

DRAFT LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is being sent to you as a registered Equity Shareholder of Industrial and Prudential Investment Company Limited (“Company”) as on the Record Date (as defined herein after) in accordance with Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018, as amended (“Buyback Regulations”). If you require any clarification about the action to be taken, you should consult your stock broker or your investment consultant or the Manager to the Buyback i.e. Inga Ventures Private Ltd or the Registrar to the Buyback i.e. Link Intime India Private Limited. Please refer to the section on “Definitions of Key Terms” for the definition of the capitalized terms used herein.



INDUSTRIAL AND PRUDENTIAL INVESTMENT COMPANY LIMITED
Corporate Identity Number (CIN): L65990WB1913PLC218486
Registered Office: Paharpur House 8/1/B, Diamond Harbour Road, Kolkata 700027
Telephone No. 033 40133000; **E-mail id:** contact@industrialprudential.com
Website: www.industrialprudential.com
Contact Person: Ayan Datta, Company Secretary & Compliance Officer

Offer to Buyback up to 69,500 (Sixty Nine Thousand Five Hundred) fully paid-up equity shares of the Company of face value of ₹10/- (Rupees Ten only) each (“Equity Shares”), representing up to 3.98% of the total number of issued, subscribed and paid up Equity Shares of the Company, from all the equity shareholders/beneficial owners of the Company who holds Equity Shares as on the record date i.e. Friday, January 1, 2021 (“Record Date”), on a proportionate basis, through the tender offer using stock exchange mechanism (“Tender Offer”), at a price of ₹1200/- (Rupees One Thousand and Two Hundred Only) per Equity Share (“Buyback Price”) for an aggregate amount of up to ₹8,34,00,000/- (Rupees Eight Crores Thirty Four Lakhs only) (“Buyback Size”) excluding the Transaction Cost (“Buyback”).

1. The Buyback is in accordance with Sections 68, 69, 70, 110 and other applicable provisions of the Companies Act, 2013 as amended and the Companies (Share Capital and Debentures) Rules, 2014 to the extent applicable and in compliance with the Buyback Regulations, Article 56 of the Articles of Association of the Company and is subject to other approvals, permissions and sanctions as may be required from time to time and such condition and modifications as may be prescribed or imposed by any statutory and/or regulatory authority while granting such approvals including but not limited to Securities Exchange Board of India (“SEBI”) and stock exchange where the Equity Shares of the company are listed, i.e. BSE Limited (“BSE”) / “Stock Exchange”)
2. The Buyback Size of up to ₹8,34,00,000/- (Rupees Eight Crores Thirty Four Lakhs only), which represents up to 24.99% and up to 4.97% % of the aggregate fully paid-up Equity Share capital and free reserves as per the latest available audited standalone and consolidated financial statements for the financial year ended March 31, 2020 respectively (“Audited Financial Statements”) which is within the statutory limits of 25 % of the total paid-up equity share capital and free reserves under the shareholders’ approval route as per the provisions of the Companies Act, 2013.
3. The Letter of Offer shall be sent to all the eligible equity shareholders/beneficial owners of the Company who holds Equity Shares as on the record date i.e. Friday, January 01, 2021 (“Eligible Shareholders”).
4. The procedure for tendering Equity Shares and settlement is set out in paragraph 20 of this Draft Letter of Offer. The form of acceptance-cum-acknowledgement (“Tender Form”) is enclosed together with this Draft Letter of Offer.
5. For mode of payment of consideration to the Eligible Shareholders, please refer to paragraph 20.27 of this Draft Letter of Offer.
6. A copy of the Public Announcement, Draft Letter of Offer and the Letter of Offer (including the Tender Form) shall also be available on the website of SEBI at www.sebi.gov.in, of Stock Exchange at www.bseindia.com, of the Company at www.industrialprudential.com, of the Registrar to the Buyback at www.linkintime.co.in and Manager to the Buyback at www.ingaventures.com
7. Eligible Shareholders are advised to refer to ‘Details of the Statutory Approvals’ and ‘Note on Taxation’ in paragraph 17 and paragraph 21 respectively, of this Draft Letter of Offer, before tendering their Equity Shares in the Buyback.

MANAGER TO THE BUYBACK



Inga Ventures Private Limited
1229, Hubtown Solaris, N.S. Phadke Marg,
Opp. Telli Galli, Andheri (East), Mumbai 400069
Tel. No.: +91 022 26816003, **Fax:** +91 022 26816020;
Contact Person: Kavita Shah;
Email: kavita@ingaventures.com;
Website: www.ingaventures.com;
SEBI Registration No: INM000012698;
Validity Period: Permanent
CIN: U67100MH2018PTC318359

REGISTRAR TO THE BUYBACK



Link Intime India Private Limited
C-101, 247 Park, L.B.S. Marg, Vikhroli (West)
Mumbai, Maharashtra - 400 083
Tel. No.: +91 22 4918 6200; **Fax:** +91 22 4918 6195;
Contact person: Sumeet Deshpande;
Email: ipicl.buyback@linkintime.co.in
Website: www.linkintime.co.in;
SEBI Registration No: INR000004058;
Validity Period: Permanent
CIN: U67190MH1999PTC118368

BUYBACK OPENS ON: [●]

BUYBACK CLOSES ON: [●]

LAST DATE / TIME OF RECEIPT OF COMPLETED TENDER FORMS AND OTHER SPECIFIED DOCUMENTS BY THE REGISTRAR TO BUYBACK: [●] (DAY), [●] (DATE) BY (TIME)

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1. SCHEDULE OF ACTIVITIES

No.	Activity	Day and Date
1	Date of the Board Meeting approving the proposal for Buyback of Equity Shares	Thursday, November 12, 2020
2	Date of declaration of the results of the postal ballot for passing special resolution by the Equity Shareholders, approving the Buyback	Monday, December 21, 2020
3	Date of Public Announcement	Tuesday, December 22, 2020
4	Date of publication of Public Announcement for the Buyback	Wednesday, December 23, 2020
5	Record Date for determining the Buyback Entitlement and the names of Eligible Shareholders	Friday, January 01, 2021
6	Buyback opens on / Buyback Opening Date	[•]
7	Buyback closes on / Buyback Closing Date	[•]
8	Last date of receipt of completed Tender Forms and other specified documents including physical share certificates (if and as applicable) by the Registrar to Buyback	[•]
9	Last date of verification by Registrar to Buyback	[•]
10	Last date of intimation to the Stock Exchange regarding acceptance or non-acceptance of tendered Equity Shares by the Registrar and Manager to the Buyback	[•]
11	Last date of settlement of bids on the Stock Exchange	[•]
12	Last date of dispatch of share certificate(s) by Registrar to Buyback / return of unaccepted demat shares by Stock Exchange to Seller Member/Eligible Shareholders	[•]
13	Last date of extinguishment of Equity Shares bought back	[•]

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 Draft 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 Draft Letter of Offer, but not defined herein shall have the meaning ascribed to such terms under the Buyback Regulations, the Companies Act, to the extent applicable, as amended, the Depositories Act, 1996 and the rules and regulations made thereunder.

Term	Description
Acceptance /Accept/Accepted	Acceptance of Equity Shares tendered by Eligible Shareholders in the Buyback
Acquisition Window	The facility for acquisition of Equity Shares through mechanism provided by the Designated Stock Exchange in the form of a separate window in accordance with the SEBI Circulars
Additional Equity Shares	Equity Shares tendered by Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder such that total number of Equity Shares tendered do not exceed the Equity Shares held on the Record Date by such Eligible Shareholder
AGM	Annual General Meeting
Articles	Articles of Association of the Company, as amended from time to time
Audited Financial Statements	Latest available audited standalone and consolidate financial statements before the Board Meeting i.e. for the year ended March 31, 2020.
Board / Board of Directors	Board of Directors of the Company or a committee thereof.
Board Meeting	Meeting of the Board of Directors of the Company held on November 12, 2020 approving the proposal for the Buyback
BSE	BSE Limited
Buyback /Offer	Offer for the Buyback of up to 69,500 (Sixty Nine Thousand Five Hundred) fully paid-up Equity Shares of face value of ₹10/- (Rupees Ten only) each at a price of ₹1200/- (Rupees One Thousand and Two Hundred Only) per Equity Share from Eligible Shareholders as on the record date, through the Tender Offer route on a proportionate basis using stock exchange mechanism in terms of the Buyback Regulations read with SEBI Circulars
Buyback closes on / Buyback Closing Date	[●]
Buyback Committee	The Buyback Committee comprising Mr.Gaurav Swarup, Chairman and Managing Director, Mr.Varun Swarup, Director, Ms. Devina Swarup, Director, Arun K Singhania, Chief Financial Officer and Mr. Ayan Datta, Company Secretary constituted and authorized for the purposes of the Buyback by the resolution dated November 12, 2020 by the Board of Directors.
Buyback Entitlement	The number of Equity Shares that Eligible Shareholder is entitled to tender in the Buyback, based on the number of Equity Shares held by that Eligible Shareholder on the Record Date in the Ratio of Buyback as applicable in the respective category, to which such Eligible Shareholder belongs
Buyback opens on / Buyback Opening Date	[●]

Term	Description
Buyback period	The period between the date of the declaration of results of the postal ballot i.e. December 21, 2020 and the date on which the payment of consideration to the Eligible Shareholders who have accepted the Buyback is made
Buyback Price	Price at which Equity Shares will be bought back from the Eligible Shareholders i.e. ₹1200/- (Rupees One Thousand and Two Hundred Only) per Equity Share, (including premium of ₹1190/- per Equity Share) payable in cash
Buyback Regulations	The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 as amended from time to time.
Buyback Size	Number of Equity Shares proposed to be bought back (i.e. up to 69,500 multiplied by the Buyback Price i.e. ₹1200/- (Rupees One Thousand and Two Hundred Only) per Equity Share aggregating to maximum amount of up to ₹8,34,000/- (Rupees Eight Crores Thirty Four Lakhs only)
CDSL	Central Depository Services (India) Limited
Clearing Corporation	Indian Clearing Corporation Limited
Company	Industrial and Prudential Investment Company Limited
Companies Act	The Companies Act, 2013, as amended and to the extent in force pursuant to the notification of Sections of the Companies Act, 2013, along with the relevant rules made thereunder
Company's Broker	ITI Securities Broking Limited
Compliance Officer	Ayan Datta
Depositories	Collectively, National Securities Depository Limited and Central Depository Services (India) Limited
Designated Stock Exchange	BSE Limited
DP	Depository Participant
Draft Letter of Offer / DLOF	This Draft Letter of Offer dated December 29, 2020 filed with SEBI
Eligible Shareholders	All Equity Shareholders/beneficial owners of Equity Shares as on the Record Date being, Friday, January 01, 2021 and who are eligible to participate in the Buyback in terms of this DLOF and excludes person(s) who do not have the capacity under the applicable law to tender the Equity Shares
Equity Shares	Fully paid-up equity shares of face value of ₹10/- (Rupees Ten only) each of the Company
Equity Shareholder(s)	Holder(s) of the Equity Shares and includes beneficial owner(s) thereof
Escrow Account	The Escrow Account titled "I & P Buyback Escrow Account" opened with Escrow Agent
Escrow Agent	HDFC Bank Limited
Escrow Agreement	The escrow agreement dated December 24, 2020 entered into between the Company, Escrow Agent and Manager to the Buyback
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, including the regulations, circulars, directions and notifications issued thereunder
FII(s)	Foreign Institutional Investors
FPI(s)	Foreign Portfolio Investors
General Category	Category of Eligible Shareholder(s) other than the Small Shareholders
GST	Goods and Services Tax
HUF	Hindu Undivided Family

Term	Description
IT Act / Income Tax Act	Income Tax Act,1961, as amended from time to time
Letter of Offer / LOF	The letter of offer dated [●] to be filed with SEBI containing disclosures in relation to the Buyback as specified in the Buyback Regulations, including comments received from SEBI on the DLOF
LODR Regulations/Listing Regulations	The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended from time to time
Management Rules	The Companies (Management and Administration) Rules, 2014
Manager to the Buyback / Manager to the Offer	Inga Ventures Private Limited
MOA	Memorandum of Association of the Company as amended from time to time
Maximum Buyback Size	Maximum number of Equity Shares proposed to be bought back i.e. 69,500 (Sixty-Nine Thousand Five Hundred) Equity Shares multiplied by the Buyback Price i.e. ₹1200/- (Rupees One Thousand and Two Hundred only) aggregating up to ₹8,34,00,000/- (Rupees Eight Crores Thirty-Four Lakhs only). The Maximum Buyback Size does not include any Transaction Costs.
Non-Resident Shareholders	Equity Shareholders other than resident Equity Shareholders including Non-Resident Indians (NRI), Foreign Institutional Investors (FII), Foreign Portfolio Investors (FPI), erstwhile Overseas Corporate Bodies (OCB) and Foreign Nationals
Non-Resident Indians / NRI	A person resident outside India, who is a citizen of India or a person of Indian origin and shall have the meaning as prescribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000 as amended from time to time.
NSDL	National Securities Depository Limited
Offer Period / Tendering Period / Buyback Offer Period	Period of 10 (Ten) Working Days from the Buyback Opening Date i.e. [●] till Buyback Closing Date i.e. [●] (both days inclusive)
PAN	Permanent Account Number
Postal Ballot Notice	Notice of Postal Ballot dated November 12,2020 for obtaining approval for the Buyback from the shareholders of the Company
Promoter and Persons in Control	Collectively, promoters and members of promoter group including person in control
Public Announcement / PA	Public announcement dated Tuesday, December 22, 2020 in relation to the Buyback made by the Company which was published on Wednesday, December 23, 2020 in Financial Express (English daily newspaper), Jansatta (Hindi daily newspaper) and Ei Samay (Bengali regional daily newspaper) with wide circulation in Kolkata (Kolkata being the state where our registered office is situated)
Ratio of Buyback	The ratio of the buyback for the Equity Shares held by Eligible Shareholders as on Record Date: (i) in case of Small Shareholders, [●] Equity Shares for every [●] Equity Shares held; and (ii) in case of Eligible Shareholders other than Small Shareholders, [●] Equity Shares for every [●] Equity Shares held
RBI	Reserve Bank of India
Record Date	The date for the purpose of determining the Buyback Entitlement and the names of the Eligible Shareholders to whom the Letter of Offer and Tender Form will be sent and who are eligible to participate in the Buyback in accordance with the Buyback Regulations. The Record Date for the Buyback is Friday, January 01, 2021.

