars which prescribes mechanism for tendering and settlement of shares through stock exchange. For the purpose of this Buyback, BSE is the Designated Stock Exchange.

7.3 The Board of directors of the of the Company at their meeting held on Saturday, April 27, 2019 passed a resolution to buyback equity shares of the Company and sought approval of shareholders, by a special resolution, through Postal Ballot Notice dated April 27, 2019.

7.4 Further, the Buyback has been approved by the Shareholders by a special resolution through postal ballot in accordance with the provisions of Section 110 of the Companies Act and Rule 22 of Companies (Management and Administration) Rules, 2014, the result of which was announced on Saturday June 22, 2019.

8 NECESSITY OF THE BUYBACK

8.1 Share buyback is the acquisition by a company of its own shares. The Board is of the view that the proposed Buyback will help the Company achieve the following objectives (a) Optimize returns to shareholders; (b) Enhance overall shareholders value and (c) Optimizes the capital structure. The above objectives will be achieved by returning part of surplus cash back to shareholders through the Buyback process. This may lead to reduction in outstanding Equity Shares, improvement in earnings per Equity Share and enhanced return on invested capital. The Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations. The Board at its meeting held on April 27, 2019, considered the accumulated free reserves as well as the cash liquidity reflected in the latest audited financial statement as on 31st March 2019 and considering these, the Board decided to allocate a sum of Rs. 6,96,50,000/- (Rupees Six Crores Ninety Six Lakhs Fifty Thousand Only) (excluding Transaction Cost) for distributing to the shareholders holding Equity Shares of the Company through the Buyback.

8.2 After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to recommend Buyback at a price of Rs. 70/- (Rupees Seventy only) per Equity Share for an aggregate consideration of Rs.6,96,50,000/- (Rupees Six Crores Ninety Six Lakhs Fifty Thousand Only). Buyback is being undertaken, inter-alia, for the following reasons:

- i. The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby enhancing the overall return to shareholders;
- ii. The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve allocation of number of shares as per their entitlement or 15% of the number of shares to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder" as per Regulation 2(i)(n) of the SEBI Buyback Regulations;
- iii. The Buyback may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value;
- 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.

9 MANAGEMENT DISCUSSIONS AND ANALYSIS OF THE LIKELY IMPACT OF BUYBACK ON THE COMPANY

9.1 We believe that the Buyback is not likely to cause any material impact on the profitability or earnings of the Company except to the extent of reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. Assuming full response to the Buyback, the funds deployed by the Company towards the Buyback would not exceed Rs. 6,96,50,000/- (Rupees Six Crores Ninety Six Lakhs Fifty Thousand Only) ("**Buyback Offer Size**") excluding Company's expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India ("**SEBI**"), advisors/legal fees, PA publication expenses, printing and dispatch expenses and other incidental and related expenses, transaction costs such as brokerage, securities transaction tax, goods and service tax, stamp duty etc.) ("**Transaction Costs**").

- 9.2 The Promoter and Promoter Group, being in control of the Company have expressed vide letters dated April 27, 2019 their intention to participate in the proposed Buyback and tender an aggregate of 32,99,000 equity shares or any such lower number of equity shares as required in compliance with the Buyback Regulations.
- 9.3 The Buyback of equity shares of the Company will not result in a change in control or otherwise effect the existing management structure of the Company.
- 9.4 Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholders up to their entitlement, the aggregate shareholding of the Promoter and Promoter Group Companies after the completion of the Buyback shall increase to 76.99% of the post-Buyback total paid-up equity share capital of the Company from 74.99% of the pre-Buyback total paid-up equity share capital of the Company, and the aggregate shareholding of the public in the Company shall decrease to 23.01% of the post-Buyback total paid-up equity share capital of the Company from 25.01% of the pre-Buyback total paid-up equity share capital of the Company.
- 9.5 Consequent to the Buyback and based on the number of Equity Shares bought back from the Non-Resident Shareholders, Indian financial institutions, banks, mutual funds and the public including other bodies corporate, the shareholding of each such person shall undergo a change.
- 9.6 The debt-equity ratio after the completion of the Buyback will be within the permissible limit of 2:1 prescribed by the Companies Act, even if the response to the Buyback is to the extent of 100% (full acceptance).
- 9.7 The Company believes that the Buyback will not impact the growth opportunities of the Company.
- 9.8 The Company shall not raise further capital for a period of one year from the closure of the Buyback offer except in discharge of its subsisting obligations.
- 9.9 The Company shall not issue new shares or other specified securities including by way of bonus till the date of closure of the Buyback.
- 9.10 The equity shares bought back by the Company will be compulsorily cancelled and will not be held for re-issuance
- 9.11 The Promoters shall not deal in the Shares of the Company, including any inter se transfer of shares amongst the promoters / promoter group for the period between the date of passing of the special resolution and the date of the closure of the Buyback in accordance with the Buyback Regulations.
- 9.12 Salient financial parameters pursuant to the Buyback based on the Standalone and Consolidated interim audited financial statements of the Company for the year ended March 31, 2019 are set out below:

Parameter	Pre-Buy Back		Post-Buy Back	
	Standalone	Consolidated	Standalone	Consolidated
Net worth (Rs. in lakhs) ^a	2903.91	2906.86	2207.41	2210.36
Return on net worth (%) ^b	6.31	6.34	8.30	8.34
Earnings per Share (Rs.) ^c	4.16	4.19	5.38	5.42
Book value per Share (Rs.) ^d	66.00	66.10	64.84	64.93
Price/earnings Ratio ^e	16.29	16.17	12.60	12.50
Total debt / equity ratio ^f	0.01	0.01	0.02	0.02

Note: Pre and post Buyback calculations are based on audited standalone and consolidated financial statements of the Company as on March 31, 2019. The post Buyback numbers are calculated by reducing the net worth by the proposed Buyback amount (assuming full acceptance) without factoring in any impact on the statement of profit & loss. Net worth used excludes revaluation reserves.

a. For the above purpose, "net worth" means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

b. Return on net worth is computed as profit after tax for the relevant period divided by net worth as at March 31, 2019.

c. Earnings per share is calculated as profit after tax for the relevant period divided by total number of shares pre Buyback and total number of shares post Buyback.

d. Book value per Share is calculated as pre Buyback net worth divided by total number of shares pre Buyback and post Buyback net worth divided by total number of shares post Buyback.

e. Price/Earnings is calculated on the closing market price of Shares on BSE as on 25.06.2019 i.e., date of publication of Public Announcement being Rs. 67.75 divided by Earnings per share pre and post Buyback respectively.

f. Total debt/equity ratio is calculated as total debt divided by net worth.

10 BASIS OF CALCULATING BUYBACK OFFER PRICE

The Equity Shares of the Company are proposed to be bought back at a price of Rs. 70/- (Rupees Seventy Only) per Equity Share ("**Buyback Offer Price**"). 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 the BSE Limited ("BSE") where the Equity Shares are traded, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per Equity Share.

The Buyback Offer Price represents:

- (i) Premium of 42.97% over the volume weighted average market price of the Equity Shares on BSE, during the three months preceding the date of intimation to the BSE for the Board Meeting to consider the proposal of the Buyback.
- (ii) Premium of 16.59% over the volume weighted average market price of the Equity Shares on BSE, for two weeks preceding the date of intimation to the BSE for the Board Meeting to consider the proposal of the Buyback.
- (iii) Premium of 8.70% over the closing price of the Equity shares on the BSE as on one day prior the date of intimation of Buyback.
- (iv) Premium of 14.38% over the closing price of the Equity shares on the BSE as on the day of intimation of Buyback.

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

11 SOURCES OF FUND FOR THE BUYBACK

11.1 Assuming full acceptance, the funds that would be employed by the Company for the purpose of the Buyback of upto 9,95,000 (Nine Lakhs Ninety Five Thousand Only) Equity Shares at a price of Rs. 70/- (Rupees Seventy Only) per share not exceeding Rs. 6,96,50,000/- (Rupees Six Crores Ninety Six Lakhs Fifty Thousand Only) excluding Company's Transaction Costs.

11.2 The funds for the implementation of the Buyback will be sourced out of the free reserves (including securities premium) of the Company and/or such other sources as may be permitted by the Buyback Regulations or the Companies Act.

11.3 The Company shall transfer from its free reserves or securities premium account, a sum equal to the nominal value of the equity Shares bought back through the Buyback to the capital redemption reserve account, and the details of such transfer shall be disclosed in its balance sheet. The funds borrowed, if any, from banks and financial institutions will not be used for the Buyback.

12 DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT TO BE DEPOSITED THEREIN

12.1 In accordance with the Buyback Regulations, an escrow agreement ("**Escrow Agreement**") will be entered into amongst the Company, the Manager to the Buyback and the Escrow Agent.

12.2 In accordance with the Buyback Regulations and pursuant to the Escrow Agreement, the Company had opened an Escrow Account in the name and style "SKP Securities Ltd. Buyback Offer Escrow Account" opened with HDFC Bank Limited ("**Escrow Agent**") having its branch at Central Plaza, 2/6, Sarat Bose Road, Kolkata- 700 020. In accordance with Regulation 9(xi) of the Buyback Regulations, the Company has deposited Rs. 1,75,00,000/- (Rupees One Crore Seventy Five Lakhs Only) i.e., more than 25% of the Buyback Size. In accordance with the Buyback Regulations, the Manager to the Buy Back is empowered to operate the captioned Escrow Account.

12.3 CA Rakesh Kumar Singh, Partner of M/s. G. P. Agrawal & Co., Chartered Accountants, (Membership No. 066421, Firm Registration No. 302082E) having their office at Unit 606, 6th floor, Diamond Heritage, 16, Strand Road, Kolkata - 700001, Telephone: +91 33 46012771, Email: mail@gpaco.net, has certified vide their certificate dated 28.06.2019, UDIN No. 19066421AAAADN1909, that the Company has adequate funds for the purposes of the Buyback of up to 9,95,000 Equity Shares at Rs. 70/- per equity share.

12.4 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 Companies Act and the Buyback Regulations.

13 CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

13.1 The present capital structure of the Company as on the date of this DLOF is set out below:

Particulars	No. of Equity Shares	Amount (Rs. Lakhs)
Authorized Equity Share Capital	1,00,00,000	10,00,00,000
Issued, Subscribed and Paid-up Equity Shares	43,99,400	4,39,94,000

13.2 Details of Buyback undertaken by the company in the last three years:

Particulars	Description
Type of security bought back	Equity shares
Maximum number of securities bought back	12,15,600 (Twelve Lakhs Fifteen Thousand six Hundred) equity shares of face value of Rs. 10/- each representing 21.65% of the total number of Equity Shares in the Issued, Subscribed and Paid-Up Equity Share Capital of the Company as on March 31, 2017.
Date of opening of the Buyback	Friday, August 18, 2017
Date of closing of the Buyback	Friday, September 01, 2017
Buyback Price	Rs. 51/- (Rupees Fifty One Only)
Buyback size	Rs.6,19,95,600/- [Rupees Six Crores Nineteen Lakhs Ninety Five Thousand Six Hundred Only]
Buyback mechanism	Tender Offer

13.3 As on the date of the Public Announcement, the Company confirms that there are no partly paid-up shares or calls in arrears.

13.4 The Company confirms that it shall not issue, including through a bonus issue, any shares or any other specified securities, till the date of closure of the Buyback offer in compliance with Regulation 24(i)(b) of the Buyback Regulations.

13.5 As on the date of the Public Announcement, the Company does not have any convertible securities.

13.6 Assuming full acceptance in the Buyback, the issued, subscribed and paid-up equity share capital of the Company after the completion of the Buyback Offer would be as set out below:

Particulars	No. of shares	Amount (Rs. In Lakhs)
Issued, Subscribed and paid up equity share Capital	34,04,400	3,40,44,000

13.7 There is no pending scheme of amalgamation or compromise or arrangement pursuant to any provisions of the Act.

13.8 The shareholding pattern of the Company before the Buyback, i.e., as on the record date i.e., July 05, 2019 and after the Buyback, is as follows

Particulars	Pre-Buyback		Post-Buyback [#]	
	Number of Shares	% of Shareholding	Number of Shares	% of Shareholding
Promoter and persons acting in concert (collectively "the Promoters")	32,99,000	74.9875	26,21,125	76.9923
Foreign Investors (including Non-Resident Indians, FIIs and Foreign Mutual funds)	2749	0.0625	7,83,275	23.0077
Financial Institutions / Banks & Mutual Funds promoted by Banks / Institutions	0	0.00		
Others (Public, Public Bodies Corporate etc.)	10,97,651	24.9500		
Total	43,99,400	100.00%	34,04,400	100.00%

[#] Assuming full acceptance of Equity Shares in the Buyback as per the Buyback Entitlement.

13.9 The aggregate shareholding of the Promoters and Promoter Group of the Company and the persons who are in control of the Company, as on the date of the notice of the postal ballot i.e., April 27, 2019 is given below:

Sl. No.	Name	No. of Equity shares	% of Shareholding
1.	NareshPachisia	22,89,000	52.03
2.	NareshPachisia& Sons (HUF)	3,80,000	8.64
3.	ManjuPachisia	3,00,000	6.82
4.	NikunjPachisia	1,65,000	3.75
5.	VaibhavPachisia	1,65,000	3.75
Total		32,99,000	74.99

13.9.1. Shareholding of Directors of the Promoter Group Companies as on date of the notice of postal ballot is given below:

Sl. No.	Name and detail of company in which directorship is held	No. of Equity shares	% of Shareholding
Not Applicable			

13.9.2. The aggregate shareholding of Directors and Key Managerial Personnel of the Company as on date of notice of postal ballot i.e., 27th April 2019:

DIN/PAN	Name	Designation	No. of Equity Shares	% of Shareholding
00233768	NareshPachisia	Managing Director	22,89,000	52.03
00233821	ManjuPachisia	Non Executive Non Independent Director	3,00,000	6.82
06933720	NikunjPachisia	Whole Time Director	1,65,000	3.75
AKLPS0016P	Anil Shukla	Chief Financial Officer	-	-
DXHPK8817E	AlkaKhetawat	Company Secretary	-	-
TOTAL			27,54,000	62.60

13.9.3. No Equity Shares or other specified securities in the Company were either purchased or sold (either through the stock exchange or off market transactions) by any of the (i) promoters; (ii) members of the promoter group and of persons who are in control of the Company during a period of six months preceding the date of the board meeting till the date of this Public Announcement.

13.9.4. **Intention of the Promoters and Persons in Control of the Company to tender Equity shares in the Buyback**

In terms of the Buyback Regulations, under the tender offer route, the Promoter and Promoter Group have an option to participate in the Buyback. In this regard, the promoter and promoter group have expressed their intention, vide their letters dated 27th April 2019 to participate in the Buyback and tender upto 32,99,000 (Thirty Two Lakhs Ninety Nine Thousand) equity shares.

The maximum number of Equity Shares to be tendered by each of the Promoter and Promoter Group is as below:

Sl. No.	Name of the Promoter and Promoter Group entity	Maximum number of Equity Shares intended to be offered
1	NareshPachisia	22,89,000
2	NareshPachisia& Sons (HUF)	3,80,000
3	ManjuPachisia	3,00,000
4	NikunjPachisia	1,65,000
5	VaibhavPachisia	1,65,000
Total		32,99,000

The Buyback will not result in any benefit to Promoter and Promoter Group or any Director of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as equity shareholders of the Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback.

The details of the date and price of acquisition/sale of Equity Shares that Promoters / Promoter's Group intent to tender are set-out below:

i. NareshPachisia

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Issue/Acquisition/ Sale/ Price per equity shares (Rs.)
Opening Balance as on 01/04/2010	-	1,003,850	10/-	-
31/12/2012	Partition of Surendra Kr Pachisia& Sons(HUF)	542,850	10/-	-
25/05/2013	Gift from MrsSuraj Devi Pachisia	100,000	10/-	-
08/08/2014	Purchase	1,438,300	10/-	22.22
26/08/2014	Gift to VaibhavPachisia	(220,000)	10/-	-
12/09/2017	Buyback	(567,270)	10/-	51.00
11/12/2017	Offer for sale (OFS)	(8,730)	10/-	70.00
Closing Balance as on 27.04.2019	-	2,289,000	10/-	-

ii. NikunjPachisia

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Issue/Acquisition/ Sale/ Price per equity shares (Rs.)
Opening Balance as on 01/04/2010	-	50,850	10/-	-
08/08/2014	Purchase	154,250	10/-	22.20
12/08/2014	Purchase	14,900	10/-	22.13
12/09/2017	Buyback	(53,176)	10/-	51.00
11/12/2017	Offer for Sale (OFS)	(1,824)	10/-	70.00
Closing Balance as on 27/4/2019	-	165,000	10/-	-

iii. ManjuPachisia

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Issue/Acquisition/ Sale/ Price per equity shares (Rs.)
Opening Balance as on 01/04/2010	-	200,000	10/-	-
08/08/2014	Purchase	200,000	10/-	22.22
12/09/2017	Buyback	(96,684)	10/-	51.00
11/12/2017	Offer for Sale (OFS)	(3,316)	10/-	70.00
Closing Balance as on 27/04/2019	-	300,000	10/-	-

iv. NareshPachisia& Sons (HUF)

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Issue/Acquisition/ Sale/ Price per equity shares (Rs.)
Opening Balance as on 01/04/2010	-	207,300	10/-	-
11/08/2014	Purchase	85,850	10/-	24.33
12/08/2014	Purchase	211,550	10/-	22.23
12/09/2017	Buyback	(121,989)	10/-	51.00
11/12/2017	Offer for Sale (OFS)	(2,711)	10/-	70.00
Closing Balance as on 27/04/2019	-	380,000	10/-	-

v. VaibhavPachisia

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Issue/Acquisition/ Sale/ Price per equity shares (Rs.)
Opening Balance as on 01/04/2010	-	-	-	-
26/08/2014	Gift from NareshPachisia	220,000	10/-	-
12/09/2017	Buyback	(53,176)	10/-	(51.00)
11/12/2017	Offer for sale (OFS)	(1,824)	10/-	(70.00)
Closing Balance as on 27/04/2019	-	165,000	10/-	-

14 BRIEF INFORMATION ABOUT THE COMPANY

14.1 SKP Securities Limited was originally incorporated under the name of SKP Corporate Services Private Limited on May 18, 1990, under the Companies Act, 1956 as a Private Limited company under the Registrar of Companies, West Bengal. The name of the Company was changed to SKP Securities Private Limited through a resolution passed in terms of Section 21/22/(1)(a)/22(1)(b) alongwith the approval of Central Government as per the Companies Act, 1956 and fresh Certificate of Incorporation to this effect was issued on September 16, 1993. The name of the Company was subsequently changed to SKP Securities Limited after passing of necessary resolution in terms of Section 21/22/(1)(a)/22(1)(b) alongwith the approval of Central Government as per the Companies Act, 1956 and fresh Certificate of Incorporation to this effect was issued on October 20, 1993. The registered office of the Company is situated at Chatterjee International Centre, Level 21, 33A Jawaharlal Nehru Road, Kolkata- 700 071.

14.2 The equity shares of the Company are listed at BSE w.e.f October 18, 1995.

14.3 The Company is engaged in the business of providing Stock broking, mutual fund distribution and corporate advisory services. Its a member of NSE and BSE, Depository Participant on NSDL & CDSL, Research Analyst and AMFI registered Mutual Funds Advisor. The Company has recently been registered with SEBI as a Category I Merchant Banker vide Permanent Registration Certificate dated April 3, 2019 and a Portfolio Manager vide Permanent Registration Certificate dated April 10, 2019.

14.4 The history of the Equity Share Capital of the Company is set out below:

Date of Allotment	No. of Equity Shares issued/bought	Cumulative Equity shares		Authorized Capital	Nature
		No. Equity shares	Amount		
18/05/1990	600	600	6000	50,000	Subscription to the memorandum
22/03/1991	29400	30,000	300,000	50,000	
31/03/1992	170,000	200,000	2,000,000	200,000	
22/11/1993	300,000	500,000	5,000,000	1,000,000	
29/04/1994	500,000	1,000,000	10,000,000	4,000,000	
20/09/1994	500,000	1,500,000	15,000,000	4,000,000	
24/09/1994	750,000	2,250,000	22,500,000	4,000,000	
12/09/1995	750,000	3,000,000	30,000,000	4,000,000	Initial Public Offer
25/03/1998	2,050,000	5,050,000	50,500,000	6,000,000	Amalgamation
29/12/2007	565,000	5,615,000	56,150,000	10,000,000	Preferential Allotment
19/09/2017	(1,215,600)	4,399,400	43,994,000	10,000,000	Buyback

14.5 The details regarding the Board of Directors as on the date is as follows:

Sl. No.	Name, Qualification, occupation and Age	Date of Appointment/ re- appointment	Designation	Other Directorships*
1.	Name: Mr. Naresh Pachisia Qualification: B.Com, Certified Financial Planner, AMP (ISB Hyderabad) Occupation: Business Age: 56 years	18.05.1990	Managing Director	- Linc Pen & Plastics Ltd, - Gillanders Arbuthnot & Co Ltd, - Orbit Regency Maintenance Company Private Limited, - SKP Commodities Limited, - SKP Insurance Advisors Private Limited
2.	Name: Mr. Nikunj Pachisia Qualification: BBA (GWU, USA) Occupation: Business Age: 32 years	01.08.2014	Whole-time Director	- SKP Commodities Limited, - SKP Insurance Advisors Private Limited - SKP Risk Advisors Private Limited
3.	Name: Mr. Ravi Todi Qualification: B.Com Occupation: Industrialist Age: 50 years	29.10.2011	Non-Executive Independent Director	- South City Projects (Kolkata) Limited, - Liberty Pharma Ltd, - Accent Industries Limited, - Sunflower Engineering Industries Pvt. Ltd., - Shrachhi Burdwan Developers

Sl. No.	Name, Qualification, occupation and Age	Date of Appointment/re- appointment	Designation	Other Directorships*
				Private Limited, - South City Developers Pvt.Ltd., - Rosedale Developers Pvt. Ltd., - BTL EPC Limited, - Juhi Investment Private Limited, - Bengal Shrachi Housing Development Limited,
4.	Name: Mrs. ManjuPachisia Qualification: Associate Financial Planner Occupation: Business Age: 53 years	01.08.2014	Non-Executive Non Independent Director	- Nil
5.	Name: Mr. ParitoshSinha Qualification: B.Com, LLB Occupation: Lawyer Age: 55 years	30.07.2016	Non-Executive Independent Director	- Dream Colonizers Private Limited, - Wonderland NirmanPvt. Ltd. - Orbit Regency Maintenance Company Private Limited, - R S Deltrade Private Limited, - MadhuriTradecom Private Ltd, - Papas Green Resorts Private Ltd, - Aayatan Developers Private Ltd, - Pinion Developers Private Limited, - Sinha Legal Consultants Private Limited, - AAV Consultants Pvt. Ltd. - Panacea Solutions Pvt. Ltd.
6.	Santanu Ray Qualification: B.Com, FCA Occupation: Professional Age: 69 years	05.05.2018	Non-Executive Independent Director	- Century Plyboards (India) Limited - La Opala R G Limited - Genesis Exports Ltd. - Star Cement Limited - Shyam Century Ferrous Limited - Bharat Road Network Limited - Kariwala Industries Limited - Megha Technical and Engineers Private Limited - Star Cement Meghalaya Ltd.
7.	SaurabhSonthalia Qualification: B.Com, FCA, PGDM (IIM-A) Occupation: Professional Age: 53 years	10.11.2018	Non Executive Additional Independent Director	- Sonthalia Advisory Private Limited

* Excludes Memberships of managing committees of various chambers/bodies and alternate directorship.