Term	Description
Registrar to the Buyback / Registrar	Link Intime India Private Limited
Reserved Category	Category of the Small Shareholders eligible to tender Equity Shares in the Buyback
SEBI	The Securities and Exchange Board of India
SEBI Circulars	The SEBI circular CIR/ CFD/POLICYCELL/1/2015 dated April 13, 2015 as amended via SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, including any amendments thereof
SEBI Relaxation Circulars	SEBI circular bearing number SEBI/CIR/CFD/DCR1/CIR/P/2020/83 dated May 14, 2020 and SEBI/HO/CFD/DCR2/CIR/P/2020/139 dated July 27, 2020
Seller Member (s)	A stock broker(s) (who is a member of the BSE) of Eligible Shareholder(s), through whom the Eligible Shareholder(s) may participate in the Buyback
Small Shareholder	Eligible Shareholder who holds Equity Shares of market value not more than ₹2,00,000/- (Rupees Two Lakh only) on the basis of closing price on the Stock Exchange registering the highest trading volume on the Record Date.
Stock Exchange	BSE, being the stock exchange where the Equity Shares of the Company are listed
Tender Form	Form of acceptance–cum–acknowledgement to be filled in and sent to the Registrar by the Eligible Shareholders to participate in the Buyback
Tender Offer	Method of Buyback as defined in Regulation 2(i)(q) read with Regulation 9(vii) of the Buyback Regulations using stock exchange mechanism
TRS	Transaction Registration Slip
Transaction Cost	Any expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, advisors' fees, stock exchange fee for usage of their platform for Buyback, transaction costs viz. brokerage, applicable taxes inter alia including Buyback tax, securities transaction tax, GST, stamp duty, expensed incurred or to be incurred for the Buyback like filing fees payable to Securities and Exchange Board of India ("SEBI"), advisor/legal fees), public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses
U.S.	United States/United States of America
Working Day(s)	Working day as defined under Regulation 2(s) of the Buyback Regulations

3. DISCLAIMER CLAUSE

- As required, a copy of this Draft Letter of Offer has been submitted to SEBI. It is to be distinctly understood that submission of this Draft Letter of Offer to SEBI should not, in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet the Buyback commitments or for the correctness of the statements made or opinions expressed in this Draft Letter of Offer. The Manager to the Buyback, Inga Ventures Private Limited has certified that the disclosures made in this Draft Letter of Offer are generally adequate and are in conformity with the provisions of the Companies Act and Buyback Regulations. This requirement is to facilitate Eligible Shareholders to take an informed decision for tendering their Equity Shares in the Buyback.
- It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in this Draft Letter of Offer, the Manager to the Buyback is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose, the Manager to the Buyback, has furnished to SEBI a Due Diligence Certificate dated December 29,2020 in accordance with Buyback Regulations, which reads as follows:

“We have examined various documents and materials relevant to the Buyback as part of the due diligence carried out by us in connection with the finalization of the public announcement dated December 22, 2020 and published in the newspapers on December 23, 2020 (the “**Public Announcement**”) and the Draft Letter of offer dated

December 29, 2020 (“DLOF”). On the basis of such examination and the discussions with the Company, we hereby state that:

- The Public Announcement and the DLOF are in conformity with the documents, materials and papers relevant to the Buyback;
 - All the legal requirements connected with the said Buyback including the SEBI (Buy Back of Securities) Regulations, 2018, as amended, have been duly complied with;
 - The disclosures in the Public Announcement and the DLOF are, to the best of our knowledge, true, fair and adequate in all material respects for the Eligible Shareholder of the Company to make a well informed decision in respect of the captioned Buyback;
 - Funds used for Buyback shall be as per the provisions of the Companies Act, 2013, as amended.”
3. The filing of Draft Letter of Offer with SEBI does not, however, absolve the Company from any liabilities under the provisions of the Companies Act, or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the Buyback.
 4. Promoters and Persons in Control and/or Directors declare and confirm that no information or material likely to have a bearing on the decision of Eligible Shareholders has been suppressed, withheld and/or incorporated in the manner that would amount to mis-statement or misrepresentation and in the event of it transpiring at any point of time that any information or material has been suppressed, withheld and/or amounts to a mis-statement or misrepresentation, the Promoter and Persons in Control and Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act and the Buyback Regulations.
 5. The Promoter and Persons in Control and Directors also declare and confirm that funds borrowed from banks and financial institutions will not be used for the Buyback.
 6. **NO OFFER TO SUBSCRIBE/PURCHASE/SELL, OR AN INVITATION TO SUBSCRIBE/ PURCHASE /SELL, ANY SECURITIES OF THE COMPANY OR AS A SOLICITATION OR AN INVITATION TO SUBSCRIBE/PURCHASE/SELL ANY SECURITIES OF THE COMPANY INCLUDING THE EQUITY SHARES IS MADE IN A JURISDICTION, OTHER THAN INDIA, WHERE IT IS ILLEGAL, OR ANY ACTION OR APPROVAL IS REQUIRED, TO MAKE THIS BUYBACK**
 - a) The Public Announcement that was published on Wednesday, December 23, 2020 and this Draft Letter of Offer in connection with this Buyback, has been prepared for the purposes of compliance with applicable Indian laws and regulations. This Draft Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. Accordingly, the information disclosed may not be the same as that which would have been disclosed, if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. Except as otherwise required by applicable law of India, the Company and the Manager to the Buyback are under no obligation to update the information contained herein at any time after the date of the Letter of Offer. This Draft Letter of Offer does not in any way constitute an offer in any form, or an invitation in any form to subscribe/purchase/sell, any securities of the Company in any jurisdiction or as a solicitation or an invitation in any form to subscribe/purchase/sell any securities including the Equity Shares of the Company in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation would subject the Company or the Manager to the Offer to any new or additional requirements or registrations,
 - b) No action has been or will be taken by the Company or Manager to the Buyback to permit the Buyback in any jurisdiction where action would be required for that purpose. The Letter of Offer shall be dispatched to all Equity Shareholders/beneficial owners whose names appear in the register of members of the Company, on the Record Date. However, receipt of the Letter of Offer by any Eligible Shareholder in a jurisdiction in which it would be illegal to make this Buyback, or where making this Buyback would require any action to be taken (including, but not restricted to, registration of the Letter of Offer under any local securities laws of

any jurisdiction outside of India), shall not be treated by such Eligible Shareholder as an offer or invitation to offer being made to them and shall be construed by them as being sent for information purposes only.

- c) Persons in possession of the Letter of Offer are required to inform themselves of any relevant restrictions in their respective jurisdictions. Any Eligible Shareholder who tenders his, her or its Equity Shares in the Buyback shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buyback.
- d) **The Buyback is being made for securities of an Indian company and is subject to the laws of India. It is important for U.S. securities holders to be aware that this Draft Letter of Offer is subject to Tender Offer laws and regulations in India that are different from those in the U.S. and has been prepared in accordance with Indian law, format and style, which differs from customary U.S. format and style. This Draft Letter of Offer, does not in any way, constitute an offer to sell, or an invitation to sell, or buy any securities in the United States of America, or in any other jurisdiction in which offer or invitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. Users of the information contained in this Draft Letter of Offer are requested to inform themselves about and to observe such restrictions.**

7. Forward Looking Statements

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

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

8. Currency and Unit of Presentation

In this Draft Letter of Offer, references to “INR”, “Rs.”, “₹” and “Rupees” are to Indian Rupees i.e. the legal currency of India. Further, all data related to financials are given in Rs. lakhs, unless otherwise stated.

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

4. TEXT OF THE RESOLUTION PASSED AT THE BOARD MEETING

- 1. The Buyback through Tender Offer route using stock exchange mechanism was considered and approved by the Board of Directors of the Company subject to the shareholders’ approval at their meeting held on Thursday, November 12, 2020 subject to the shareholders’ approval. The Equity Shareholders of the Company approved the Buyback, by way of a special resolution, through postal ballot (including e- voting) pursuant to the Postal Ballot Notice dated November 12, 2020, the results of which were announced on Monday, December 21, 2020

and which was deemed to be passed on December 20 ,2020 (i.e. the last date of voting for the Postal Ballot). The text of the resolution passed by the Board is as follows:

Approval for Buyback of Equity Shares

“RESOLVED THAT pursuant to the provisions of the Article 56 of the Articles of Association of Industrial And Prudential Investment Company Limited (the “Company”) and the provisions of Sections 68, 69 and 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Companies Act”), read with the Companies (Share Capital and Debentures) Rules, 2014 (Share Capital Rules), The Companies (Management and Administration) Rules, 2014 (Management Rules), to the extent applicable and such other applicable Rules, Notifications, Orders and Circulars issued there under and in compliance with Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (“Buyback Regulations”), The Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations , 2018 (“Listing Regulations”) including any amendments, statutory modifications or re-enactments for the time being in force, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed by the Board of Directors of the of the Company (hereinafter referred to as the “Board”, which expression shall include any committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), and subject to the approval of the shareholders of the Company by way of a special resolution through a postal ballot, the Board hereby approves the buyback by the Company of up to 69,500 equity shares (Sixty nine thousand five hundred) fully paid-up equity shares of ₹10/- (Rupees ten only) each of the Company (“Equity Shares”) representing up to 3.98 % of the total number of Equity Shares of the paid-up Equity Share Capital of the Company at a price of ₹1,200/- (Rupees twelve hundred only) per Equity Share (“Buyback Price”) payable in cash for an aggregate amount of up to ₹8,34,00,000/- (Rupees Eight crore thirty four lakhs only) (“Buyback Size”), which represents up to 24.99% and up to 4.97 % of the aggregate fully paid-up Equity Share capital and free reserves as per the latest available audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2020, respectively, (“Audited Financial Statements”), which is within the statutory limit of 25% of the fully paid-up Equity Share capital and free reserves as per the Audited Financial Statements, out of the free reserves of the Company and/or such other permitted source by the Buyback Regulations or the Companies Act, on a proportionate basis through the “tender offer” route as prescribed under the Buyback Regulations (“Tender Offer”), from all of the shareholders of the Company who hold Equity Shares as of the record date (“Record Date”) (“Buyback”) . The Buyback Size does not include transaction costs viz. brokerage, applicable taxes inter alia including buy back taxes, securities transaction tax, GST, stamp duty, 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, etc. The Buyback period shall commence from the date of passing of special resolution by postal ballot until the last date on which the payment of consideration for the Equity Shares bought back by the Company is made (“Buyback Period”), in accordance with, and compliance, with the provisions contained in the Buyback Regulations, the Companies Act, Share Capital Rules, the Management Rules and the Listing Regulations

“RESOLVED FURTHER THAT all of the shareholders of the Company will be eligible to participate in the Buyback including: (i) promoters and promoter group of the Company (including members thereof) and their associates who hold Equity Shares as of the Record Date, persons in control (including such persons acting in concert) who hold Equity Shares as of the Record Date.

“RESOLVED FURTHER THAT as required by Regulation 6 of the Buyback Regulations, the Company may buy back Equity Shares from existing members holding Equity Shares of the Company on a proportionate basis under the tender offer route through stock exchange mechanism, provided that 15% of the number of Equity Shares which the Company proposes to buy back or the number of Equity Shares that the small shareholders are entitled to as per the shareholding of small shareholders as on the record date, whichever is higher, shall be reserved for Small Shareholders, as defined in the Buyback Regulations (“Small Shareholders”).

“RESOLVED FURTHER THAT the Company, to the extent legally permissible, shall implement the Buyback using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any amendments or statutory modifications for the time being in force.

“RESOLVED FURTHER THAT the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of Listing Regulations.

“RESOLVED FURTHER THAT the amount required by the Company for the Buyback is intended to be met out of the Company’s free reserves and/or such other sources as may be permitted by law through Tender Offer route as required by the Buyback regulations and the Companies Act and on such terms and conditions as the Board may decide from time to time at its absolute discretion.

“RESOLVED FURTHER THAT the Company shall earmark adequate sources of funds for the purpose of the Buyback.

“RESOLVED FURTHER THAT as required under the provision to Section 68(6) of the Companies Act and Regulation 8(i)(b) of the Buyback Regulations, the draft of the Declaration of Solvency prepared in the prescribed form and supporting affidavit, placed before the meeting be and is hereby approved and Mr. Gaurav Swarup, Chairman and Managing Director; and Mr. Varun Swarup, Director of the Company, be and are hereby authorized to finalize and sign the same, for and on behalf of the Board, and Mr. Ayan Datta, the Company Secretary be and is hereby authorised to file the same with the ROC, the SEBI, or any other authority.

“RESOLVED FURTHER THAT in terms of Regulation 24(iii) of the Buyback Regulations, Mr. Ayan Datta, Company Secretary, be and is hereby appointed as the Compliance Officer for the Buyback.

“RESOLVED FURTHER THAT draft Auditors certificate is hereby noted and other documents, placed before the meeting be and is hereby approved

“RESOLVED FURTHER THAT the Buyback from shareholders who are persons resident outside India including foreign corporate bodies (including erstwhile the Overseas Corporate Bodies), Foreign Institutional Investors/ Foreign Portfolio Investors, non-resident Indians, and shareholders of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, and also subject to such approvals, if, and to the extent necessary or required including approvals from concerned authorities including approvals from the Reserve Bank of India under Foreign Exchange Management Act, 1999, and the rules and regulations framed there under, if any

“RESOLVED FURTHER that a committee (“Buyback Committee”) be comprising of

- i) Mr. Gaurav Swarup, Chairman and Managing Director,
- ii) Mr. Varun Swarup, Director
- iii) Ms. Devina Swarup, Director,
- iv) Mr. Arun K Singhania, Chief Financial Officer; and
- v) Mr. Ayan Datta, Company Secretary

be constituted for the purposes of the Buyback and quorum for the Committee shall be two members. The Committee is authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, expedient, usual or proper, in the best interest of the Company and its shareholders, including but not limited to:

- a) To finalize the terms of buyback like the mechanism for the buyback, Record Date, entitlement ratio, the schedule of activities for Buyback including finalizing the date of opening and closing of Buyback, the timeframe for completion of the buyback;

- b) To severally authorize to finalise the terms and conditions of appointment and engagement (including settling their remuneration/ payment of commission, brokerage fees and charges) of the Merchant Banker, Broker, escrow agent, Registrar, Special Bank Account and stock exchange for availing its tendering mechanism, and execute, negotiate, finalize, amongst other things account opening forms, agreements (including escrow agreements) and perform/execute such acts, deeds, documents, letters and things in the name of and on behalf of the Company, in connection with the foregoing (including making deposits with the escrow agent and permitting the Merchant Banker to operate the escrow accounts opened for the purposes of the Buyback), and appoint and finalise the terms of appointment of advertising agencies, printers as may be required and deciding and settling their remuneration including by the payment of commission brokerage, fee and charges and entering into agreements and letters in respect thereof and open and close all necessary accounts such as broking account(s), depository account(s), escrow account(s) and bank account(s) as per applicable laws and Buyback Regulations
- c) To enter into escrow arrangements as may be required in terms of the Buyback Regulations;
- d) To open, one or more bank accounts including escrow accounts and special accounts required, if any, and to enter into agreements with and to give instructions to the bankers in connection therewith, to open, one or more depository account / buyer broker account and to open special trading window account with the BSE Limited
- e) To prepare, finalise, sign and file / issue public announcement, the draft letter of offer/ letter of offer, certificates for declaration of solvency and all other documents with respect to the Buyback with the SEBI, Registrar of Companies, the stock exchange and other appropriate authority within prescribed timelines and any revision/ modification / amendment thereto in accordance with the Act or the Buyback Regulations;
- f) making all applications to the appropriate authority for their requisite approvals including of the Securities and Exchange Board of India (SEBI) and approvals as may be required from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, if any;
- g) To decide on opening date for commencing of offer for Buyback and closing date thereof within the timelines as specified in the Act or the Buyback Regulations
- h) To decide on the time-table from the opening of the Buyback offer till completion of post buyback offer activities including the extinguishment of the shares.
- i) extinguishment of dematerialized shares and filing of certificate of extinguishment required to be filed in connection with the Buyback on behalf of the Company and/ or Board, as required under applicable law;
- j) To affix the Common Seal of the Company on relevant documents required to be executed for the buyback of shares in accordance with the provisions of the articles of association of the Company.
- k) To carry out management discussion and analysis on the likely impact of the Buy Back on the Company's earnings, public holdings, holdings of NRIs / FIIs, etc., promoters' holdings and change in management structure.
- l) To issue, furnish and make disclosures, certificates, returns, confirmations etc. as may be required under the Act, Buyback Regulations or other applicable law and to file such documents with the relevant authorities/ persons as may be required under the Act, Buyback Regulations or other applicable law.
- m) To obtain all necessary certificates and reports from statutory auditors and other third parties as required under applicable law.
- n) To deal with stock exchange (including their clearing corporations), where the equity shares of the Company are listed, and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, including any further amendments thereof.

- o) To verify offer / acceptances received, finalize basis of acceptance, issue rejection letters, if any, pay to the shareholders' consideration for shares bought back pursuant to the Buyback.
- p) To extinguish shares bought back within the time limit specified under the Buyback Regulations and to destroy share certificates upon the completion of the Buy Back.
- q) To file 'Return of Buyback' or any other form, report, returns, with Registrar and other statutory authorities within the timelines, as specified in the Act or the Buyback Regulations
- r) To maintain a register of securities bought back wherein 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 destroying of Equity Shares and such other particulars as may be prescribed, shall be entered and that the Company Secretary of the Company be and is hereby authorised to authenticate the entries made in the said register
- s) To take appropriate action for the removal of difficulties if any or settle and resolve any query and to decide on all matters in connection with or incidental to, the implementation of the Buyback programme.
- t) To delegate all or any of the authorities conferred as above to any officer(s)/authorised representative(s) of the Company to give effect to the aforesaid resolution or to accept any change(s) or modification(s) as may be suggested by the appropriate authorities or advisors.
- u) to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, expedient, usual or proper;
- v) to give such directions as may be necessary or desirable and to settle and resolve any questions or difficulties whatsoever that may arise in relation to the Buyback with any authorities involved;

“RESOLVED FURTHER THAT the Board hereby confirms that they have made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:

- a) Immediately following the date of this board meeting and the date on which the results of the shareholders' resolution will be declared (“Postal Ballot Resolution”), approving the Buyback, there will be no grounds on which the Company could be found unable to pay its debts;
- b) As regards the Company's prospects for the year immediately following the date of this board meeting and the Postal Ballot Resolution that, having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board meeting and also from the date of the Postal Ballot Resolution;
- c) In forming an opinion as aforesaid, the Board has taken into account the liabilities, as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016, as applicable (including prospective and contingent liabilities) as amended from time to time.

“RESOLVED FURTHER THAT the Board hereby confirms that:

- a) all the 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, from the date of declaration of results of the postal ballot for special resolution passed by the shareholders approving the proposed Buyback until the date of expiry of the Buyback Period;
- c) the Company, as per the provisions of Section 68(8) of the Act, will not make any further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) or other specified securities within a period of six months after the completion of the Buyback except by way of bonus shares or equity shares issued in order to discharge subsisting obligations such as conversion of

warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares (Subsisting Obligations);

- d) the Company shall not raise further capital for a period of one year from the expiry of the Buyback period, except in discharge of its Subsisting Obligations;
- e) the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or till the Equity Shares become transferable;
- f) the Company shall not buyback its Equity Shares from any person through negotiated deal whether on or off the stock exchange or through spot transactions or through any private arrangement in the implementation of the Buyback;
- g) there are no defaults subsisting in the repayment of any deposits (including interest payable thereon), redemption of debentures or preference shares, payment of dividend or repayment of any term loans to any financial institution or banks (including interest payable thereon);
- h) the Company shall not use borrowed funds, directly or indirectly, whether secured or unsecured, of any form and nature, from banks and financial institutions for paying the consideration to the equity shareholders who have tendered their Equity Shares in the Buyback;
- i) that the Company has been in compliance with Sections 92, 123, 127 and 129 of the Companies Act;
- j) the aggregate amount of the Buyback i.e. up to ₹ 8,34,00,000/- (Rupees Eight Crores Thirty-four lakhs only) does not exceed 25% of the aggregate of the total paid-up capital and free reserves of the Company as per Audited Financial Statements;
- k) the maximum number of Equity Shares proposed to be purchased under the Buyback (up to 69,500 Equity Shares), does not exceed 25% of the total number of Equity Shares in the paid-up Equity Share capital as per the Audited Financial Statements;
- l) The Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the date of this Board meeting
- m) the Company shall not make any offer of buyback within a period of one year reckoned from the date of expiry of the Buyback period;
- n) the ratio of the aggregate of secured and unsecured debts (standalone as well as consolidated) owed by the Company shall not be more than twice the paid-up Equity Share capital and free reserves, after the Buyback;
- o) the Company shall not directly or indirectly purchase its Equity Shares through any subsidiary company including its own subsidiary companies or through any investment company or group of investment companies.
- p) there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act as on date;
- q) The Buyback shall be completed within a period of 1 year from the date of passing of special resolution by way of postal ballot;
- r) the Company shall not withdraw the Buyback offer after the draft letter of offer is filed with the SEBI or the public announcement of the offer of the Buyback is made, except where any event or restriction may render Company unable to effect Buyback;
- s) the Company is not undertaking the Buyback to delist its equity shares other specified securities from the stock exchange;
- t) Consideration of the Equity Shares bought back by the Company will be paid only by way of cash.

“RESOLVED FURTHER that the approval of the shareholders by postal ballot be sought and that the draft notice of Postal Ballot as circulated to the Board be and is hereby approved.

“RESOLVED FURTHER that

- i. Mr. Gaurav Swarup, Chairman and Managing Director,
- ii. Mr. Varun Swarup, Director,
- iii. Mr. Arun K Singhania, Chief Financial Officer; and
- iv. Mr. Ayan Datta, Company Secretary

be and are hereby severally authorized to (i) finalise, sign and issue the notice for postal ballot, the accompanying explanatory statement (ii) appoint an agency for providing the electronic platform for e-voting on suitable terms (iii) carry out all incidental activities in connection with obtaining approval of the shareholders by a special resolution and (iv) do all such acts, deeds and things as may be necessary to give effect to this resolution.

“RESOLVED FURTHER THAT any two members of mentioned above form quorum of the meeting of the Buyback Committee and the Buyback Committee may approve the above appropriate resolutions in connection with the above

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and the Authorized Persons be and are hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

“RESOLVED FURTHER THAT the Company will use the platform of BSE Limited (“BSE”) for the purpose of the Buyback.

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

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

5. DETAILS OF THE PUBLIC ANNOUNCEMENT

- 5.1 In accordance with the provisions of Regulation 7(i) of the Buyback Regulations, the Company has made the Public Announcement dated Tuesday, December 22, 2020 for the Buyback of Equity Shares which was published within two Working Days i.e. on Wednesday, December 23, 2020 from the date of declaration of the results of such postal ballot i.e. Monday, December 21, 2020 in the following newspapers:

Name of the Newspaper	Language	Editions
Financial Express	English	All Editions
Jansatta	Hindi	All Editions
Ei Samay	Bengali	Regional Edition

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

5.3 A copy of the Public Announcement is/will be available on the SEBI website at www.sebi.gov.in and on website of the company www.industrialprudential.com

6. DETAILS OF THE BUYBACK

The Board of Directors at their meeting held on November 12, 2020, pursuant to the provisions of Article 56 of Articles of Association of the Company and Sections 68, 69 and 70 and all other applicable provisions if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, Management Rules, 2014, to the extent applicable, and in compliance with the Buyback Regulations, the Listing Regulations including any amendments, statutory modifications or re-enactments for the time being in force, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed by the Board and subject to the approval of the shareholders of the Company by way of a special resolution through a postal ballot, approved the Buyback of up to 69,500 (Sixty Nine Thousand Five Hundred) fully paid-up equity shares of ₹10/- (Rupees Ten only) each of the Company representing up to 3.98% of the total issued and paid-up Equity Share capital of the Company, at a price of ₹1200/- (Rupees One Thousand and Twelve Hundred only) per Equity Share payable in cash for an aggregate amount of up to ₹8,34,00,000/- (Rupees Eight Crores Thirty Four Lakhs only), which is up to 24.99 % and up to 4.97% % of the aggregate fully paid-up Equity Share capital and free reserves as per the latest available audited standalone and consolidated financial statements for the financial year ended March 31, 2020 respectively, which is within the statutory limit of 25% of the fully paid-up Equity Share capital and free reserves as per the Audited Financial Statements, out of the free reserves of the Company and/or such other permitted source by the Buyback Regulations or the Companies Act, on a proportionate basis through the “tender offer” route as prescribed under the Buyback Regulations, (“**Tender Offer**”) from all of the shareholders who hold Equity Shares as of the record date i.e. Friday, January 01, 2021.