14.6 The following changes have taken place in the Board of Directors of the Company during the last three years prior to the date of Board Meeting:

Sr. No.	Name	Appointment/Cessation/Re-appointment/Change in Designation	Effective date	Reasons
1.	ParitoshSinha	Appointment	30.07.2016	Appointed as Non Executive Independent Director
2.	Santanu Ray	Appointment	05.05.2018	Non Executive Independent Director
3.	SaurabhSonthalia	Appointment	10.11.2018	Non Executive Additional Independent Director

14.7 The Buyback will not result in any benefit to any Director or Promoter of the Company except to the extent of their intention to participate in the Buyback and actual participation in the Buyback and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Shares which will lead to a reduction in the Share capital after the completion of the Buyback.

15 FINANCIAL INFORMATION ABOUT THE COMPANY

15.1 The salient financial information of the Company as extracted from the **standalone** audited financial statements of the Company for the last three financial years ended March 31, 2019, March 31, 2018 and March 31, 2017 are set out below:

[In Rs. Lakhs]

Key Financials	Year ended 31 March, 2019 (Audited figures) [§]	Year ended 31 March, 2018 (Audited figures) [§]	Year ended 31 March, 2017 (Audited figures) [§]
Revenue from Operations	1123.90	1739.44	1072.71
Other Income	77.13	82.78	186.46
Total Revenue	1201.03	1822.22	1259.17
Total Expenses (excluding finance cost, depreciation & amortization)	898.55	983.25	844.12
Finance Cost	31.31	27.08	23.42
Depreciation and Amortization	28.26	22.93	24.99
Exceptional Item	-	-	(1.60)
Profit/(Loss) before Tax	242.91	788.96	365.04
Tax Expenses (including Deferred tax)	59.80	164.94	59.09
Net Profit/(Loss) for the period	183.11	624.02	305.95
Other Comprehensive Income	(2.52)	(1.95)	1.93
Total Comprehensive Income	180.59	622.07	307.88
Paid Up Share Capital	439.94	439.94	561.50
Other Equity ^{^^} / Reserve and Surplus	2463.97	2283.38	2159.70
Net Worth	2903.91	2723.32	2721.20
Total debt	41.45	364.28	182.50

§ As per IND-AS

^{^^} Excludes Capital Reserve

Financial Ratios on standalone basis are as under:

Key Ratios	Year ended 31 March, 2019	Year ended 31 March, 2018	Year ended 31 March, 2017
Basic Earnings per share	4.16	12.55	5.45
Diluted Earnings per share	4.16	12.55	5.45
Book value per equity share	66.00	61.90	48.46
Return on Net worth (%)	6.31	22.91	11.24
Debt/ Net Worth	0.01	0.13	0.07

15.2 The salient features of the financial information of the Company as extracted from the **Consolidated** audited financial statements of the Company for last three financial years ended March 31, 2019, March 31, 2018 and March 31, 2017 are set out below:

[In Rs. Lakhs]

Key Financials	Year ended 31 March, 2019 (Audited figures) [§]	Year ended 31 March, 2018 (Audited figures) [§]	Year ended 31 March, 2017 (Audited figures) [§]
Revenue from Operations	1125.29	1671.37	1098.88
Other Income	81.18	85.02	189.00
Total Revenue	1206.47	1756.39	1287.88
Total Expenses (excluding finance cost, depreciation & amortization)	902.20	1030.84	820.94
Finance Cost	31.31	27.08	23.42
Depreciation and Amortization	28.26	22.93	25.16
Exceptional Item	-	-	(1.60)

Key Financials	Year ended 31 March, 2019 (Audited figures) [§]	Year ended 31 March, 2018 (Audited figures) [§]	Year ended 31 March, 2017 (Audited figures) [§]
Profit/(Loss) before Tax	244.70	675.54	416.76
Tax Expenses (including Deferred tax)	60.27	165.13	60.51
Net Profit/(Loss) for the period	184.43	510.41	356.25
Other Comprehensive Income	(2.52)	(1.95)	1.93
Total Comprehensive Income	181.91	508.46	358.18
Paid Up Share Capital	439.94	439.94	561.15
Other Equity ^{^^} / Reserve and Surplus	2466.92	2285.01	2274.92
Net Worth	2906.86	2724.95	2836.07
Total debt	41.45	364.28	182.50

§ As per IND-AS

^{^^} Excludes Capital reserves

Financial Ratios on Consolidated basis are as under:

Key Ratios	Year ended 31 March, 2019	Year ended 31 March, 2018	Year ended 31 March, 2017
Basic Earnings per share	4.19	10.27	6.34
Diluted Earnings per share	4.19	10.27	6.34
Book value per equity share	66.07	61.94	50.51
Return on Net worth (%)	6.34	18.73	12.56
Debt/ Net Worth	0.01	0.13	0.06

The key financial ratios mentioned herein above have been computed as under:

Net worth	Equity Share Capital + Reserves & Surplus (excluding OCI Reserve and Revaluation Reserve)
Earnings Per Share (Basic)	As reported in audited financial statements
Earnings Per Share (Diluted)	As reported in audited financial statements
Book Value per share	Networth divided by total number of shares at the end of the period/year
Debt-Equity Ratio	Total Debt/ Net Worth
Return on Net Worth (%)	Profit / (Loss) for the period / Net worth

15.3 The Company confirms that it will comply with the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 if applicable.

15.4 The Company confirms that it has complied with the provisions of Sections 68, 69, 70, 110 and all other provisions of the Companies Act, as may be applicable to the Buyback.

16 STOCK MARKET DATA

16.1 The Company's equity shares are listed on BSE only.

16.2 The high, low and average market prices for the last three financial years (April to March periods) and the monthly high, low and average market prices for the six months preceding the date of publication of the Public Announcement, i.e. June 25, 2019, and the corresponding volumes on BSE are as follows:

Period	High [^]			Low [#]			Average (Rs.) [@]	No. of shares traded in that period
	High (Rs.)	Date of High	No. of shares traded	Low (Rs.)	Date of Low	No. of shares traded		
3 Years								
2018- 2019	84	23.04.2018	209	39.1	06.03.2019	80	64.72	96785
2017-2018	96	15.01.2018	8651	32.5	03.04.2017	103	60.90	429102
2016-2017	35.5	23.03.2017	252	20.95	05.07.2016	59	29.14	64363
6 Months								
May - 2019	68.00	31.05.2019	2	63.05	23.05.2019	300	64.99	11852
April - 2019	67.6	24.04.2019	501	47.55	01.04.2019	100	63.39	16886
March - 2019	50.05	28.03.2019	11	39.10	06.03.2019	80	48.38	3501
February-2019	44	01.02.2019	200	39.85	27.02.2019	119	41.84	751
January- 2019	48.10	02.01.2019	463	44	21.01.2019	1	46.88	57626
December-2018	55.50	06.12.2018	769	48.00	28.12.2018	668	53.28	2849

Source: www.bseindia.com

[^] High is the highest closing price recorded for the Equity Share of the Company during the said period.

[#] Low is the lowest closing price recorded for the Equity Share of the Company during the said period.

[@] Average price is arrived by dividing the aggregate of traded turnover of the Company during the period by total no. of shares traded during the period.

16.3 Notice of the Board Meeting convened to consider the proposal of the Buyback was given to BSE on 24.04.2019. The Board, at its meeting held on 27.04.2019, subject to the approval of shareholders of the company through postal ballot the results of which was declared on 22.06.2019, approved the proposal for the Buyback at a price of Rs.70/- (Rupees Seventy Only) per share and the intimation was sent to BSE on the same day. The closing market price of the Shares on BSE, during this period, are summarised below:

Event	Date	Share Price at BSE			
		Open	High	Low	Close
Notice of Board Meeting convened to consider the proposal of the Buy Back	24.04.2019	67.60	67.60	61.20	61.20
1 Trading Day Post-Notice of Board Meeting	25.04.2019	64.25	64.25	62.10	64.25
1 Trading Day prior to Notice of Board Meeting	23.04.2019	64.40	64.40	64.40	64.40
Board Meeting Date	27.04.2019	No Trading			
1 Trading Day post Board Meeting	30.04.2019	66.00	66.00	62.10	65.30

17 DETAILS OF THE STATUTORY APPROVALS

17.1 The Buyback Offer is subject to approval, if any required under the provisions of the Companies Act, the Buyback Regulations and/or such other applicable rules and regulations for the time being in force.

17.2 The Buyback of Shares from Non-Resident Shareholders will be subject to approvals, if any, of the appropriate authorities, including RBI, as may be required. The Company will have the right to make payment to the Eligible Shareholders in respect of whom no prior RBI approval is required and not accept Shares from the Eligible Shareholders in respect of whom prior RBI approval is required in the event copies of such approvals are not submitted.

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

18 THE DETAILS OF THE REGISTRAR TO THE BUYBACK

18.1 Eligible Shareholders holding equity shares, who wish to tender their Shares in the Buyback are required to submit their form(s) with their broker for bidding. After entering a valid bid, the Eligible Shareholder shall send the Tender Form(s) and requisite documents either by registered post / courier to the Registrar to the Buy-back, super scribing the envelope as “SKP Securities Limited Buyback Offer 2019”, or hand deliver the same to the Registrar to the Buy-back at the office address as set out below.

MAHESHWARI DATAMATICS PRIVATE LIMITED

CIN: U20221WB1982PTC034886

SEBI REG. NO. INR000000353

Validity Period: Permanent

(Contact Person: Mr. S. Rajagopal)

23, R.N. Mukherjee Road, 5th Floor, Kolkata – 700 001

Tel No.: (033) 2248-2248

Fax No.: (033) 2248 4787

Email: mdpldc@yahoo.com

Website: www.mdpl.in

In case of any query, the shareholders may contact the Registrar on any day except holidays between 10.00 a.m. and 5.00 p.m.

ELIGIBLE SHAREHOLDERS ARE REQUESTED TO NOTE THAT THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUYBACK. PLEASE NOTE THAT IT IS NOT MANDATORY FOR ELIGIBLE SHAREHOLDERS HOLDING AND TENDERING EQUITY SHARES IN DEMAT FORM TO SUBMIT THE TENDER FORM AND THE TRS.