1. The Equity Shareholders of the Company approved the Buyback, by way of a special resolution, through postal ballot (including e- voting) pursuant to the Postal Ballot Notice dated November 12, 2020, the results of which were announced on Monday, December 21, 2020 and which was deemed to be passed on December 20, 2020 (i.e. the last date of voting for the Postal Ballot).
2. The Buyback Size does not include transaction costs viz. brokerage, applicable taxes inter alia including Buyback tax, securities transaction tax, GST, stamp duty, expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, advisors/legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, etc.
3. The Equity Shares of the Company are listed on the BSE.
4. In addition to the regulations/statutes referred to in paragraph 1.1 above, the Buyback is also in accordance with the Companies (Management and Administration) Rules, 2014, to the extent applicable and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The Buyback shall be undertaken on a proportionate basis from the equity shareholders of the Company as on the Record Date, Friday, January 01, 2021 through the tender offer process prescribed under Regulation 4(iv)(a) of the Buyback Regulations. Additionally, the Buyback shall be subject to applicable laws, implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by SEBI in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, as amended from time to time (“**SEBI Circulars**”). In this regard, the Company will request BSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback
5. The Company proposes to Buyback up to 69,500 (Sixty Nine Thousand Five Hundred) fully paid-up Equity Shares of face value of ₹10/- (Rupees Ten only) each aggregating up to 3.98 % of the total issued and paid up Equity Share capital of the Company as per the latest Audited Financial Statements as at March 31, 2020 from

the Equity Shareholders of the Company as on the Record Date for an amount not exceeding ₹8,34,00,000/- (Rupees Eight Crores Thirty Four Lakhs only).

6. The aggregate fully paid-up Equity Share Capital and free reserves as per latest audited standalone and consolidated financials as on March 31, 2020 is ₹3,336.67 lakhs and ₹16,771.74 lakhs respectively. The funds deployed for Buyback shall not exceed 25% of the aggregate fully paid-up equity share capital and free reserves of the Company under the shareholders' approval route, as provided under the proviso to Section 68(2)(b) of the Companies Act. Accordingly, the maximum amount that can be utilised in the present Buyback is ₹ 834.17 lakhs. The Company has proposed to utilise an aggregate amount of up to ₹ 834 lakhs for the Buyback which is up to 24.99% and 4.97% of the aggregate of the fully paid-up equity share capital and free reserves as per the audited standalone and consolidated financial statements of the Company as on March 31, 2020, respectively, which is within the prescribed limit of 25% of the total paid up capital and free reserves.
7. The shareholding of the Promoter and Persons in Control as on the date of publication of the Public Announcement i.e. December 23, 2020 is given below:

Sr. no	Name of the Shareholder	No. of Equity Shares	% shareholding
1	Vikram Swarup (In the capacity of Trustee of Swarup Family Trust)	27,348	1.57
2	Kevic Anant Setalvad	13,452	0.78
3	Bindu Vikram Swarup	9,000	0.52
4	Gaurav Swarup	3,600	0.21
5	Parul Swarup	3,414	0.20
6	Paharpur Cooling Towers Limited	7,46,901	42.79
7	Paharpur Corporation Limited	1,91,550	10.97
8	Melvin Powell Vanaspati & Engg. Industries Ltd.	1,54,800	8.87
	Total	11,50,065	65.89

8. In terms of the Buyback Regulations, under the Tender Offer, the Promoter and Persons in Control have the option to participate in the Buyback. In this regard, one of the Promoter and Persons in Control vide letter dated November 12, 2020 has expressed his intention to tender Equity Shares in the Buyback and offer up to an aggregate maximum number of 13,452 (Thirteen thousand Four Hundred and Fifty Two) Equity Shares or such lower number of Equity Shares in accordance with the provisions of the Buyback Regulations. Their maximum participation in the Buyback has been detailed in paragraph 9.4 of this DLOF.
9. The pre-Buyback shareholding of Promoter and Persons in Control of the Company, as on the date of publication of Public Announcement is 65.89% of the total number of outstanding Equity Shares of the Company and assuming that the response to the Buyback is 100% (full acceptance) from all the Eligible Shareholders in proportion of their respective Buyback Entitlement, post-Buyback shareholding of Promoter and Persons in Control of the Company will be [●]% of the total number of outstanding Equity Shares of the Company. For details with respect to aggregate shareholding of Promoter and Persons in Control for pre-Buyback and post-Buyback please refer paragraph 13.6 of this DLOF.
10. Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the members of the Promoter and Person in Control in the Company may increase or decrease from their existing shareholding in the total equity capital and voting rights of the Company. The Company confirms that after the completion of the Buyback, the non-promoter shareholding of the Company shall not fall below the minimum level required as per Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Any change in voting rights of the promoter and Person in Control of the Company pursuant to completion of Buyback will not result in any change in control over the Company.

7. AUTHORITY FOR THE BUYBACK

1. The Buyback is being undertaken by the Company in accordance with the provisions of Article 56 of Articles of Association of the Company and Sections 68, 69, 70, 110 and all other applicable provisions of the Companies Act and applicable rules made thereunder and in compliance with the Buyback Regulations and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed by the Board or any person authorised by the Board.
2. The Buyback has been duly authorized by a resolution passed by the Board of Directors at their meeting held on Thursday, November 12, 2020. The Equity Shareholders of the Company have approved the Buyback by way of a special resolution, through postal ballot (including e-voting) pursuant to the Postal Ballot Notice dated November 12, 2020, the results of which were announced on Monday, December 21, 2020 in accordance with the provisions of Section 110 of the Companies Act and Rule 22 of the Management Rules.

8. NECESSITY OF THE BUYBACK

1. The Board Meeting, considered all relevant factors, including the strategic and operational cash requirements in the medium term, present debt to equity ratio of the Company, the increase in accumulated free reserves and considered it appropriate to allocate a sum not exceeding to ₹8,34,00,000/- (Rupees Eight Crores Thirty-Four Lakhs only) (excluding Transaction Costs) for distributing to Eligible Shareholders, through the Buyback.
2. In line with the above and with an objective of enhancing the shareholders returns, the Board decided to recommend Buyback at a price of ₹1200/- (Rupees One thousand and Two Hundred only) per Equity Share for an aggregate consideration of up to ₹8,34,00,000/- (Rupees Eight Crores Thirty-Four Lakhs only)
3. The Buyback is being proposed by the Company to service the equity more efficiently. Additionally, the Company's management strives to increase equity shareholders value and the Buyback would result in amongst other things:
 - a) The Buyback is being done to return surplus funds, after taking into account the strategic and operational cash needs of the Company in the short to medium term
 - b) The Buyback may help in improving earnings per share, return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value;
 - c) The Buyback gives an option to the equity shareholders, who can either (i) choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback; or (ii) choose to not participate and enjoy a resultant increase in their percentage shareholding, post the Buyback, without additional investment;
 - d) The Buyback, which is being implemented through the Tender Offer as prescribed under the Buyback Regulations, shall be from its existing securities holders on a proportionate basis in accordance with the provisions of Securities and Exchange Board of India (Buy-Back Of Securities) Regulations, 2018; Provided that fifteen per cent of the number of securities which the company proposes to buy-back or number of securities entitled as per their shareholding, whichever is higher, shall be reserved for small shareholders

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

1. We believe that the Buyback is not likely to cause any material impact on the profitability/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 that the response to the Buyback is 100% (full acceptance) from all the Eligible Shareholders in proportion of their respective Buyback Entitlement, the funds deployed by the Company towards the Buyback would be ₹8,34,00,000/- (Rupees Eight Crores Thirty-Four Lakhs only). This shall impact the investment income earned by the Company, on account of reduced amount of funds available for investments.

2. In terms of the Buyback Regulations, under the Tender Offer, the Promoter and Persons in Control have the option to participate in the Buyback. In this regard, one of the Promoter and Persons in Control vide letter dated November 12, 2020 has expressed his intention to tender Equity Shares in the Buyback and may tender up to an aggregate maximum number of 13,452 (Thirteen Thousand Four Hundred and Fifty-Two) Equity Shares or such lower number of shares in accordance with the provisions of the Buyback Regulations.
3. Maximum number of Equity Shares to be tendered by the Promoter and Persons in Control are as under:

Sr. No.	Name of the Promoter/Promoter Group and Persons in Control	No. of Equity Shares held	Maximum Number of Equity Shares intended to tender
1	Kevic Anant Setalvad	13,452	13,452
	Total	13,452	13,452

4. Details of the date and price of the Equity Shares allotted/acquired/credited/transferred/transmitted to the Promoter and Persons in Control, which are intended to be tendered, are set-out as below:

1. Kevic Anant Setalvad - Intend to tender up to 13,452 Equity Shares

Date	Nature of Transaction	Number of Equity Shares	Face Value (₹)	Issue/Acquisition Price (₹)	Consideration (₹)
07.07.2015	Transmission of shares through inheritance	4484	10/-	NA	Nil
29.07.2016	Bonus Issue	8968	10/-	Nil	Nil
	Total	13452			

5. Consequent to the Buyback and based on the number of shares bought back within each category of shareholders, the shareholding pattern of the Company would undergo a change.
6. Assuming the response to the Buyback is 100% (full acceptance) from all the Eligible Shareholders in proportion to their respective Buyback Entitlement, the aggregate shareholding of the Promoter and Persons in Control post the Buyback may increase/decrease to [●] % from 65.89 % prior to Buyback. Please refer to paragraph 13.6 for further details. Also, if none of the public shareholders participate and only the Promoter and Promoter Group participate to the extent of the Buyback Entitlement, their shareholding may reduce to [●] % from 65.89 % of the total equity share capital of the Company.
7. Assuming the response to the Buyback is 100% (full acceptance) from all the Eligible Shareholders in proportion to their respective Buyback Entitlement, the aggregate shareholding of the Equity Shareholders other than Promoter and Persons in Control, post the Buyback may increase/decrease to [●] % from 34.11% prior to Buyback. Please refer to paragraph 13.6 for further details.
8. The Buyback will not result in a change in control or otherwise affect the existing management structure of the Company.
9. Consequent to the Buyback and depending on the number of Equity Shares bought back from the Non-Resident Shareholders, Indian financial institutions, banks, mutual funds and other public shareholders, the shareholding of each such person shall undergo a change. Please refer to paragraph 13.6 for further details.
10. The debt-equity ratio immediately on completion of Buyback shall be in compliant with the permissible limit of 2:1 prescribed under the Companies Act even if the response to the Buyback is 100% (full acceptance) from all the Eligible Shareholders in proportion to their respective Buyback Entitlement. The same has been certified vide a certificate dated November 12, 2020 by the statutory auditor of the Company.

11. We believe, 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.
12. The Promoter and Persons in Control of the Company shall not deal in the Equity Shares of the Company on Stock Exchange or off market, including by way of inter-se transfer(s) of Equity Shares among the Promoter and Persons in Control during the period from the date of passing the Shareholders' resolution of the Buyback i.e. Sunday, December 20, 2020 until the date of expiry of Buyback period.
13. The Company shall not issue any new Equity Shares or other specified securities including by way of bonus till the date of closure of the Buyback.
14. the Company, as per the provisions of Section 68(8) of the Act, will not make any further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) or other specified securities within a period of six months after the expiry of the Buyback Period except by way of bonus shares or equity shares issued in order to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares (Subsisting Obligations) Further, except in discharge of its subsisting obligations, the Company shall not raise further capital for a period of six months or one year from the expiry of the Buyback period, as may be applicable in accordance with the Buyback Regulations or any circulars or notifications issued by SEBI in connection therewith.
15. The Company, in compliance with regulation 4(v) of the Buyback Regulations, is not undertaking this Buyback so as to delist its Equity Shares or other specified securities from the stock exchange.
16. Salient financial parameters consequent to the Buyback based on the latest Audited Financial results as at March 31, 2020 are set forth below:

Parameters	Based on Financial Statements (Standalone)		Based on Financial Statements (Consolidated)	
	Pre Buyback	Post Buyback*	Pre Buyback	Post Buyback*
Net Worth (₹ in Lakhs)	52,29.53	42,01.48	187,71.79	17,743.74
Profit/(Loss) for the period (₹ in Lakhs)	8,67.79	8,67.79	24,44.72	24,44.72
Return on Net Worth %	16.59%	20.65%	13.02%	13.78%
Earnings Per Equity Share (EPS) (Basic) (in ₹)	49.72	51.78	140.07	145.88
Book Value per share (in ₹)	299.63	250.71	1075.54	1,058.80
Price Earnings (PE) Multiple (BSE)**	14.08	13.52	5.00	4.80
Debt/ Equity ratio [#]	-	-	-	-

* The post Buyback numbers are calculated by reducing the net worth by the proposed Buyback of ₹ 834.00 lakh (assuming full acceptance) and ₹ 194.05 lakh being the income tax payable under section 115AQ of the Income Tax Act 1961 on the Buy Back without factoring in any other impact to the net worth.

**Share price used to calculate P/E has been taken as closing price of March 31, 2020 on BSE i.e. ₹ 700.

Note: Amounts mentioned are rounded off to nearest lakhs

The Company does not have any debt as at March 31, 2020 and as on date.

The above key ratios have been computed as below:

Key Ratios	Basis
Net Worth	As defined under section 2(57) of the companies Act, 2013 i.e. aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account and 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. Further, Equity Share Capital of ₹174.53 lakhs consist of 17,45,340 shares of fully paid equity shares of Rs 10 each. Board of Directors at their meeting held on November 12, 2020 approved the cancellation of forfeited shares amounting to ₹3,322 subject to shareholders approval under section 61(1)(e) of the Companies Act,2013
Basic Earnings per Share	Net Profit After Tax attributable to equity shareholders / Weighted average number of Shares outstanding during the year
Diluted Earnings Per Share (INR)	Net Profit After Tax Attributable to equity shareholders / Weighted Number of Equity Shares outstanding, adjusted with dilutive potential ordinary shares
Book value per Share (INR)	Net worth (as defined above) / Number of Equity Shares outstanding at year end
Total Debt-Equity Ratio	Total Debt / Net Worth (as defined above)
Return on Net Worth (%)	Net Profit After Tax / Net Worth (as defined above)
P/E Ratio	Market Value per Equity Share/ Earnings per Equity Share

10. BASIS OF CALCULATING THE BUYBACK PRICE

1. The Equity Shares are proposed to be bought back at a price of ₹1200/- (Rupees One Thousand and Two Hundred Only) per Equity Share. The Buyback Price of ₹1200/- (Rupees One Thousand and Two Hundred Only) per Equity Share has been arrived at after considering various factors including, but not limited to, the trends in the volume weighted average price and closing price of the Equity Shares on the BSE. The Buyback Price represents:
 - a) Premium of 27.61% over the closing price of the Equity Shares on BSE as on 9th November 2020 being the date on which the Company intimated to the Stock Exchange of the date of the meeting of the Board of Directors wherein the proposal of Buyback was considered.
 - b) Premium of 40.83% over the volume weighted average market price of the Equity Shares on BSE, during the two weeks preceding the date of intimation to the Stock Exchange of the date of the meeting of the Board of Directors wherein the proposal of Buyback was considered.
 - c) Premium of 41.91% over the volume weighted average market price of the Equity Shares on BSE, during the 30 trading days preceding the date of intimation to the Stock Exchange of the date of the meeting of the Board of Directors wherein the proposal of Buyback was considered.
 - d) Premium of 41.26% over the volume weighted average market price of the Equity Shares on BSE, during the 60 trading days preceding the date of intimation to the Stock Exchange of the date of the meeting of the Board of Directors wherein the proposal of Buyback was considered.

- For financial ratios and trends in the market price of the Equity Shares, please refer to paragraph 15 & 16 of this Draft Letter of Offer respectively.

11. SOURCES OF FUNDS FOR THE BUYBACK

- Assuming full acceptance, the funds that would be utilized by the Company for the purpose of the Buyback would be ₹8,34,00,000/- (Rupees Eight Crores Thirty-Four Lakhs only), excluding Transaction Costs.
- The Buyback would be financed out of free reserves and/or such other sources as may be permitted by law through “Tender Offer” route and as required by the Buyback Regulations and the Companies Act, and on such terms and conditions as the Board may deem fit.
- The funds for the Buyback will be sourced from the cash and cash equivalents including investment in mutual fund and/or accumulated internal accruals and no borrowings are made to discharge the Buyback obligations. However, if required, the Company may borrow funds in the ordinary course of its business.
- This Buyback is not likely to cause any material impact on the earnings of the Company, except for the cost of financing the Buyback, being a reduction in the treasury income that the Company could have otherwise earned on the funds deployed.
- The Company shall transfer from its free reserves a sum equal to the nominal value of the equity shares purchased through the Buyback to the Capital Redemption Reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statement.

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

- In accordance with Regulation 9(xi) of the Buyback Regulations, the Company has appointed HDFC Bank Limited as the Escrow Agent for the Buyback. The Company, the Manager to the Buyback and the Escrow Agent have entered into an Escrow Agreement dated December 24, 2020 pursuant to which the Escrow Account in the name and style “I & P Buyback Escrow Account” bearing account number 57500000601486 has been opened with the Escrow Agent at its branch office located at at 3A, Gurusaday Road, Kolkata -700 019. The Company will deposit the applicable amount in the Escrow Account, in terms of the Buyback Regulations. The Manager has been empowered to operate the Escrow Account in accordance with the Buyback Regulations.
- The Company has adequate and firm financial resources to fulfill its obligations under the Buyback and the same has been certified vide a certificate dated November 12, 2020 by R.P.Singh (Membership No.:052438), Partner of Lodha & Co.(ICAI Firm Registration No.:301051E),UDIN:20052438AAAADN7896:, having their office at, 14, Government Place East, Kolkata-700 069, Telephone No. 033 2248 1111/1507/40400000 and Fax No. 033 2248 6960
- Based on the aforementioned certificate, the Manager to the Buyback confirms that it is satisfied that the 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

- The present capital structure of the Company pre Buyback and Post Buyback is as follows:

(₹in Lakhs)			
Sr. No.	Particulars	Pre Buyback	Post Buyback*
1.	Authorized Share Capital:		
	20,00,000 Equity Shares of ₹ 10/- each	200.00	200.00
2.	Issued, Subscribed and Paid-up Capital:		
	17,45,340 Equity Shares of ₹ 10/- each	174.53	173.84

* Assuming response to the Buyback is 100% (full acceptance) from all the Eligible Shareholders in proportion to their respective Buyback Entitlement.

- The Company did not implement any Buyback program in the last three years.

3. As on date of this Draft Letter of Offer, there are no partly paid-up Equity Shares outstanding.
4. As on date of this Draft Letter of Offer, there are no outstanding securities convertible into Equity Shares.
5. As on date of this Draft Letter of Offer, there is no amount under calls in arrears.
6. The shareholding pattern of the Company (a) pre Buyback i.e. as on date of the publication of the Public Announcement; and (b) the post Buyback is as follows:

Category of Shareholder	Pre Buyback		Post Buyback*	
	Number of Shares	% to pre Buyback Equity Share capital	Number of Shares	% to post Buyback Equity Share capital
Promoter and Persons in Control	11,50,065	65.89	[●]#	[●]#
Foreign Investors (including Non-Resident Indians, FPIs, Foreign Banks, Foreign Nationals, FIIs and Foreign Mutual Funds)	30,205	1.73	[●]	[●]
Financial Institutions/Banks & Mutual Funds promoted by Banks/ Institutions, Alternate Investment Funds and NBFCs	1,200	0.07		
Others (Public, Public Bodies Corporate, Clearing Members, Trust, and HUF etc.)	5,63,870	32.31		
Total	17,45,330	100.00	[●]	[●]

* Assuming response to the Buyback is 100% (full acceptance) from all the Eligible Shareholders in proportion to their respective Buyback Entitlement.

Assuming full acceptance of Equity Shares in the Buyback as per the Buyback Entitlement from the Promoter and Person in control, who has expressed his intention to participate.

7. All percentages have been rounded off to two decimal points. Thus, the sum of such numbers may not conform exactly to the total figure given. There is no pending scheme of amalgamation or compromise or arrangement pursuant to any provisions of the Companies Act as on the date of this Draft Letter of Offer
8. Assuming response to the Buyback is 100% (full acceptance) from all the Eligible Shareholders in proportion to their respective Buyback Entitlement, the aggregate shareholding of the Promoter and Persons in Control post the Buyback may increase/decrease to [●] % from prior to the Buyback 65.89%.
9. The shareholding of the Promoter and Persons in Control as on the date of the publication of Public Announcement i.e. December 23, 2020 is given below:

Sr .n o	Name of the Shareholder	No. of Equity Shares	% shareholding
1	Vikram Swarup (In the capacity of Trustee of Swarup Family Trust)	27,348	1.57
2	Kevic Anant Setalvad	13,452	0.78
3	Bindu Vikram Swarup	9,000	0.52
4	Gaurav Swarup	3,600	0.21
5	Parul Swarup	3,414	0.20
6	Paharpur Cooling Towers Limited	7,46,901	42.79
7	Paharpur Corporation Limited	1,91,550	10.97
8	Melvin Powell Vanaspati & Engg. Industries Ltd.	1,54,800	8.87
	Total	11,50,065	65.89

10. Aggregate shareholding of the Directors and Key Managerial Personnel of the Company as on the date of the Board Meeting and the date of the Postal Ballot Notice, i.e., November 12, 2020:

Sr. no	Name of Shareholder	Designation	No. of Equity Shares held	% Shareholding
1	Mr. Gaurav Swarup	Chairman and Managing Director	3,600	0.21
2	Mr. Varun Swarup	Non-Executive Director	-	-
3	Mrs. Devina Swarup	Non - Executive Director	-	-
4	Mr. Anish Modi	Non-Executive Independent Director	-	-
5	Mr Probir Roy	Non-Executive Independent Director	-	-
6	Mr. Debanjan Mandal	Non-Executive Independent Director	-	-
7	Mr. Arun Kumar Singhania	Key Managerial Person	-	-
8	Mr. Ayan Datta	Key Managerial Person	-	-

11. Aggregate shareholding of the Directors, Key Management Person of companies and Trustee which are a part of the Promoter and Promoter Group, as on the date of the Board meeting and the date of this Postal Ballot Notice, i.e., November 12, 2020:

Sr. no	Name of the Company/Trust	Name of Director/KMP/Trustee	No. of Equity Shares held	% Shareholding
1	Paharpur Cooling Towers Limited	Directors		
		Satya Brata Ganguly	-	-
		Ratanlal Gaggar	-	-
		Sumit Mazumder	-	-
		Vikram Swarup*	27,348	1.57
		Gaurav Swarup	3,600	0.21
		Gyan Mahendra Swarup	-	-
		Key Managerial Person		
		Arun Kumar Singhania (CFO)	-	-
		Shilpishree Choudhary (CS)	-	-
2	Paharpur Corporation Limited	Directors		
		Arun Kumar Singhania	-	-
		Parul Swarup	3,414	0.20
		Siddharth Swarup	-	-
3	Melvin Powel Vanaspati & Engg. Industries Ltd.	Directors		
		Vikram Swarup*	27,348	1.57
		Varun Swarup	-	-
		Devina Swarup	-	-
4	Swarup Family Trust	Trustees		
		Gyan Mahendra Swarup	-	-
		Vikram Swarup*	27,348	1.57
		Gaurav Swarup	3,600	0.21

* In the capacity of Trustee of Swarup Family Trust

12. Aggregate shares purchased or sold by the Promoter and Persons in Control, Directors of companies which are a part of the Promoter and Promoter Group and Directors and Key Managerial Personnel of the Company during a period of twelve months preceding the date of the publication of Public Announcement, i.e., December 23, 2020:

a) Aggregate of shares purchased or sold by the Promoter and Persons in Control:

Sr. No.	Name of Shareholder	No. of Equity Shares Acquired/Sold	Nature of Transaction	Maximum Price per Equity Share	Date of Maximum Price	Minimum Price	Date of Minimum Price
NIL							

b) Aggregate shares purchased or sold by the Directors of companies which are part of the Promoter and Promoter Group:

Name of the Promoter Company:							
Sr. No.	Name of Shareholder	No. of Equity Shares Acquired/Sold	Nature of Transaction	Maximum Price per Equity Share	Date of Maximum Price	Minimum Price	Date of Minimum Price
NIL							

c) Aggregate shares purchased or sold by the Directors and Key Managerial Personnel of the Company:

Sr. No.	Name of Shareholder	No. of Equity Shares Acquired/Sold	Nature of Transaction	Maximum Price per Equity Share	Date of Maximum Price	Minimum Price	Date of Minimum Price
NIL							

14. BRIEF INFORMATION ABOUT THE COMPANY

- Industrial and Prudential Investment Company Limited was initially incorporated under the name “Industrial & Prudential Assurance Co. Ltd as a limited liability Company under Act no. VI of 1882 of the Legislative Council of India. Subsequently the name of the Company was changed from “Industrial & Prudential Assurance Co. Ltd” to “Industrial and Prudential Investment Company Limited” on 22nd June, 1959 under Indian Companies Act, 1.956. The corporate identity number of the Company is L65990WB1913PLC218486. Currently the Company’s registered and corporate office is situated at Paharpur House, 8/1/B Diamond Harbour Road, Kolkatta, West Bengal – 7000 27, India.
- The Company is an NBFC registered with Reserve Bank of India and engaged in investment and trading of securities and mutual fund units, headquartered in Kolkata. The Company is managed by Swarup Family as promoter, who along with other promoter and promoter group companies hold 65.89% of equity share capital of the Company. The Company is operating out of the leased premises owned by the promoter group company and has required infrastructure including information technology hardware and software to run its Investment Business. The day to day operations are being looked after by the core team comprising of the CFO and other members.
- Financial Performance / growth over last 3years

As per the unaudited standalone results as on September 2020, the total revenue from operations is ₹986.93 lakhs and profit after tax of ₹784.36 lakhs. As per the latest Standalone Audited Financial Statements as at financial years ended March 31, 2020, 2019 and 2018, the Company recorded total revenue from operations of ₹756.45 lakhs, ₹977.04 lakhs, ₹919.47 lakhs respectively and profit after tax of ₹867.79 lakhs, ₹ 862.52 lakhs, ₹823.78 lakhs respectively.