19 PROCESS AND METHODOLOGY FOR THE BUYBACK

19.1 The Company proposes to Buyback up to 9,95,000 (Nine Lakhs Ninety Five Thousand) Equity Shares representing 22.62% of the total number of equity shares in the total paid-up equity share capital of the Company as per the latest Audited Financial Statements of the Company for the year ended March 31, 2019, at a price of Rs. 70/- (Rupees Seventy Only) per share payable in cash for an aggregate consideration not exceeding Rs. 6,96,50,000/- (Rupees Six Crores Seventy

Ninety Six Lakhs Fifty Thousand Only) (excluding Transaction Cost) 24.99% and 24.96% of the fully paid-up equity share capital and free reserves as per latest Audited Standalone and Consolidated Audited Financials for the year ended 31st March, 2019 respectively (which is within the limit of 25% of the fully paid up equity share capital and free reserves of the Company as per latest Audited Financials), from the shareholders on a proportionate basis through the Tender Offer route, in accordance with Article 41 of the Articles of Association of the Company, the provisions of Sections 68, 69, 70, 110 and all other applicable provisions, if any, of the Act, the relevant rules framed there under including the Share Capital Rules, to the extent applicable, and the Buyback Regulations. The Buyback is subject to the receipt of approvals, permissions and sanctions as may be required, including but not limited to SEBI, Stock Exchanges, RBI etc.

THE COMPANY EXPRESSES NO OPINION AS TO WHETHER SHAREHOLDERS SHOULD PARTICIPATE IN THE BUYBACK AND ACCORDINGLY SHAREHOLDERS ARE ADVISED TO CONSULT THEIR OWN ADVISORS TO CONSIDER PARTICIPATION IN THE BUYBACK.

19.2 The promoters and members of the promoter group intend to participate in the Buyback. For further details, see para 13.9.4 on page 14.

19.3 Assuming acceptance of all Shares tendered in the Buyback from the Eligible Shareholders up to their respective Buyback Entitlement, the shareholding of the Promoter and Promoter Group after the completion of the Buyback will increase to 76.99% of the post-Buyback total paid-up equity share capital of the Company.

19.4 Record Date and Ratio of Buy Back as per the Buy Back Entitlement in each Category:

- i. The Company has fixed Friday, July 05, 2019 as the Record Date for the purpose of determining the Buyback Entitlement and the names of the Shareholders, who are eligible to participate in the Buyback.
- ii. The Shares to be bought back pursuant to the Buyback are divided into 2 (two) categories:
 - i. Reserved category for Small Shareholders ("**Reserved Category**"); and
 - ii. General category for all other Eligible Shareholders ("**General Category**").
- iii. As defined in the Buyback Regulations, a "Small Shareholder" is an Eligible Shareholder who holds Shares having market value, on the basis of closing price on BSE, of not more than Rs. 2,00,000/- (Rupees Two Lakh Only). As on the Record Date the closing price on BSE was Rs. 65.50 per share. Accordingly all Eligible Shareholders holding not more than 3053 equity shares as on the Record Date are classified as 'Small Shareholders' for the purpose of the Buyback.
- iv. Based on the aforementioned definition, there are 1242 Small Shareholders of the Company with an aggregate shareholding of 283435 equity shares as on the Record Date, which constitutes 6.44% of the total paid-up share capital of the Company and 28.49% of the maximum number of Shares which are proposed to be bought back as part of this Buyback.
- v. In accordance with Regulation 6 of the Buyback Regulations, the reservation for the Small Shareholders is 149250 equity shares being the higher of:
 - 15% of the number of Shares which the Company proposes to Buyback i.e. 15% of 995000 equity shares which is 149250 equity shares; or
 - The number of Shares entitled as per their shareholding as on the Record Date (i.e. $(283435 / 4399400) \times 995000$) which is 64104 equity shares.
- vi. All Outstanding equity shares as held by the shareholders have been used for computing the Buyback Entitlement of Small Shareholders since the Promoter and Promoter Group also intend to participate in the Buyback.
- vii. Based on the above analysis and in accordance with Regulation 6 of the Buyback Regulations, 149250 equity shares have been reserved for the Small Shareholders ("**Reserved Portion**") and accordingly, the General Category for all other Eligible Shareholders shall consist of 845750 equity shares ("**General Portion**").
- viii. Based on the above Buyback Entitlements, the ratio of Buyback for both categories is set out below:

Category of Eligible Shareholder	Ratio of Buyback (i.e. Buy Back Entitlement)
Reserved category for Small Shareholders	10 Shares for every 19 Shares held as on the Record Date
General category for all other Eligible Shareholders	15 Shares for every 73 Shares held as on the Record Date

**The above ratio of Buyback is approximate and provides indicative Buyback Entitlement. Any computation of the entitled Equity Shares using the above Ratio of Buyback may provide a slightly different number due to rounding off. The actual Buyback Entitlement for Reserved Category for Small Shareholders is 52.6576% and General Category for all other Eligible Shareholder is 20.5480%.*

19.5 Fractional Entitlements

- a. If the Buyback Entitlement under the Buyback, after applying the abovementioned ratios to the Shares held on Record Date is not in the multiple of one Share, then the fractional entitlement shall be ignored for computation of Buyback Entitlement to tender Shares in the Buyback for both categories of Eligible Shareholders.
- b. On account of ignoring the fractional entitlement, those Small Shareholders who hold 1 Share as on Record Date will be dispatched a Tender Form with zero entitlement. Such Small Shareholders may tender Additional Shares as part of the Buyback and will be given preference in the Acceptance of one Share, if such Small Shareholders have tendered Additional Shares. The Company shall make best efforts subject to Buyback Regulations in accepting Equity Shares tendered by such Eligible Shareholder to the extent possible and permissible.

19.6 Basis of Acceptance of Shares validly tendered in the Reserved Category for Small Shareholders

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

- a. Acceptance of 100% Shares from Small Shareholders in the Reserved Category, who have validly tendered their Shares to the extent of their Buyback Entitlement or the number of Shares tendered by them, whichever is less.
- b. After the acceptance as described in Paragraph 19.6(a) above, in case there are any Shares left to be bought back from Small Shareholders in the Reserved Category, the Small Shareholders who were entitled to tender zero Share (on account of fractional entitlement), and have tendered Additional Shares as part of the Buyback, shall be given preference and one Share each from such Additional Shares shall be bought back in the Reserved Category.
- c. After the acceptance as described in Paragraph 19.6(b) above, in case there are any Shares left to be bought back in the Reserved Category, the Additional Shares tendered by the Small Shareholders over and above their Buyback Entitlement, shall be accepted in proportion of the Additional Shares tendered by them and the Acceptance per Small Shareholder shall be made in accordance with the Buyback Regulations. Valid Acceptances per Small Shareholder shall be equal to the Additional Shares validly tendered by the Small Shareholder divided by the total Additional Shares validly tendered and multiplied by the total pending number of Shares to be accepted in Reserved Category. For the purpose of this calculation, the Additional Shares taken into account for such Small Shareholders, from whom one Share has been accepted in accordance with the Paragraph (19.6(b)), shall be reduced by one.
- d. **Adjustment for fractional results in case of proportionate Acceptance, as described above:**
 - For any Small Shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not a multiple of 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.
 - For any Small Shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

19.7 Basis of Acceptance of Shares validly tendered in the General Category

Subject to the provisions contained in the Letter of Offer, the Company will accept the Shares tendered in the Buyback by all other Eligible Shareholders in the General Category in the following order of priority:

- a. Acceptance of 100% Shares from other Eligible Shareholders in the General Category who have validly tendered their Shares, to the extent of their Buy Back Entitlement, or the number of Shares tendered by them, whichever is less.
- b. After the Acceptance as described in Paragraph 19.7(a) above, in case there are any Shares left to be bought back in the General Category, the Additional Shares tendered by the other Eligible Shareholders over and above their Buyback Entitlement shall be accepted in proportion of the Additional Shares tendered by them and the acceptances per shareholder shall be made in accordance with the Buyback Regulations, i.e. valid acceptances per shareholder shall be equal to the Additional Shares validly tendered by the Eligible Shareholders divided by

the total Additional Shares validly tendered in the General Category and multiplied by the total pending number of Shares to be Accepted in General Category.

c. Adjustment for fractional results in case of proportionate acceptance as described above:

- For any Eligible Shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 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.
- For any Eligible Shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

19.8 Basis of Acceptance of Shares between categories

- a. In the event the Shares tendered by the Small Shareholders in accordance with the process set out under Paragraph 19.6 (*Basis of Acceptance of Shares validly tendered in the Reserved Category*) of the Letter of Offer is less than the Reserved Portion, Additional Shares tendered by the Eligible Shareholders in the General Category over and above their Buyback Entitlement shall be accepted in proportion of the Additional Shares tendered by them in accordance with the Buyback Regulations, i.e. valid acceptances per shareholder shall be equal to the Additional Shares validly tendered by an Eligible Shareholder in the General Category divided by the total Additional Shares validly tendered in the General Category and multiplied by the Additional Shares that can be accepted due to shortfall in the Reserved Portion.
- b. In the event the Shares tendered by the Eligible Shareholders in the General Category in accordance with the process set out under Paragraph 19.7 (*Basis of Acceptance of Shares validly tendered in the General Category*) of the Letter of Offer is less than the General Portion, Additional Shares tendered by the Eligible Shareholders in the Reserved Category over and above their Buyback Entitlement shall be Accepted in proportion of the Additional Shares tendered by them, in accordance with the Buyback Regulations, i.e. valid acceptances per shareholder shall be equal to the Additional Shares validly tendered by an Eligible Shareholder in the Reserved Category divided by the total Additional Shares validly tendered in the Reserved Category and multiplied by the Additional Shares that can be accepted due to shortfall in the General Portion.
- c. A Small Shareholder who has received a Tender Form with zero Buyback Entitlement and who has tendered Additional Shares shall be eligible for priority Acceptance of one Share before Acceptance, as mentioned above, out of the Shares left to be bought back in the General Category, provided no Acceptance could take place from such Small Shareholder in accordance with the section entitled "Basis of Acceptance of Shares validly tendered in the Reserved Category for Small Shareholders".

19.9 Adjustment for fractional results in case of proportionate Acceptance, as described above:

- a. For any Eligible Shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not a multiple of 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.
- b. For any Eligible Shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.
- c. In case of any practical issues, resulting out of rounding-off of Shares or otherwise, the Board (which includes Committee thereof) or any person(s) authorised by the Board will have the authority to decide such final allocation with respect to such rounding-off or any excess of Shares or any shortage of Shares after allocation of Shares as set out in the process described in paragraphs above.

19.10 Miscellaneous

For avoidance of doubt, it is clarified that:

- a. The Shares Accepted under the Buyback from each Eligible Shareholder, in accordance with the paragraphs above, shall not exceed the number of Shares tendered by the respective Eligible Shareholder;
- b. The Equity Shares Accepted under the Buyback from each Eligible Shareholder, in accordance with the paragraphs above, shall not exceed the number of Shares held by respective Eligible Shareholder as on the Record Date; and

- c. The Shares tendered by any Eligible Shareholder over and above the number of 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.

19.11 Clubbing of entitlements

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 Registrar to the Buy-back will club together the Equity Shares held by such shareholders with a common PAN for determining the category (Small Shareholder or General Category) and the Buy-back Entitlement. 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. The shareholding of institutional investors like mutual funds, pension funds / trusts, insurance companies etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar to the Buy-back 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.