As per the unaudited consolidated results as on September 2020, the total revenue from operations is ₹468.51 lakhs and profit after tax of ₹670.61 lakhs. As per the latest Audited Consolidated Financial Statements as at financial years ended March 31, 2020, 2019 and 2018, the Company recorded total revenue from operations of ₹336.23 lakhs, ₹570.99 lakhs, ₹533.71 lakhs respectively and profit after tax of ₹2444.72 lakhs, ₹1891.87 lakhs, ₹1955.34 lakhs respectively. For more information, please refer to paragraph 15 of this Draft Letter of Offer.

4. The details of changes in the share capital of the Company since its incorporation are as follows:

Date /year of Allotment#	No. of Equity Shares issued	Face Value (₹)	Issue Price (₹)	Nature of Consideration	Cumulative No. of Equity Shares	Details
Opening Balance as on year 1966	-	-	-	-	36,450	-
1966	36,450	10	Nil	Bonus	72,900	Bonus issue of shares in the ratio of 1:1
1986	2,17,990	10	10	Other than cash	2,90,890	Conversion of Debentures in to equity
1993	2,90,890	10	10	Bonus	5,81,780	Bonus issue of shares in the ratio of 1:1
23.07.2016	11,63,560	10	10	Bonus	17,45,340	Bonus issue of shares in the ratio of 2:1

Company is unable to provide documents as well as details of issuance and allotment of Equity Shares prior to year 1966. Further the precise details as well as records for issuance and allotment of Equity Shares upto year 1993 are also not available with the Company

5. The Details of the Board of Directors of the Company as on date publication of Public Announcement i.e. December 23, 2020 are as follows:

Sr. No.	Name, DIN, Age and Occupation of the Director	Designation	Qualifications	Date of Appointment/ Reappointment	Other Directorships
1	Mr. Gaurav Swarup DIN: 00374298 Age: 65 Occupation: Business	Chairman & Managing Director	B.E., MBA	April 17, 1990. Re-appointed as Managing Director on March 30, 2015	<ul style="list-style-type: none"> • Paharpur Cooling Towers Limited • Paharpur 3P Private Limited • Graphite India Limited • Garima Pvt. Ltd • Medica Synergie Private Limited • TIL Limited • Swadeshi Polytex Ltd • Avadh Sugar & Energy Limited • KSB Limited
2	Mr. Varun Swarup DIN: 02435858 Age: 37 Occupation: Business	Non-Executive Director	Mechanical Engineering	November 7, 2017	<ul style="list-style-type: none"> • New Holding and Trading Company Limited • Melvin Powell Vanaspati Engineering Industries Ltd
3	Mrs. Devina Swarup DIN: 06831620 Age: 35 Occupation: Business	Non – Executive Director	Masters of Science	November 7, 2017	<ul style="list-style-type: none"> • New Holding and Trading Company Limited • Melvin Powell Vanaspati Engineering Industries Ltd • Paharpur Industries Limited • Floeter India Retort-Pouches Private Limited • Indian Chamber of Commerce Calcutta • Paharpur 3P Private Limited • Selecto Pac Private Limited
4.	Mr. Anish Modi DIN: 00031232 Age:54 Occupation: Business	Non-Executive Independent Director	Master in Finance and Economics	August 2, 2019	<ul style="list-style-type: none"> • Viridis Chemicals Private Limited • Stolt Rail Logistic Systems Limited • Shree Nirmal Commercial Limited

Sr. No.	Name, DIN, Age and Occupation of the Director	Designation	Qualifications	Date of Appointment/ Reappointment	Other Directorships
					<ul style="list-style-type: none"> • Tarang Advisory Private Limited
5	Mr. Probir Roy DIN:00033045 Age: 76 Occupation: Business	Non-Executive Independent Director	M. Sc. in Chemistry, B.Sc. Chemical Engineering, M.B.A	November 7, 2017	<ul style="list-style-type: none"> • East India Pharmaceutical Works Limited • Duroply Industries Limited • Century Plyboards (India) Ltd. • Keventer Agro Ltd. • Vikram Solar Limited
6	Mr. Debanjan Mandal DIN: 00469622 Age: 47 Occupation: Business	Non-Executive Independent Director	Law Graduate	November 7, 2017	<ul style="list-style-type: none"> • Century Plyboards (India) Ltd • Edward Food Research & Analysis Centre Limited • Apeejay Tea Limited • West Bengal Infrastructure Development Finance Corpn Ltd (Wbgovt Company) • Apeejay Surrendra Park Hotels Limited • Indian Chamber of Commerce, Calcutta • Anmol Industries Limited • Fox & Mandal Consultancy Solutions Private Limited • Spencer's Retail Limited

6. The details of changes in the Board of Directors during the last 3 years preceding the date of publication of Public Announcement, December 23, 2020 are as under:

Name of the Director	Appointment/ Resignation/Change in Designation	Effective Date	Reasons
Mr. Anant V Setalvad	Resigned	07.11.2017	Old age
Mr. A R Broacha	Resigned	07.11.2017	Old age
Ms. Binaisha Sundaram	Resigned	07.11.2017	Personal Reasons

Name of the Director	Appointment/Resignation/Change in Designation	Effective Date	Reasons
Mr. Varun Swarup	Appointed	07.11.2017	Appointment to fill in casual vacancy
Ms. Devina Swarup	Appointed	07.11.2017	Appointed as an Additional Director
Mr. Probir Roy	Appointed	07.11.2017	Appointed as an Additional Director
Mr. Debanjan Mandal	Appointed	07.11.2017	Appointed as an Additional Director
Mr. Probir Roy	Change in designation	15.12.2017	Designated as an Independent Director
Mr. Debanjan Mandal	Change in designation	15.12.2017	Designated as an Independent Director
Ms. Devina Swarup	Change in designation	03.08.2018	Designated as Non-Executive Director

7. The Buyback will not result in any benefit to the Promoter and Persons in Control of the Company or any Directors of the Company or group companies, except to the extent of cash consideration received from the Company pursuant to their respective 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 Equity Shares which will lead to a reduction in the Equity Share capital of the Company, post the Buyback.

15. FINANCIAL INFORMATION ABOUT THE COMPANY

1. The salient financial information of the Company as extracted from the latest Audited Financial Statements as at preceding three financial years being March 31, 2020, March 31, 2019 and March 31, 2018 and unaudited financial results for six months period ended September 30, 2020 are as under:

a) Based on standalone financial statements

Particulars	(₹ in lakh)			
	Standalone			
	30-09-2020	31-03-2020	31-03-2019	31-03-2018
	Unaudited	Audited	Audited	Audited
	IND AS	IND AS	IND AS	GAAP
(I) Total Revenue from operations	9,86.93	7,56.45	9,77.04	9,19.47
(II) Other Income	-	4,59.73	-	1.05
(III) Total Income (I+II)	9,86.93	12,16.18	9,77.04	9,20.52
Total Expenses (excluding Finance costs and Depreciation & amortization, Tax and exceptional items)	26.34	2,55.67	63.33	64.57
Finance Cost	-	-	-	-
Depreciation and amortization expense	-	-	0.08	0.09
Exceptional Items (Expenses/ (Income))	-	-	-	-
(IV) Total Expenses	26.34	2,55.67	63.41	64.66
(V) Profit before tax (III- IV)	9,60.59	9,60.51	9,13.63	8,55.86

Particulars	Standalone			
	30-09-2020	31-03-2020	31-03-2019	31-03-2018
	Unaudited	Audited	Audited	Audited
	IND AS	IND AS	IND AS	GAAP
(VI) Tax Expense	1,76.23	92.72	51.11	32.08
(VII) Net Profit after tax (V - VI)	7,84.36	8,67.79	8,62.52	8,23.78
(VIII) Other Comprehensive Income	71,01.99	(18,26.47)	24,40.10	-
(IX) Total Comprehensive Income (VII + VIII)	78,86.35	(9,58.68)	33,02.62	8,23.78
Paid up Equity Share Capital	1,74.53	1,74.56	1,74.56	1,74.56
Other Equity	25,073.47	176,23.42	191,08.12	36,73.64
Net Worth	59,89.81	52,29.53	46,32.87	38,47.52
Total Debt	-	-	-	-
Basic earnings per share of ₹10 each	44.94	49.72	49.42	47.20
Diluted earnings per share of ₹10 each	44.94	49.72	49.42	47.20
Book value per share (INR)	343.19	299.63	265.44	220.45
Return on Net worth (%)	13.09%	16.59%	18.62%	21.41%
Debt-Equity Ratio	-	-	-	-

b) Based on consolidated financial statements

(₹ in lakh)

Particulars	Consolidated			
	30-09-2020	31-03-2020	31-03-2019	31-03-2018
	Unaudited	Audited	Audited	Audited
	IND AS	IND AS	IND AS	GAAP
(I) Total Revenue from operations	468.51	336.23	570.99	533.71
(II) Other Income	-	459.73	-	1.05
(III) Total Income (I+II)	468.51	795.96	570.99	534.76
Total Expenses (excluding Finance costs and Depreciation & amortization, Tax and exceptional items)	26.34	305.80	63.92	65.64
Finance Cost	-	-	-	-
Depreciation and amortization expense	-	-	.08	.09
Exceptional Items (Expenses/ (Income))	-	-	-	-
(IV) Total Expenses	26.34	305.80	64.00	65.73
(V) Profit before Share of Profit of Associate and Tax (III - IV)	442.17	490.16	506.99	469.03
(VI) Share of Profit of Associate	406.06	2,140.83	1,511.76	1,558.39
(VII) Profit before tax (V + VI)	848.23	2,630.99	2,018.75	2,027.42
(VIII) Tax Expense	177.62	186.27	126.88	32.08
(IX) Net Profit after tax (VII - VIII)	670.61	2,444.72	1,891.87	1,995.34

Particulars	Consolidated			
	30-09-2020	31-03-2020	31-03-2019	31-03-2018
	Unaudited	Audited	Audited	Audited
	IND AS	IND AS	IND AS	GAAP
(X) Other Comprehensive Income	11,494.40	(2,595.10)	2,290.21	-
(XI) Total Comprehensive Income (IX + X)	12,165.01	(150.38)	4,182.08	1,995.34
Paid up Equity Share Capital	174.53	174.56	174.56	174.56
Other Equity	43,875.89	32147.17	32913.96	19,651.33
Net Worth	19,382.18	18771.79	16706.69	19825.21
Total Debt	-	-	-	-
Basic earnings per share of ₹10 each	38.42	140.07	108.40	114.32
Diluted earnings per share of ₹10 each	38.42	140.07	108.40	114.32
Book value per share (INR)	1,110.51	1075.54	957.22	1135.89
Return on Net worth (%)	3.46%	13.02%	11.32%	10.06%
Debt-Equity Ratio	-	-	-	-

All the above information has been furnished based on the Results and Financial Statements prepared under Indian Accounting Standards ('Ind AS') except for the financial year ended on March 31, 2018. Figures for 31st March 2018, has been taken as per then prevailing accounting standard (GAAP).

c) The Financial Ratios are as follows:

i) Key Financial Ratios on standalone basis are as follows:

Financial Ratios	For the six months period ended September 30,2020 (Unaudited)	For the year ended March 31, 2020 (Audited)	For the year ended March 31, 2019(Audited)	For the year ended March 31, 2018(Audited)
	INDAS	INDAS	INDAS	Previous GAAP
Earnings Per Share (₹) (Basic)	44.94	49.72	49.42	47.20
Earnings Per Share (₹) (Diluted)	44.94	49.72	49.42	47.20
Return on Net Worth (%)	13.09%	16.59%	18.62%	21.41%
Book Value Per Share (₹)	343.19	299.63	265.44	220.45
Debt-Equity Ratio (pre Buyback)	-	-	-	-
Net worth (₹ in lakhs)	5989.81	5,229.53	4,632.87	3,847.52

ii) Key Financial Ratios on consolidated basis are as follows:

Financial Ratios	For the six months period ended September 30,2020 (Unaudited)	For the year ended March 31, 2020 (Audited)	For the year ended March 31, 2019(Audited)	For the year ended March 31, 2018(Audited)
	INDAS	INDAS	INDAS	Previous GAAP
Earnings Per Share (₹) (Basic)	38.42	140.07	108.40	114.32
Earnings Per Share (₹) (Diluted)	38.42	140.07	108.40	114.32
Return on Net Worth (%)	3.46%	13.02%	11.32%	10.06%
Book Value Per Share (₹)	1,110.51	1,075.54	957.22	1,135.89
Debt-Equity Ratio (pre Buyback)	-	-	-	-
Net worth (₹ in lakhs)	19,382.18	18,771.79	16,706.69	19,825.21

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

Key Ratios	Basis
Net Worth	As defined under section 2(57) of the companies Act, 2013 i.e. aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account and 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. Further, Equity Share Capital of ₹174.53 lakhs consist of 17,45,340 shares of fully paid equity shares of ₹10 each. Board of Directors at their meeting held on November 12, 2020 approved the cancellation of forfeited shares amounting to ₹ 3,322 subject to shareholders approval under section 61(1)(e) of the Companies Act,2013
Basic Earnings per Share (INR)	Net Profit After Tax attributable to equity shareholders / Weighted average number of Shares outstanding during the year
Diluted Earnings Per Share (INR)	Net Profit After Tax Attributable to equity shareholders / Weighted Number of Equity Shares outstanding, adjusted with dilutive potential ordinary shares
Book value per Share (INR)	Net worth (as defined above) / Number of Equity Shares outstanding at year end
Total Debt-Equity Ratio	Total Debt / Net Worth (as defined above)
Return on Net Worth (%)	Net Profit After Tax / Net Worth (as defined above)
P/E Ratio	Market Value per Equity Share/ Earnings per Equity Share

- The Company shall comply with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, wherever and if applicable. The Company hereby declares that it has complied with sections 68, 69

and 70 and 110 of the Companies Act, 2013 and the Companies (Share Capital and Debentures) Rules, 2014, to the extent applicable.

16. STOCK MARKET DATA

- The Equity Shares of the Company are currently listed and traded on BSE
- The high, low and average market prices in preceding three financial years (April to March) and the monthly high, low and average market prices for the six completed calendar months preceding the date of publication of Public Announcement and the corresponding volumes on BSE are as follows:

BSE

Period	High (₹) ⁽¹⁾	Date of High	No. of equity shares traded on that day	Low (₹) ⁽²⁾	Date of Low	No. of equity shares traded on that day	Average Price (₹) ⁽³⁾	Total volume traded in that period (No. of shares)
PRECEDING THREE FINANCIAL YEARS (F.Y.)								
Financial Year 2020	1060	January 22, 2020	143	694	March 27, 2020	70	931.52	44170
Financial Year 2019	1400	April 17, 2018	307	975	February 25, 2019	12	1128.48	31925
Financial Year 2018	1499	July 17, 2017	243	1165	March 23, 2018	143	1309.18	63121
PRECEDING SIX MONTHS								
Period	High (₹) ⁽¹⁾	Date of High	No. of equity shares traded on that day	Low (₹) ⁽²⁾	Date of Low	No. of equity shares traded on that day	Average Price (₹) ⁽³⁾	Total volume traded in that period
November 2020	1042	November 17, 2020	224	813.20	November 5, 2020	21	963.79	7916
October 2020	900	October 19, 2020	215	811	October 21, 2020	188	844.77	1575
September 2020	911	September 10, 2020	392	802.35	September 23, 2020	172	876.29	2486
August 2020	939.50	August 25, 2020	191	800	August 14, 2020	2394	867.82	6922
July 2020	880	July 9, 2020	1007	795.20	July 23, 2020	34	839.82	18966
June 2020	888.80	June 5, 2020	139	763	June 1, 2020	92	834.06	1827

Source: www.bseindia.com

⁽¹⁾High of daily high prices

⁽²⁾Low of daily low prices

⁽³⁾Average of the daily closing prices

- The closing market price of the Equity Shares on BSE on November 9, 2020, being the date on which the Company intimated to the Stock Exchange of the date of the Board Meeting was ₹940.40. The closing market price of the Equity Shares as on the date of the Board Meeting i.e. November 12, 2020 was ₹969.30 on the BSE.

17. DETAILS OF STATUTORY APPROVALS

The Buyback Offer is subject to approval, if any required, under the provisions of the Companies Act, 2013, FEMA, the Buyback Regulations and/or such other applicable rules and regulations in force for the time being.

Non-Resident Shareholders (excluding OCBs) permitted under the automatic process prescribed under Regulations 10B of FEMA 20/2000-RB, dated 3-5-2000, read with the consolidated Foreign Direct Investment policy issued by the Government of India, are not required to obtain approvals from RBI, subject to the adherence to relevant pricing guidelines of SEBI, documentation and reporting requirements for such transfers as specified by RBI for a listed company.

Erstwhile OCB are required to obtain specific prior approval from RBI for tendering Equity Shares in the Buyback Offer. The Company shall not accept Equity Shares from OCB Shareholders in respect of whom such RBI approval is required and copies of such approvals are not submitted.

Registered Foreign Portfolio Investor including QFIs (RFPI) are permitted under the Foreign Portfolio Investor Scheme (FPI) to sell their duly acquired shares through buyback of shares by a listed Indian company in accordance with the SEBI (Buy Back of Securities) Regulations, 2018.

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

Eligible Shareholders, being Non-Resident Shareholders of Equity Shares (excluding FIIs) shall also enclose a copy of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them.

In case the Equity Shares are held on repatriation basis, the Eligible Shareholders who are Non-Resident Shareholders shall obtain and enclose a letter from its authorized dealer/bank confirming that at the time of acquiring the Equity Shares, payment for the same was made by such non-resident Eligible Shareholders from the appropriate account (e.g. NRE a/c.) as specified by RBI in its approval.

In case the Eligible Shareholders who are Non-Resident Shareholders is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis and in that case the Non-Resident Eligible Shareholders shall submit a consent letter addressed to the Company allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buyback. In the event, such consent letter is not submitted by such non-resident Eligible Shareholders, the Company shall have the right to reject the Equity Shares tendered in the Buyback and acceptance of such Equity Shares shall be at the sole discretion of the Company subject to such conditions as the Company may deem fit including making payment for the same on a non-repatriation basis.

18. DETAILS OF THE REGISTRAR TO THE BUYBACK AND COLLECTION CENTRE

1. REGISTRAR TO THE BUYBACK



LINK INTIME INDIA PRIVATE LIMITED

C-101, 247 Park L.B.S. Marg, Vikhroli (W), Mumbai- 400083

Tel. No.: +91 22 4918 6200; **Fax:** +91 22 491869 6195;

Contact person: Mr. Sumeet Deshpande;

Email: ipicl.buyback@linkintime.co.in;

Website: www.linkintime.co.in;

SEBI Registration Number: INR000004058;

CIN: U67190MH1999PTC118368

2. COLLECTION CENTRE

Eligible Shareholders are requested to submit their Tender Form(s) and requisite documents either by registered post / speed post to the Registrar to the Buyback, superscribing the envelope as “Industrial and Prudential Investment Company Limited Buyback Offer 2021”, or hand deliver the same to the Registrar to the Buyback at the address mentioned in paragraph above, so that the same are received not later than 2 (two) days from the Buyback Closing Date (by 5 PM).

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.

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

19. PROCESS AND METHODOLOGY FOR THE BUYBACK

1. The Company proposes to Buyback up to 69,500 (Sixty Nine Thousand Five Hundred) fully paid-up Equity Shares of face value of ₹10/- (Rupees Ten only) (representing up to 3.98% of the total number of outstanding Equity Shares of the Company) from the Eligible Shareholders, on a proportionate basis, through the Tender Offer route using stock exchange mechanism at a price of ₹1200/- (Rupees One Thousand and Two Hundred Only) per Equity Share, payable in cash for an aggregate maximum amount of up to ₹8,34,00,000/- (Rupees Eight Crores Thirty Four Lakhs only). The Buyback is in accordance with the provisions of Section 68, 69, 70,110 and other applicable provisions, if any, of the Companies Act and in accordance with Article 40 of the Articles of Association of the Company and subject to Regulation 4(iv)(a) and other applicable provisions contained in the Buyback Regulations and such other approvals, permissions and sanctions as may be required, from time to time from statutory authorities and/ or regulatory authorities. The Buyback Size is up to 24.99 % and up to 4.97% % of the aggregate fully paid-up Equity Share capital and free reserves as per the latest available audited standalone and consolidated financial statements for the financial year ended March 31, 2020 respectively.
2. The Company expresses no opinion as to whether Eligible Shareholders should participate in the Buyback and, accordingly, Eligible Shareholders are advised to consult their own advisors to consider participation in the Buyback.
3. The aggregate shareholding of the Promoter and Persons in Control as on the date of the Public Announcement is **11,50,065** Equity Shares which represents 65.89% of the total number of outstanding Equity Shares of the Company. In terms of the Buyback Regulations, under the Tender Offer, some of the Promoter and Persons in Control of the Company have an option to participate in the Buyback. In this regard, the Promoter and Persons in Control have expressed their intention vide their letters dated November 12, 2020 to participate in the Buyback. The extent of their participation in the Buyback has been detailed in paragraph 9.4 of this DLOF.
4. Assuming response to the Buyback is 100% (full acceptance) from all the Eligible Shareholders in proportion to their respective Buyback Entitlement, the aggregate shareholding of the Promoter and Persons in Control post the Buyback will be [●] number of Equity Shares representing [●] % of the total number of outstanding Equity Shares of the Company, post the Buyback. Also, if none of the public shareholders participate and only the Promoter and Promoter Group participate to the extent of the Buyback Entitlement, their shareholding may reduce to [●] % from 65.89% of the total equity share capital of the Company.
5. **Record Date and Ratio of Buyback as per the Buyback Entitlement in each Category:**
 - (i) On Monday, December 21,2020 the company announced Friday, January 01, 2021 as Record Date for the purpose of determining the Buyback Entitlement and the names of the Equity Shareholders who are eligible to participate in the Buyback.
 - (ii) The Equity Shares to be bought back as a part of this Buyback are divided into two categories:

- (a) Reserved category for Small Shareholders (“**Reserved Category**”); and
- (b) General category for Eligible Shareholders other than the Small Shareholders (“**General Category**”).
- (iii) As defined in the Buyback Regulations, Small Shareholder includes a shareholder, who holds Equity Shares of the Company, as on the Record Date, whose market value, on the basis of closing price on the recognized Stock Exchange registering the highest trading volume, as on Record Date, is not more than ₹2,00,000/- (Rupees Two Lakh Only). As on the Record Date, the closing price on [●], being the stock exchange registering the highest trading volume, was ₹[●]/-. Accordingly, all Equity Shareholders holding not more than [●] Equity Shares as on the Record Date are classified as “Small Shareholders” for the purpose of the Buyback.
- (iv) Small Shareholders holdings of multiple demat accounts would be clubbed together for identification of small shareholder if sequence of Permanent Account Number for all holders is matching. Similarly, in case of physical shareholders, if the sequence of names of joint holders is matching, holding under such folios should be clubbed together for identification of small shareholder .
- (v) Based on the above definition, there are [●] Small Shareholders in the Company with aggregate shareholding of [●] Equity Shares as on the Record Date, which constitutes [●] % of the total number of outstanding Equity Shares of the Company and [●] % of the maximum number of Equity Shares which the Company proposes to buyback as a part of this Buyback.
- (vi) In compliance with Regulation 6 of the Buyback Regulations, the reservation for the Small Shareholders, will be higher of:
- (a) 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buyback i.e. 15% of 69,500 (Sixty-Nine Thousand Five Hundred) Equity Shares which works out to 10,425 (Ten Thousand Four Hundred Twenty-Five) Equity Shares; or
- (b) The number of Equity Shares entitled as per their shareholding as on Record Date i.e. Friday, January 01, 2021 which works out to be [●] Equity Shares.
- (1) All the outstanding Equity Shares have been used for computing the Buyback Entitlement of Small Shareholders since the Promoter and Persons in Control also intend to offer Equity Shares held by them in the Buyback.

Based on the above and in accordance with Regulation 6 of the Buyback Regulations, [●] (Rounded off) Equity Shares have been reserved for Small Shareholders. Accordingly, General Category shall consist of [●] Equity Shares.

- (vii) Based on the above Buyback Entitlement, the ratio of Buyback for both categories is decided as below:

Category of Shareholders	Ratio of Buyback*
Reserved category for Small Shareholders	[●] Equity Shares out of every [●] Equity Shares held on the Record Date.
General category Eligible Shareholders other than Small Shareholders	[●] Equity Shares out of every [●] Equity Shares held on the Record Date.