20 PROCEDURE FOR TENDER/ OFFER AND SETTLEMENT

20.1 THE BUYBACK IS OPEN TO ALL ELIGIBLE SHAREHOLDERS HOLDING SHARES EITHER IN PHYSICAL FORM AND/OR DEMATERIALIZED FORM AS ON RECORD DATE. HOWEVER, PURSUANT TO THE LODR REGULATIONS AMENDMENT (AS DEFINED IN PARAGRAPH 20.22 BELOW), THE ELIGIBLE SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM ARE REQUIRED TO GET THEIR SHARES DEMATERIALIZED BEFORE TENDERING THEIR EQUITY SHARES IN THE BUYBACK. THE COMPANY PROPOSES TO EFFECT THE BUYBACK THROUGH A TENDER OFFER ROUTE, ON A PROPORTIONATE BASIS. THE LETTER OF OFFER AND TENDER FORM, OUTLINING THE TERMS OF THE BUYBACK AS WELL AS THE DETAILED DISCLOSURES AS SPECIFIED IN THE BUYBACK REGULATIONS, WILL BE MAILED/DISPATCHED TO THE ELIGIBLE SHAREHOLDERS.

The Eligible Shareholder(s) which have registered their Email IDs with the depositories/ the Company, shall dispatch the Letter of Offer through electronic means. The Eligible Shareholder(s) who have not registered their Email IDs with the depositories/ the Company, shall be dispatched the Letter of Offer through physical mode by registered post/ speed post/ courier. In case of non-receipt of Letter of Offer and the Tender Form, please follow the procedure as mentioned in Paragraph 20.9.

20.2 The Company will not accept any Share offered in the Buyback which is under any restraint order of a court for transfer/sale of such Share. In accordance with Regulation 24(v) of the Buyback Regulations, the Company shall not Buyback locked-in Shares and non-transferable Shares until the pendency of the lock-in or until such Shares become transferable. The Company shall accept all the Shares validly tendered in the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date.

20.3 Eligible Shareholders will have to transfer their Shares from the same demat account in which they were holding such Shares as on the Record Date, and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in the demat account in which the 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 Shares may be accepted subject to appropriate verification and validation by the Registrar to the Buyback.

20.4 As disclosed in Paragraph 19 (Process and Methodology for the Buyback) above, the Shares proposed to be bought as a part of the Buyback are divided into 2 (two) categories viz. (i) Reserved Category for Small Shareholders (ii) the General Category for other Eligible Shareholders and the Buyback Entitlement of an Eligible Shareholders in each category shall be calculated accordingly.

20.5 After accepting the Shares tendered on the basis of Buyback Entitlement, Shares left to be bought as a part of the Buyback, if any, in one category shall first be accepted, in proportion to the Shares tendered, over and above their Buyback Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buyback Entitlement, in any other category.

20.6 Eligible Shareholders' participation in the Buyback is voluntary. Eligible Shareholders may choose to participate, in part or in full, and receive cash in lieu of the Shares accepted under the Buyback, or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any

additional investment. Eligible Shareholders may also tender a part of their Buyback Entitlement. Eligible Shareholders also have the option of tendering Additional Shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. The Acceptance of any Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder shall be in terms of procedure outlined herein.

20.7 The maximum tender of Shares under the Buyback by any Eligible Shareholder cannot exceed the number of Shares held by such Eligible Shareholder as on the Record Date.

20.8 The Buyback shall be implemented using the “Mechanism for acquisition of shares through Stock Exchanges” pursuant to the SEBI Circulars, and following the procedure prescribed in the Companies Act, the Buyback Regulations and on such terms and conditions as may be permitted by law from time to time.

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

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

If Eligible Shareholder(s) who have been sent the Letter of Offer through electronic means wish to obtain a physical copy of the Letter of Offer, they may send a request in writing to the Company or Registrar at the address or email id mentioned at the cover page of the Letter of Offer stating name, address, number of Equity Shares held on Record Date, client ID number, DP name / ID, beneficiary account number, and upon receipt of such request, a physical copy of the Letter of Offer shall be provided to such Eligible Shareholder. An Eligible Shareholder may participate in the Offer by downloading the Tender Form from the website of the Company i.e. www.skpsecurities.com or send an application in writing on plain paper signed by all Eligible Shareholders (in case of joint holding), stating name and address of Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name/ID, beneficiary account number, number of Equity Shares tendered for the Buyback.

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

20.11 The Company shall accept 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 above are advised to confirm their Buyback Entitlement from the Registrar to the Buyback, before participating in the Buyback.

20.12 The acceptance of the Buyback made by the Company is entirely at the discretion of the Eligible Shareholders of the Company. 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.

20.13 For the implementation of the Buyback Offer, the Company has appointed Kamal Kumar Jalan Securities Pvt. Ltd as the registered broker (“**Company’s Broker**”) through whom the purchases and settlements on account of the Buyback Offer would be made by the Company. The contact details of the Company’s Broker are as follows:

Name of the Broker: Kamal Kumar Jalan Securities Pvt. Ltd.

Contact Person: Mr. Akhil Jalan

Address: R-404, Rotunda Bldg, Mumbai Samachar Marg, Fort, Mumbai- 400 023

Correspondence Add: 52, 5th Floor, Jalan House Walkeshwar Road next to Gopi Birla School, Mumbai - 06

Tel: No.: 9820031087/(022) 23674465

SEBI Registration: INB/F/E230646034

E-Mail: akhil@kkjsec.com; Website: www.kkjsec.com

20.14 BSE will be appointed as the “**Designated Stock Exchange**” to provide a separate “**Acquisition Window**” to facilitate placing of sell orders by Eligible Shareholders who wish to tender their Shares in the Buyback. The details of the platform will be as specified by BSE, from time to time. All eligible shareholders may place orders in the Acquisition window of BSE, through their respective stock brokers (“**Shareholder Broker**”).

- 20.15** In the event Selling Member of any Eligible Shareholder is not registered with BSE trading member / stock broker, then that Eligible Shareholder can approach any BSE registered stock broker and can register himself by using quick unique client code (UCC) facility through that BSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law) (For more details please refer to paragraph 20.23). In case the Eligible Shareholder is unable to register himself by using quick UCC facility through any other BSE registered stock broker, then that Eligible Shareholder may approach the Company's Broker, viz. Kamal Kumar Jalan Securities Pvt. Ltd to register himself by using quick UCC facility.
- 20.16** All Eligible Shareholders, through their respective Selling Member(s) will be eligible and responsible to place orders in the Acquisition Window. All Eligible Shareholders can enter orders for Shares in demat form.
- 20.17** During the Tendering Period, the order for selling the Shares shall be placed by the Eligible Shareholders through their respective Selling Member(s) during normal trading hours of the secondary market.
- 20.18** Modification / cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the Tendering Period. Multiple bids made by a single Eligible Shareholder for selling the Shares shall be clubbed and considered as 'one' bid for the purposes of Acceptance.
- 20.19** The cumulative quantity tendered shall be made available on BSE website (www.bseindia.com) throughout the Tendering Period, and will be updated at specific intervals during the Tendering Period.
- 20.20** 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.
- 20.21 Procedure to be followed by Eligible Shareholders holding Shares in dematerialized form:**
- 20.21.1 Eligible Shareholders who desire to tender their Shares in the electronic form under the Buyback would have to do so through their respective Selling Member(s) by indicating to such Selling Member(s) the details of Shares they intend to tender under the Buyback.
- 20.21.2 The Selling Member would be required to place an order/bid on behalf of the Eligible Shareholder(s) who wish to tender Shares in the Buyback using the Acquisition Window of BSE. Before placing the bid, the Eligible Shareholder would need to transfer the tendered Shares into the account of Indian Clearing Corporation Limited (referred to as the "**Clearing Corporation**" / "**ICCL**") through the early pay-in mechanism of the Depositories prior to placing the order/bid on the BSE's IBBS platform by the Selling Member. For further details, Eligible Shareholders may refer to the circulars issued by BSE/Clearing Corporation.
- 20.21.3 The details of the settlement number under which the Shares are to be transferred in the account of Clearing Corporation for the Buyback will be provided in a separate circular to be issued by the Clearing Corporation.
- 20.21.4 For custodian participant orders for demat Shares, early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than the closure of the trading hours on the last day of the Tendering period i.e., date of closing of the Buyback Offer. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification by the concerned Selling Member shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- 20.21.5 Upon placing the bid, the Selling Member shall provide a TRS generated by the BSE's bidding system to the Eligible Shareholder. The TRS will contain the details of order submitted such as Bid ID No., Application No., DP ID, Client ID, number of Shares tendered etc.
- 20.21.6 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 Shares in demat form.
- 20.21.7 The Eligible Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Shares due to rejection or any other reason. 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.
- 20.21.8 Modification and cancellation of the orders will be allowed during the tendering period of the Buyback.

20.21.9 The Cumulative quantity tendered shall be made available on the website of the BSE (www.bseindia.com) throughout the trading sessions and will be updated at specific intervals during the tendering period.

20.22 Procedure to be followed by Eligible Shareholders holding Shares in physical form:

20.22.1. All Eligible Shareholders of the Company holding Equity Shares in physical form should note that pursuant to provisions of the proviso to Regulation 40(1) of the Listing Regulations read with press release no.12/2019 dated March 27, 2019 issued by SEBI, with effect from April 1, 2019, the request for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository. Accordingly, the Company shall not accept the Equity Shares tendered under the Buy-back unless such Equity Shares are in dematerialised form.

20.22.2. ACCORDINGLY, ALL ELIGIBLE SHAREHOLDERS OF THE COMPANY DESIROUS OF TENDERING THEIR EQUITY SHARES AND HOLDING EQUITY SHARES IN PHYSICAL FORM ARE ADVISED TO APPROACH THE CONCERNED DEPOSITORY PARTICIPANT TO HAVE THEIR EQUITY SHARES DEMATERIALIZED. EQUITY SHAREHOLDERS WHO DEMATERIALIZED THEIR EQUITY SHARES AFTER THE RECORD DATE (FRIDAY, JULY 5, 2019) AND TENDERS THEIR EQUITY SHARES IN THE BUY-BACK HAVE TO SEND A LETTER ALONG WITH TRANSACTION STATEMENT OF THE DEMAT ACCOUNT FROM WHERE THE EQUITY SHARES ARE TENDERED, TO THE REGISTRAR ON OR BEFORE FRIDAY, NOVEMBER 08, 2019.

20.22.3. In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buy-back before Buy-back Closing Date.

20.23 For equity shares held by Eligible sellers, being Non- Resident Shareholders of equity shares:

- a. While tendering their Equity Shares under the Buyback Offer, all Non-Resident Equity Shareholders should provide relevant confirmations/ declarations vide the duly filled-in and signed (by all Shareholders in case the Equity Shares are held in joint names) Tender Forms. In the event relevant confirmations / declarations are not provided in the Tender Forms or there is ambiguity in the information provided, the Company reserves the right to reject such Tender Forms.
- b. FII/FPI Shareholders should also enclose a copy of their SEBI registration certificate. Erstwhile OCBs are required to obtain specific prior approval from RBI for tendering Equity Shares in the Buyback Offer. OCBs are required to obtain and enclose RBI approval for tendering Shares in the Buyback Offer. The Company shall not accept Equity Shares from OCBs/ NRIs in respect of whom such RBI approval is required and copies of such approvals are not submitted.
- c. Where Non-Resident Shareholder is tax resident of a country which has entered into a DTAA with India, it may be possible for the Non-Resident Shareholder to avail the beneficial provisions, if any, under the DTAA. If the Non-Resident Shareholder opts to avail the beneficial provisions as per DTAA, a tax residency certificate of such person from the tax authorities of the country of which such person is the tax resident and prescribed Form 10F, along with all the other prescribed information, as also a copy of the self-certified declaration for non-existence of a permanent establishment should be submitted along with the Tender Form. A copy of the Tender Form must also be provided to the relevant Seller Broker.
- d. If the Non-Resident Shareholder requires the Seller Broker not to deduct tax, or to deduct tax at a lower rate, or on a lower amount, for any reason, they would need to obtain a certificate from the Income- tax authorities, either under Section 195(3) or under Section 197 of the Income Tax Act, and submit this to Company and the Shareholders' Broker while submitting the Tender Form. In absence of such certificate from the Income-tax authorities, the Shareholders' Broker shall deduct tax on gross consideration at the prescribed rate of tax.
- e. It is recommended that the Non-Resident Shareholders submit a copy of the PAN card along with the Tender Form as PAN verification is necessary for the Company and Shareholders' Broker to deduct taxes at the appropriate rate as well as to avoid queries regarding availability of tax credit on the TRACES website. In the absence of PAN, a different rate may be applicable as per the provisions of the Indian tax laws.
- f. Non-Resident Shareholders who have acquired Equity Shares of the Company under the approval route of the RBI and erstwhile OCBs are required to submit copies of earlier RBI approvals along with their respective Tender Forms.
- g. In case the Equity Shares are held on repatriation basis, the Non-Resident Shareholders should enclose the supporting documents. Such documents could include:
 - a copy of the permission received by them from RBI at the time of the original acquisition of Shares.
 - a letter from the Shareholder's authorized dealer/bank confirming that at the time of acquiring the said Equity Shares, payment for this was made by the Non-Resident Shareholder from the appropriate account as specified by RBI in its approval.
 - any other document which evidences reparability of sale proceeds in respect of the tendered Shares
- h. In case the Non-Resident Shareholder is not in a position to produce supporting documents towards enabling repatriation, the Shares would be deemed to have been acquired on non-repatriation basis and in that case the Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the

payment on a nonrepatriation basis in respect of the valid Shares accepted under the Offer i.e. by way of credit to an non-repatriation bank account or issuance of rupee demand draft.

20.24 Additional procedural requirements for Eligible Shareholders, whose stock broker are not registered with BSE

20.24.1 In the event Selling Member of any Eligible Shareholder is not registered with BSE trading member / stock broker, then that Eligible Shareholder can approach any BSE registered stock broker and can register himself by using quick unique client code (UCC) facility through that 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 Shareholder is unable to register himself by using quick UCC facility through any other BSE registered stock broker, then that Eligible Shareholder may approach the Company's Broker, viz. Kamal Kumar Jalan Securities Pvt. Ltd, to register himself by using quick UCC facility.

20.24.2 The public shareholder approaching the BSE registered broker with whom he does not have an account:

I. In case of Public Shareholder being an individual

a. If Public Shareholder is registered with KYC Registration Agency ("**KRA**"): Forms required:

1. Central Know Your Client ("**CKYC**") form including Foreign Account Tax Compliance Act ("**FATCA**"), In Person Verification ("**IPV**"), Original Seen and Verified ("**OSV**") if applicable
2. Know Your Client ("**KYC**") form documents required (all documents self-attested):
 - Bank details (cancelled cheque)
3. Demat details for Equity Shares in demat mode (demat master /latest demat statement)

b. If Public Shareholder is not registered with KRA: Forms required:

1. CKYC form including FATCA, IPV, OSV if applicable
2. KRA form
3. KYC form documents required (all documents self-attested):
 - Permanent Account Number ("**PAN**") card copy
 - Address proof
 - Bank details (cancelled cheque)
4. Demat details for Equity Shares 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.

II. In case of Public Shareholder, being a Hindu Undivided Family ("**HUF**"):

a. If Public Shareholder is registered with KRA: Forms required:

1. CKYC form of karta including FATCA, IPV, OSV if applicable
2. KYC form documents required (all documents self-attested):
3. Bank details (cancelled cheque)
4. Demat details for Equity Shares in demat mode (demat master /latest demat statement)

b. If Public Shareholder is not registered with KRA: Forms required:

1. CKYC form of karta including FATCA, IPV, OSV if applicable
2. KRA form
3. KYC form documents required (all documents self-attested):
 - ii. PAN card copy of HUF &karta
 - iii. Address proof of HUF &karta
 - iv. HUF declaration
 - v. Bank details (cancelled cheque)
4. Demat details for Equity Shares 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.

III. In case of Public Shareholder other than Individual and HUF:

a. If Public Shareholder is KRA registered: Form required:

1. KYC form documents required (all documents certified true copy):
2. Bank details (cancelled cheque)
3. Demat details for Equity Shares in demat mode (demat master /latest demat statement)

4. FATCA, IPV, OSV if applicable
 5. Latest list of directors/authorised signatories/partners/trustees
 6. Latest shareholding pattern
 7. Board resolution
 8. Details of ultimate beneficial owner along with PAN card and address proof
 9. Last 2 years financial statements
- b. If Public Shareholder is not KRA registered: Forms required:
1. KRA form
 2. KYC form documents required (all documents certified true copy):
 3. PAN card copy of company/ firm/trust
 4. Address proof of company/ firm/trust
 5. Bank details (cancelled cheque)
 6. Demat details for Equity Shares in demat mode (demat master /latest demat statement)
 7. FATCA, IPV, OSV if applicable
 8. Latest list of directors/authorized signatories /partners/trustees
 9. PAN card copies & address proof of directors/authorized signatories/ partners/trustees
 10. Latest shareholding pattern
 11. Board resolution/partnership declaration
 12. Details of ultimate beneficial owner along with PAN card and address proof
 13. Last 2 years financial statements
 14. Memorandum of association/partnership deed /trust deed

It may be noted that, other than submission of above forms and documents, in person verification may be required. It may be noted that the above-mentioned list of documents is an indicative list. The requirement of documents and procedures may vary from broker to broker.

20.25 Acceptance of orders

The Registrar to the Buyback shall provide details of order acceptance to Clearing Corporation within specified time lines.

20.26 Method of Settlement

- 20.26.i. Upon finalization of the basis of Acceptance as per the Buyback Regulations, 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.
- 20.26.ii. The Company will transfer the consideration pertaining to the Buyback to the Clearing Corporation's bank account through the Company's Brokers as per the secondary market mechanism, as per the prescribed schedule. For demat Shares accepted under the Buyback, the Clearing Corporation will make direct funds pay-out to the respective Eligible Shareholders. If bank account details of any Eligible Shareholder holding Shares in dematerialized form are not available or if the fund transfer instruction is rejected by the Reserve Bank of India or relevant Bank, due to any reasons, then the amount payable to the Eligible Shareholders will be transferred to the concerned Seller Members' for onward transfer to the such Eligible Shareholder holding Shares in dematerialized form.
- 20.26.iii. In case of certain client types viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account. For this purpose, the client type details would be collected from the Depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by BSE and the Clearing Corporation from time to time.
- 20.26.iv. The Shares bought back in the dematerialized form would be transferred directly to the Dematescrow account of the Company provided it is indicated by the Company's Brokers or it will be transferred by the Company's Brokers to the Company Demat Escrow Account on receipt of the Shares from the clearing and settlement mechanism of the BSE.
- 20.26.v. Excess Shares or unaccepted Shares, in dematerialized form, if any, tendered by the Eligible Shareholders would be transferred by the Clearing Corporation directly to the respective Eligible Shareholder's DP account. If the securities transfer instruction is rejected in the Depository system, due to any issue then such securities will be

transferred to the Seller Member's depository pool account for onward transfer to the respective Eligible Shareholder.

- 20.26.vi. The Seller Member would issue contract note for the Shares accepted under the Buyback. The Company's Brokers would also issue a contract note to the Company for the Shares accepted under the Buyback.
- 20.26.vii. Shareholders who intend to participate in the Buyback should consult their respective Selling Member for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Selling Member upon the selling Eligible Shareholder for tendering Shares in the Buyback (secondary market transaction). The Managers to the Buyback and the Company accept no responsibility to bear or pay any additional cost, applicable taxes, charges and expenses (including brokerage) levied by the Selling Member, and such costs will be incurred solely by the Eligible Shareholders
- 20.26.viii. The Shares lying to the credit of the Company Demat Escrow Account will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.

20.27 Rejection Criteria:

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

- i. For Eligible Shareholders holding shares in the dematerialized form if:
 - a. The Shareholder is not an Eligible Shareholder of the Company as on the Record Date;
 - b. If there is a name mismatch in the dematerialized account of the Shareholder and PAN.
- ii. For Eligible Shareholders holding Shares in the physical form if:
 - **THE ELIGIBLE SHAREHOLDERS ARE UNABLE TO GET THEIR EQUITY SHARES DEMATERIALIZED BEFORE TENDERING THEIR EQUITY SHARES IN THE BUYBACK.**

21. NOTE ON TAXATION

SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX PROVISIONS INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE ASSESSING OFFICERS IN THEIR CASE AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF SUCH ADVICE.

Given below is a broad summarization of the applicable sections of the ITA relating to treatment of income-tax in case of Buyback of listed equity shares on the stock exchange, which is provided only as guidance.

21.1 CLASSIFICATION OF SHARES AND SHAREHOLDERS

a. Based on the provisions of the Income Tax Act, shares can be classified under the following two categories:

- a. Shares held as investment (Income from transfer taxable under the head "Capital Gains").
- b. Shares held as stock-in-trade (Income from transfer taxable under the head "Profits and Gains from Business or Profession").

b. Based on the provisions of the Income Tax Act, shareholders can be classified under the following categories:

- **Resident Shareholders being:**
 - Individuals, HUF, AOP and BOI
 - Others
- **Non- Resident shareholders being:**
 - NRIs
 - FIIs
 - Others:
- **Company;**
- **other than Company**

21.2 SHARES HELD AS INVESTMENT

- a. For Non-Residents, taxability of Capital Gains would be subject to beneficial provisions of applicable DTAA.

- b. The taxability as per the provisions of the Income Tax Act is discussed below.

PERIOD OF HOLDING

As per the provisions of the Income Tax Act, for the purpose of determining as to whether the Capital Gains are short term or long term in nature:

- i. Where a capital asset, being listed equity shares of the company being bought back, is held for a period of less than or equal to 12 months prior to the date of transfer, the same shall be treated as a short term capital asset, and the gains arising therefrom shall be taxable as short term capital gains (STCG).
- ii. Similarly, where the listed equity shares are held for a period of more than 12 months prior to the date of transfer, the same shall be treated as a long-term capital asset, and the gains arising therefrom shall be taxable as long-term capital gains (LTCG).
- iii. Capital Gains on Buyback of shares are governed by the provision of Section 46A of the Income Tax Act. As per the provisions of Section 46A, Buyback of shares held as Investment, would attract capital gains in the hands of shareholders as per the provisions of Section 48 of the Income Tax Act.

Buyback of Shares through a Recognized Stock Exchange

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

The taxability of buyback proceeds in the hands of the eligible shareholder should be as under:

- i. The Finance Act, 2018 has withdrawn the exemption under section 10(38) for LTCG arising from transfer of equity shares on or after April 1, 2018. Section 112A of the Income Tax Act provides for taxation of income arising from the transfer of such shares, which is explained in the following paragraphs.
- ii. The gain accrued on such equity shares till January 31, 2018 has been exempted by providing that for the purpose of computing LTCG the cost of shares acquired before February 1, 2018 shall be the higher of the following:
 1. Actual cost of acquisition
 2. Lower of –
 - Fair Market Value
 - Full value of consideration received or accruing as a result of the transfer of the shares

Fair market value has been defined to mean the highest price of the equity share quoted on any recognized stock exchange on January 31, 2018.

- iii. After taking into account the exemption provided above, LTCG arising from transfer of equity shares, exceeding ₹100,000, will be taxable at 10% without allowing the benefit of indexation.

However, section 112A of the ITA shall not apply if such equity shares were acquired on or after 1st October 2004 and STT ('STT under Chapter VII of the Finance (No. 2) Act, 2004') was not paid. In this regard, the Central Government has issued a notification dated October 1, 2018 providing certain situations wherein section 112A of the ITA will continue to be applicable even if STT is not paid at the time of acquisition of equity shares. The notification provides for the following situations:

1. Where acquisition of existing listed equity share in a company, whose equity shares are not frequently traded on a recognized stock exchange of India, was made through a preferential issue, subject to certain exceptions.
2. Where transaction for acquisition of existing listed equity share in a company was not entered through a recognised stock exchange of India, subject to certain exceptions;
3. Acquisition of equity share of a company during the period beginning from the date on which the company was delisted from a recognised stock exchange and ending on the date on which the company was again listed on a recognised stock exchange in accordance with the Securities Contracts (Regulation) Act, 1956 read with Securities and Exchange Board of India Act, 1992 (15 of 1992) and any rules made there under.

4. Where provisions of section 112A are not applicable, LTCG will be chargeable to tax at 20%. However, for a resident shareholder, an option is available to pay tax on such LTCG at either 20% with indexation or 10% without indexation.
5. STCG arising from such transaction would be subject to tax @ 15% under Section 111A of the ITA. Unlike in the case of LTCG, no amendment has been made that requires payment of STT at the time equity shares are acquired for eligibility of the concessional rate of 15% on STCG.
6. Further, in case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is required to be considered while computing tax on such LTCG or STCG taxable under Section 112A or 111A of the ITA. In addition to the above LTCG or STCG tax, Surcharge, Health and Education Cess are leviable (Please refer to Note 7 for rate of surcharge and cess).
7. MAT implications would get triggered in the hands of a resident corporate shareholder. Foreign companies will not be subject to MAT if the country of residence of such of the foreign country has entered into a DTAA with India and such foreign company does not have a permanent establishment in India in terms of the DTAA.
8. Non-resident shareholders can avail beneficial provisions of the applicable DTAA entered into by India subject to fulfilling of the relevant conditions and the documentary compliance prescribed under the Income Tax Act.

21.3 SHARES HELD AS STOCK IN TRADE

- a. If the shares are held as stock-in-trade by any of the Shareholders of the Company, then the gains would be characterized as business income. In such a case, the provisions of section 46A of the Income Tax Act would not apply.

b. Resident Shareholders

- i. For individuals, HUF, AOP, BOI, profits would be taxable at slab rates.
- ii. Domestic Companies having turnover or gross receipts not exceeding Rs. 250 Crores in the previous year would be taxable @ 25%
- iii. For persons other than stated in (i) and (ii) above, profits would be taxable @ 30%. No benefit of indexation by virtue of period of holding would be available in any case. In addition to the above, Surcharge Education Cess and Secondary and Higher Education Cess are leviable.

c. Non- Resident Shareholders

- i. For Non Residents, taxability of profits as business income would be subject to beneficial provisions of applicable DTAA.
- ii. Where DTAA provisions are not applicable:
 - For non-resident individuals, HUF, AOP, BOI, profits would be taxable at slab rates.
 - For foreign companies, profits would be taxed in India @ 40%
 - For other non-Resident shareholders, such as foreign firms, profit would be taxed @ 30%

In addition to the above, Surcharge Education Cess and Secondary and Higher Education Cess are leviable.

21.4 TAX DEDUCTION AT SOURCE

a. In case of Resident Shareholders

In absence of any specific provision under the Income Tax Act, the Company shall not deduct tax on the consideration payable to resident shareholders pursuant to the said Buyback.

b. In case of Non- Resident Shareholders

Since the Buyback is through the stock exchange, the responsibility of discharge of the tax due on the gains (if any) is on the non-resident shareholder. It is therefore recommended the non-resident shareholder may consult their custodians/ authorized dealers/ tax advisors appropriately.

21.5 THE TAX RATES AND OTHER PROVISIONS MAY UNDERGO CHANGES.

22. DECLARATION BY THE BOARD OF DIRECTORS

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

- i) That immediately following the date of the Board Meeting held on Saturday, 27th April 2019, and the date on which the results of the Postal Ballot will be declared, there will be no grounds on which the Company could be found unable to pay its debts;
- ii) That as regards the Company's prospects for the year immediately following the date of the Board Meeting as well as the year immediately following the date on which the results of the Postal Ballot including e-voting will be declared, approving the Buyback and having regards to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting approving the Buyback as well as the year within a period of one year from the date on which the results of the Postal Ballot will be declared.
- iii) That in forming the opinion aforesaid, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act and the Insolvency and Bankruptcy Code, 2016, as amended (including prospective and contingent liabilities).

This declaration is made and issued pursuant to the resolution passed at the meeting of the Board held on April 27, 2019.

For and on behalf of the Board of Directors

Sd/-
NareshPachisia
Managing Director
DIN: 00233768

Sd/-
NikunjPachisia
Whole Time Director
DIN: 06933720

23. AUDITORS CERTIFICATE

The text of the Report dated 27 April 2019, received from G. P. Agrawal & Co., Chartered Accountants, the Statutory Auditor's of the Company, addressed to the Board of Directors of the Company is reproduced below:

QUOTE

To
The Board of Directors
SKP Securities Limited
Chatterjee International Centre
Level 21, 33A, Jawaharlal Nehru Road
Kolkata – 700 071

1. This report is issued in accordance with the terms of engagement letter dated April 25, 2019 with SKP Securities Limited (hereinafter the 'Company').
2. The management of the Company has prepared the accompanying Annexure A - Statement of permissible capital payment as on 31 March 2019 ('the Statement') pursuant to the proposed buy-back of equity shares approved by the Board of Directors of the Company in their meeting held on 27 April 2019, in accordance with the provisions of sections 68, 69, 70 and 110 of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 ('SEBI Buy-back Regulations'). The Statement contains the computation of amount of permissible capital payment towards buy-back of equity shares in accordance with the requirements of section 68(2)(c) of the Act, Regulation 4(i) of the SEBI Buy-back Regulations and based on the latest audited standalone and consolidated financial statements for the year ended 31 March 2019. We have initialed the Statement for the identification purposes only.

Board of Directors' Responsibility for the Statement

3. The preparation of the Statement in accordance with the requirements of section 68(2)(c) of the Act and ensuring compliance with the SEBI Buy-back Regulations, is the responsibility of the management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation

and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances

4. The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting or date of declaration of results of the postal ballot for special resolution by the shareholders at which the proposal for buy-back is approved; and will not be rendered insolvent within a period of one year from the date of the Board meeting at which the proposal for buy-back was approved by the Board of Directors of the Company and the date on which the results of the shareholders' resolution with regard to the proposed buy-back will be declared, and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code 2016.

Auditor's Responsibility

5. Pursuant to the requirements of the SEBI Buy-back Regulations, it is our responsibility to provide reasonable assurance on whether:
 - (i) the amount of capital payment for the Buy-back is within the permissible limit and computed in accordance with the provisions of Section 68 of the Act.
 - (ii) Whether the Board of Directors has formed the opinion, as specified in Clause (x) of Schedule I to the SEBI Buy-back 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 passing the Board meeting resolution and from date on which the results of the shareholders' resolutions with regard to the proposed Buy-back are declared.
 - (iii) Whether we are aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of the declaration.
6. The financial statements referred to in paragraph 9 below, have been audited by us, on which we issued an unmodified audit opinion vide our report dated 27 April, 2019. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
9. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the matters mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the matters mentioned in paragraph 5 above. We have performed the following procedures in relation to the matters mentioned in paragraph 5 above:
 - (i) Enquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for the year ended March 31, 2019;
 - (ii) Examined authorization for Buy-back from the Articles of Association of the Company;
 - (iii) Examined that the amount of capital payment for the Buy-back as detailed in Annexure A is within the permissible limit computed in accordance with section 68(2)(c) of the Act;
 - (iv) Examined that the ratio of debt owned by the Company, if any, is not more than twice the capital and its free reserve after such Buyback;

- (v) Examined that all shares for Buy-back are fully paid-up;
- (vi) Examined resolutions passed in the meetings of the Board of Directors;
- (vii) Examined Director's declarations for the purpose of Buy-back and solvency of the Company;
- (viii) Verified the arithmetical accuracy of the Statement; and
- (ix) Obtained necessary representations from the management of the Company.

Opinion

10. Based on our examination as above, and the information and explanations given to us, in our opinion,

- (i) we have inquired into the state of affairs of the Company in relation to audited standalone and consolidated financial statements for the year ended 31 March 2019;
- (ii) the amount of the permissible capital payment towards the proposed buy-back of equity shares as computed in the accompanying Statement, is properly determined in accordance with the requirements of section 68(2)(c) of the Act and Regulation 4(i) of the SEBI Buy-back Regulations based on the audited financial statements for the year ended 31 March 2019; and
- (iii) the Board of Directors, in their meeting held on April 27, 2019, have formed the opinion, as specified in clause (x) of Schedule I of the SEBI Buy-back 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 passing the Board meeting resolution dated April 27, 2019 and from date on which the results of the shareholders' resolutions with regard to the proposed buyback are declared and we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of the declaration.

Restriction on Use

11. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the provisions of section 68 and other applicable provisions of the Act read with rule 17 of the Companies (Share Capital and Debentures) Rules, 2014 (as amended) and the SEBI Buy-back Regulations, pursuant to the proposed buy-back of equity shares. Our obligations in respect of this report are entirely separate from, and our responsibility and liability is in no way changed by, any other role we may have as auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care we may have in our capacity as auditors of the Company.

12. This report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Act and SEBI Buy-back Regulations solely to enable them to include it (a) in the explanatory statement to be included in the postal ballot notice to be circulated to the shareholders, (b) in the public announcement to be made to the Shareholders of the Company, (c) in the draft letter of offer and letter of offer to be filed with the Securities and Exchange Board of India, the stock exchange, the Registrar of Companies as required by the Act and Regulations, the National Securities Depository Limited and the Central Depository Securities (India) Limited, and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For G. P. Agrawal & Co.
Chartered Accountants
Firm Regn. No.: 302082E
Sd/-
CA Rakesh Kumar Singh
Partner

Membership Number: 066421
UDIN – 19066421AAAACA4444

Place of Signature: Kolkata
Date: April 27, 2019

Annexure A

Statement of Determination of the Maximum Amount of Permissible Capital Payment for Buy-back of Equity Shares in accordance with the provisions of the Act and the SEBI Buy-back Regulations (the "Statement")

Particulars as on 31 March 2019	Standalone (Rs. In lakhs)	Consolidated (Rs. In lakhs)
A) Paid-up capital as at March 31, 2019* (43,99,400 equity shares of Rs. 10/- each fully paid-up)	439.94	439.94
B) Free Reserve		
General Reserve	127.20	127.20
Securities Premium Account	231.65	231.65
Surplus in statement of Profit & Loss**	1988.03	1990.98
Total (A+B)	2786.820	2789.77
Maximum amount permissible for the Buy-back i.e. 25% of total paid-up equity capital and free reserves #	696.70	697.44
Amount approved by the Board of Directors for buy-back in the meeting held on April 27, 2019		696.50
Permissible number of Equity Shares eligible for Buy-back in accordance with Section 68 (2) (b) and (c) of the Companies Act, 2013 (25% of number of paid up equity capital) (Nos.)		9,95,000

* Calculation in respect to Buy-back is done on the basis of standalone and consolidated audited financial statements of the Company for the year ended March 31, 2019.

** Surplus is adjusted for other comprehensive income/(loss).

It may be noted that as per the provisions of Section 68 (2)(c) of the Act, in respect of Buy-back of equity shares in any financial year, the reference to twenty-five percent shall be construed with respect to the total paid-up equity share capital in that financial year.

**For and on behalf of the Board of Directors of
SKP Securities Limited**

Sd/-
Naresh Pachisia
Managing Director
DIN: 00233768

Date: 27.04.2019

Place: Kolkata

UNQUOTE

24. DOCUMENTS FOR INSPECTION

The copies of the following documents referred to hereunder are available for inspection by Eligible Shareholders of the Company at the Corporate Office at Chatterjee International Centre, Level 21, 33A, Jawaharlal Nehru Road, Kolkata- 700071 between 11 A.M. and 1 P.M. on any working day during the Tendering Period:

- Copy of Certificate of incorporation
- Memorandum and Articles of Association of the Company;
- Copy of Audited Annual Accounts/ Annual Reports of the Company for the financial year ended March 31, 2019, March 31, 2018 and March 31, 2017;
- Certified true copy of the resolution passed by the Board of Directors in relation to the Buyback at their meeting held on April 27, 2019;
- Certified true copy of the special resolution passed by the shareholders in relation to the Buyback the results of which were declared on June 22, 2019;

- f) Copy of the Auditor's Report dated April 27, 2019 received from G.P Agrawal & Co. Chartered Accountants, in terms of clause (xi) of Schedule II of the Buyback Regulations;
- g) Public Announcement dated 24.06.2019 and published on 25.06.2019;
- h) Copy of Declaration of solvency and an affidavit as per Form SH-9 of the Share Capital Rules;
- i) Certificate dated 28.06.2019 issued by M/s. G. P. Agrawal & Co., Chartered Accountant, confirming that the Company has adequate funds for the purposes of the Buyback.
- j) Copy of Escrow Agreement dated 24.06.2019 between the Company, Escrow Banker and Manager to Buyback Offer.
- k) SEBI Comments vide Observation Letter dated SEBI/HO/CFD/DCR-2/OW/P/2019/26859/1 dated October 11, 2019.

25. DETAILS OF THE COMPLIANCE OFFICER

The details of the Compliance Officer are set out below.

Ms. AlkaKhetawat,
 Company Secretary & Compliance Officer
 Chatterjee International Centre, Level 21, 33A Jawaharlal Nehru Road, Kolkata – 700 071
 Tel no: 91 033 4007 7000; Fax: +91 033 4007 7007
 Email: cs@skpsecurities.com; Website: www.skpsecurities.com

Investor may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e. 11:00 A.M. to 2:00 P.M. on all working days except Saturday, Sunday and public holidays.

26. DETAILS OF THE REMEDIES AVAILABLE TO THE ELIGIBLE SHAREHOLDERS

- 26.1 In case of any grievances relating to the Buy Back (i.e. non-receipt of the Buyback consideration, Share certificate, demat credit, etc.) the Eligible Shareholder can approach the Compliance Officer and/or the Manager to the Buyback and/or the Registrar to the Buyback for redressal.
- 26.2 If the Company makes any default in complying with the requirements under the Act or any rules made thereunder as may be applicable to the Buyback, the Company or any officer of the Company who is in default shall be liable in terms of the Act.
- 26.3 The address of the concerned office of the Registrar of Companies is as follows:
 The Registrar of Companies
 Nizam Palace
 2nd MSO Building
 2nd Floor, 234/4, A.J.C.B. Road
 Kolkata - 700020

27. DETAILS OF INVESTOR SERVICE CENTRES

In case of any query, the shareholders may contact the Registrar on any day except holidays between 10.00 a.m. and 5.00 p.m. at the following address:

MaheshwariDatamatics Private Limited

CIN: U20221WB1982PTC034886

SEBI REGN No.: INR000000353

Validity of Registration: Permanent

(Contact Person: Mr. S. Rajagopal)

23, R.N. Mukherjee Road, 5th Floor,

Kolkata – 700 001

Tel. No.: (033) 2248-2248

Fax No.: (033) 2248 4787

Email: mdpldc@yahoo.com

Website: www.mdpl.in

28. MANAGER TO THE BUY BACK



VC Corporate Advisors Private Limited

CIN: U67120WB2005PTC106051

SEBI REGN No.: INM000011096

Validity of Registration: Permanent

(Contact Person: Ms. UrviBelani)

31 Ganesh Chandra Avenue, 2nd Floor,

Suite No –2C, Kolkata-700 013.

Tel. No : (033) 2225-3940

Fax : (033) 2225-3941

Email: mail@vccorporate.com

Website: www.vccorporate.com

29. DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THE OFFER DOCUMENT

As per Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors accept full responsibility for all the information contained in this Letter of Offer and confirm that the information in this Letter of Offer is true, factual and does not contain any misleading information. This Letter of Offer is issued under the authority of the Board of Directors and in terms of the resolution passed by the Board on April 27, 2019 and by the Buyback Committee through Resolution passed by the Buyback Committee meeting held on July 01, 2019.

For and on behalf of the Board of Directors of SKP Securities Limited

Naresh Pachisia
Managing Director
DIN: 00233768

Nikunj Pachisia
Whole- Time Director
DIN: 06933720

Alka Khetawat
Company Secretary & Compliance Officer
ACS No. 47322

Date: 15.10.2019

Place: Kolkata

Enclosure :

OFFER FORM

Annexure A - Tender Form (for all Eligible Shareholders).

**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT
(FOR ALL ELIGIBLE SHAREHOLDERS)**

Bid Number:

Date:

BUYBACK OPENS ON	OCTOBER 25, 2019, FRIDAY		
BUYBACK CLOSSES ON	NOVEMBER 08, 2019, FRIDAY		
For Registrar / Collection Centre use			
Inward No.	Date	Stamp	
Status (please tick appropriate box)			
<input type="checkbox"/> Individual	<input type="checkbox"/> FII/FPI	<input type="checkbox"/> Insurance Co	
<input type="checkbox"/> Foreign Co	<input type="checkbox"/> NRI/OCB	<input type="checkbox"/> FVCI	
<input type="checkbox"/> Body Corporate	<input type="checkbox"/> Bank/FI	<input type="checkbox"/> Pension/PF	
<input type="checkbox"/> VCF	<input type="checkbox"/> Partnership/LLP	<input type="checkbox"/> Others (Specify)	
India Tax Residency Status: Please tick appropriate box			
<input type="checkbox"/> Resident in India	<input type="checkbox"/> Non-Resident in India	Resident of _____ (shareholder to fill country of residence)	
Route of Investment (For NR Shareholders only): Please tick appropriate box			
<input type="checkbox"/> Portfolio Investment Scheme	<input type="checkbox"/> Foreign Investment Scheme		

To,
SKP Securities Limited,
C/o MAHESHWARI DATAMATICS PRIVATE LIMITED,
23, R.N. Mukherjee Road, (5th Floor),
Kolkata - 700001

Dear Sirs,

Sub: Letter of Offer dated Tuesday, 15.10.2019 for Buyback of upto 9,95,000 equity shares of Rs. 10/- each of SKP Securities Limited at a price of Rs. 70/- per equity share.

- I / We (having read and understood the Letter of Offer) hereby tender / offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
- I / We authorize the Company to Buyback the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
- I / We hereby warrant that the Equity Shares comprised in this tender / offer are offered for Buyback by me / us and are free from all liens, equitable interest, charges and encumbrance.
- I / We declare that there are no restraints / injunctions or other order(s) 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 irrevocably and unconditionally agree that the Company will pay the Buyback Price only after due verification of the validity of the documents and that the consideration may be paid to the first named shareholder, in case of joint holders.
- In case of non-receipt of the completed Tender Form and other documents, but receipt of Equity Shares in the special account of the Indian Clearing Corporation Limited ("Clearing Corporation") and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholder.
- I / We agree that the consideration for the accepted Equity Shares will be paid to the Eligible Shareholder as per the provisions of the Buyback Regulations and circulars issued by SEBI and notices issued by the designated stock exchange.
- I/We agree that the excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered would be returned to the to the Eligible Shareholder as per the provisions of the Buyback Regulations and circulars issued by SEBI and notices issued by the designated stock exchange.
- I / We undertake 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 Act and the Buyback Regulations.
- Eligible Shareholders holding shares in physical form are required to get their shares dematerialized before tendering their equity shares in the buyback.**
- Details of Equity Shares held and tendered / offered for Buyback:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date (July 05, 2019)		
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback (Including Additional Shares, if any)		

- 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 the prevailing income tax laws in India within 7th day of the succeeding month in which the Equity Shares are bought back by the Company.

I/ We also undertake to indemnify the Company against any income tax liability on any income earned by me/ us on such Buyback of Equity Shares.

Note: An Eligible Shareholder may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by Eligible Shareholder over and above his Buyback Entitlement shall be accepted in accordance with paragraph 18 and 19 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.

ACKNOWLEDGMENT SLIP: SKP SECURITIES LIMITED– BUYBACK OFFER

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

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

Please quote Client ID No. & DP No. for all future correspondence	Stamp of Broker
---	-----------------

14. 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				

15. Equity Shareholders Details:

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

* Corporate must affix rubber stamp and sign under valid authority. The relevant 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

- This Buyback will open on 25.10.2019, Friday and close on 08.11.2019, Friday.
- 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 Shareholder who desires to tender their Equity Shares in the dematerialized form under the Buyback would have to do so through their respective Seller Member by indicating the details of Equity Shares they intend to tender in the Buyback.
- The Equity Shares tendered in the Buyback shall be rejected if (i) the tenderer is not a Eligible Shareholder of the Company as on the Record Date; or (ii) if there is a name / PAN mismatch in the demat account of the Equity Shareholder; or (iii) if the Eligible Shareholder has made a duplicate bid; or (iv) the Eligible Shareholders holding Equity Shares in physical form are unable to get their Equity Shares dematerialized before tendering their Equity Shares in the Buyback.
- The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to the Buyback being on a proportionate basis in terms of the Ratio of Buyback.
- Eligible Shareholders to whom the Buyback is made are free to tender Equity Shares to the extent of their Buyback Entitlement in whole or in part or in excess of their entitlement.
- For the procedure to be followed by Eligible Shareholders for tendering in the Buyback, please refer to paragraph 18 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.
- The buyback shall be rejected for demat shareholders in case of receipt of the completed Tender Form and other documents but non-receipt of shares in the special account of the Clearing Corporation and/or a non-receipt of valid bid in the exchange bidding system.**
- Non-Resident Equity Shareholders must obtain all approvals required to tender the Equity Shares held by them in this Buyback (including without limitation the approval from the RBI).
- By agreeing to participate in the Buyback the NR and NRI shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
- The Tender Form and TRS is 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 terms shall have the meaning ascribed to them in the Letter of Offer.

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: SKP Securities Limited - Buyback Offer
MaheshwariDatamatics Private Limited
 CIN: U20221WB1982PTC034886
 SEBI REG. NO. INR000000353
 Validity Period : Permanent
 (Contact Person: Mr. S. Rajagopal)
 23, R.N. Mukherjee Road, 5th Floor, Kolkata – 700 001
 Tel.: +91 33 2248-2248; Fax: +91 33 2248 4787
 Email: mdpldc@yahoo.com