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

6. Fractional Entitlements:

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

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

7. Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders:

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

- (i) Acceptance of 100% Equity Shares from Small Shareholders in the Reserved Category, who have validly tendered their Equity Shares to the extent of their Buyback Entitlement or the number of Equity Shares tendered by them, whichever is less.
- (ii) Post the acceptance as described in paragraph 19.7 (i) above, in case there are any Equity Shares left to be bought back from Small Shareholders in the Reserved Category, the Small Shareholders who were entitled to tender zero Equity Shares (on account of ignoring the fractional entitlement), and have tendered Additional Equity Shares as part of the Buyback, shall be given preference and 1 (one) share each from the Additional Equity Shares applied by these Small Shareholders shall be bought back in the Reserved Category.
- (iii) Post the acceptance as described in paragraph 19.7 (i) and 19.7 (ii) above, in case there are any Equity Shares left to be bought back in the Reserved Category, the Additional Equity Shares tendered by the Small Shareholders over and above their Buyback Entitlement, shall be accepted in proportion of the Additional Equity Shares tendered by them and the Acceptances per Small Shareholders shall be made in accordance with the Buyback Regulations, i.e. valid acceptances per Small Shareholder shall be equal to the Additional Equity Shares validly tendered by the Small Shareholder divided by the total Additional Equity Shares validly tendered and multiplied by the total pending number of Equity Shares to be accepted in Reserved Category. For the purpose of this calculation, the Additional Equity Shares taken into account for such Small Shareholders, from whom 1 (one) Equity Share has been accepted in accordance with paragraph 19.7 (ii) above, shall be reduced by 1 (one).
- (iv) Adjustment for fractional results in case of proportionate Acceptance, as described in paragraph 19.7 (iii) above:
 - (a) For any Small Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
 - (b) For any Small Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is less than 0.50, then the fraction shall be ignored

8. Basis of Acceptance of Shares validly tendered in the General Category:

Subject to the provisions contained in the DLOF, the Company will accept the Equity Shares tendered in the Buyback by Eligible Shareholders other than Small Shareholders in the General Category in the following order of priority:

Acceptance of 100% Equity Shares from Eligible Shareholders other than Small Shareholders in the General Category who have validly tendered their Equity Shares, to the extent of their Buyback Entitlement, or the number of Equity Shares tendered by them, whichever is less.

- (i) Post the Acceptance as described in paragraph 19.8 (i) above, in case there are any Equity Shares left to be bought back in the General Category, then the Additional Equity Shares tendered by the other Eligible Shareholders over and above their Buyback Entitlement shall be Accepted in proportion of the Additional Equity 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 Equity Shares validly tendered by the Eligible Shareholders divided by the total Additional Equity Shares validly tendered in the General Category and multiplied by the total pending number of Equity Shares to be Accepted in General Category.
- (ii) Adjustment for fractional results in case of proportionate acceptance as described in paragraph 19.8 (i) and (ii) above:
 - (a) For any Eligible Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (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 Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

9. Basis of Acceptance of Equity Shares between Categories

- (i) In case there are any Equity Shares left to be bought back in one category (“**Partially filled Category**”) after acceptance in accordance with the above described methodology for both the categories, and there are additional unaccepted validly tendered Equity Shares in the second category, then the Additional Equity Shares in the second category shall be accepted proportionately, i.e. valid acceptances per Eligible Shareholder shall be equal to the Additional outstanding Equity Shares validly tendered by Eligible Shareholder in the second category divided by the total additional outstanding Equity Shares validly tendered in the second category and multiplied by the total pending number of Equity Shares to be bought back in the Partially filled Category.
- (ii) If the Partially filled Category is the General Category, and the second category is the Reserved Category for Small Shareholders, then for the purpose of this calculation, the Additional Equity Shares tendered by such Small Shareholders, from whom 1 (one) Equity Share has been accepted in accordance with paragraph 19.7 (ii) shall be reduced by 1 (one).
- (iii) Adjustment for fraction results in case of proportionate Acceptance, as defined in paragraph 19.9 (i) and (ii) above:
 - (a) For any shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
 - (b) For any shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is less than 0.50, then the fraction shall be ignored.

10. For avoidance of doubt, it is clarified that:

- (i) The Equity Shares accepted under the Buyback from each Eligible Shareholder, in accordance with paragraphs above, shall not exceed the number of Equity Shares tendered by the respective Eligible Shareholder;
- (ii) The Equity Shares accepted under the Buyback from each Eligible Shareholder, in accordance with paragraphs above, shall not exceed the number of Equity Shares held by respective Eligible Shareholder as on the Record Date; and

- (iii) The Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance in accordance with the paragraphs above.
- (iv) In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Board or any person(s) authorized by the Board will have the authority to decide such final allocation with respect to such acceptance or rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in this paragraph.

11. Clubbing of Entitlement

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

20. PROCEDURE FOR TENDERING EQUITY SHARES AND SETTLEMENT

1. The Buyback is open to all Eligible Shareholders/beneficial owners for Eligible Shareholders of the Company, holding Equity Shares either in physical and/or electronic form on the Record Date (subject to the provisions of paragraph 20.22).
2. The Company proposes to effect the Buyback through a Tender Offer route, on a proportionate basis. The Letter of Offer and Tender Form will be mailed/dispatched to all the Eligible Shareholders.
3. The Eligible Shareholders, who have registered their email IDs with the depositories/the Company, shall be dispatched the Letter of Offer through electronic means. On receipt of a request from any shareholder to receive a copy of the letter of offer in physical form, the same shall be provided. The Eligible Shareholders 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 20.24 below.
4. The Company will not accept any Equity Shares offered for Buyback which are under any restraint order of a court for transfer/sale of such Equity Shares.
5. The Company shall comply with Regulation 24(v) of the Buyback Regulations which states that the Company shall not buyback the locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable.
6. Eligible Shareholders will have to transfer the Equity Shares from the same demat account, in which they were holding the Equity Shares as on the Record Date and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar to the Buyback and such tendered Equity Shares may be accepted

subject to appropriate verification and validation by the Registrar to the Buyback. The Board or Buyback Committee authorized by the Board will have the authority to decide such final allocation in case of non-receipt of sufficient proof by such Eligible Shareholder.

7. Eligible Shareholders' participation in Buyback is voluntary. Eligible Shareholders holding Equity Shares of the Company may choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate. Eligible Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Eligible Shareholders holding Equity Shares of the Company also have the option of tendering Additional Shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. The acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder shall be in terms of the procedure outlined herein.
8. The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date.
9. The Company shall accept all the Equity Shares validly tendered for the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date and also Additional Equity Shares if any tendered by Eligible Shareholders will be accepted as per paragraph 19.6, 19.7, 19.8, 19.9 and 20.11.
10. As elaborated under paragraph 19.5 above, the Equity Shares proposed to be bought as a part of the Buyback are divided into two categories; (a) Reserved category for Small Shareholders and (b) the General category for Eligible Shareholders other than Small Shareholders and the Buyback Entitlement of Eligible Shareholders in each category shall be calculated accordingly.
11. After accepting the Equity Shares tendered on the basis of Buyback Entitlement, Equity Shares left to be bought as a part of the Buyback, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buyback Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buyback Entitlement, in other category.
12. The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI circular and following the procedure prescribed in the Companies Act and the Buyback Regulations, and as may be determined by the Board (including any person authorized by the Board to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.
13. For implementation of the Buyback, the Company has appointed ITI Securities Broking Limited, the registered broker to the Company (the "Company's Broker") through whom the purchases and settlement on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:
ITI Securities Broking Limited
21th floor, A wing, Naman Midtown,
Senapati Bapat Marg, Elphinstone (west),
Mumbai 400 013
Tel. No.: 9967604127
Contact Person: Kuldeep Vashist
Email: kvashist@itiorg.com
Website: www.itisb.co.in
SEBI Registration Number: INZ000005835
Corporate Identity Number: U74120MH1994PLC077946
14. The Acquisition Window will be provided by the BSE to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback. The details of the platform will be specified by BSE from time to time.
15. At the beginning of the tendering period, the order for buying Equity Shares shall be placed by the Company through Company's Broker.

16. In the event Seller Member(s) are not registered with BSE then that Eligible Shareholder can approach any BSE registered stock broker and can make a bid by using quick unique client code (UCC) facility through that BSE registered stock broker after submitting the details as may be required by the stock broker to be in compliance with the SEBI regulations. In case Eligible Shareholder is not able to bid using quick UCC facility through any other BSE registered stock broker then the Eligible Shareholder may approach Company's Broker viz. ITI Securities Broking Limited, to bid by using quick UCC facility. The Eligible Shareholder approaching BSE registered stock broker (with whom he does not have an account) may have to submit following details:

In case of Eligible Shareholder being an individual

If Eligible Shareholder is registered with KYC Registration Agency ("KRA"):

Forms required:

- Central Know Your Client (CKYC) form
- Know Your Client (KYC) form

Documents required (all documents self-attested):

- Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (Demat Master/Latest Demat statement)

If Eligible Shareholder is not registered with KRA:

Forms required:

- CKYC form
- KRA form
- KYC form

Documents required (all documents self-attested):

- PAN card copy
- Address proof
- Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (Demat master/Latest Demat statement)

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

In case of Eligible Shareholder is HUF:

If Eligible Shareholder is registered with KYC Registration Agency ("KRA"):

Forms required:

- Central Know Your Client (CKYC) form of KARTA
- Know Your Client (KYC) form

Documents required (all documents self-attested):

- Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (Demat Master /Latest Demat statement)

If Eligible Shareholder is not registered with KRA:

Forms required:

- CKYC form of KARTA
- KRA form
- Know Your Client (KYC) form

Documents required (all documents self-attested):

- PAN card copy of HUF & KARTA
- Address proof of HUF & KARTA
- HUF declaration
- Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (Demat master/Latest Demat statement)

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

In case of Eligible Shareholder other than Individual and HUF:

If Eligible Shareholder is KRA registered:

Form required

- Know Your Client (KYC) form

• Documents required (all documents certified true copy)

- Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (Demat master/Latest Demat statement)
- Latest list of directors/authorised signatories/partners/trustees
- Latest shareholding pattern
- Board resolution
- Details of ultimate beneficial owner along with PAN card and address proof
- Last 2 years financial statements

If Eligible Shareholder is not KRA registered:

Forms required:

- KRA form
- Know Your Client (KYC) form

Documents required (all documents certified true copy):

- PAN card copy of company/ firm/trust
- Address proof of company/ firm/trust
- Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (Demat Master /Latest Demat statement)
- Latest list of directors/authorised signatories /partners/trustees
- PAN card copies & address proof of directors/authorised signatories/partners/trustees
- Latest shareholding pattern
- Board resolution/partnership declaration
- Details of ultimate beneficial owner along with PAN card and address proof
- Last 2 years financial statements
- MOA/Partnership deed /trust deed

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

17. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock brokers during normal trading hours of the secondary market. The stock brokers (“Seller Member(s)”) can enter orders for demat shares as well as physical shares.
18. Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the Tendering Period of the Buyback. Multiple bids made by single Eligible Shareholder selling the Equity Shares shall be clubbed and considered as “one” bid for the purposes of Acceptance.
19. 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. All documents sent by the Eligible Shareholder will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
21. **Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialised form**
 - (i) Eligible Shareholders who desire to tender their Equity Shares in the dematerialized form under the Buyback would have to do so through their respective Seller Member by indicating to their Seller Member the details of Equity Shares they intend to tender under the Buyback.
 - (ii) The Seller Member would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of the BSE. Before placing the bid, the concerned Seller Member would be required to transfer the tendered Equity Shares to the special account of Clearing Corporation, by using the settlement number and the procedure prescribed by the Clearing Corporation. This shall be validated at the time of order/bid entry.
 - (iii) The details of the special account of Clearing Corporation shall be informed in issue opening circular that will be issued by BSE/Clearing Corporation.
 - (iv) For custodian participant orders for demat Equity Shares early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
 - (v) Upon placing the order, the Seller Member shall provide transaction registration slip (“**TRS**”) generated by the stock exchange bidding system to the Eligible Shareholder. TRS will contain details of order submitted like bid ID No., DP ID, client ID, no. of Equity Shares tendered, etc.
 - (vi) All Eligible Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):
 - (a) Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the Tender Form;
 - (b) Duly attested death certificate and succession certificate / legal heirship certificate, in case any Eligible Shareholder has expired; and
 - (c) In case of companies, the necessary certified corporate authorizations (including board and / or general meeting resolutions).
 - (vii) In case of demat Equity Shares, submission of Tender Form and TRS is not required. After the receipt of Equity Shares in the special account of the clearing corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for demat Equity Shareholders.

(viii) The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the savings bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company

22. Procedure to be followed by Registered Eligible Shareholders holding Equity Shares in physical form

- (i) In accordance with the Frequently Asked Questions issued by SEBI, “FAQs – Tendering of physical shares in buy-back offer through tender route/open offer/exit offer/delisting” dated February 20,2020 Shareholders holding securities in physical form are allowed to tender shares in buy-back through Tender Offer route. However, such tendering shall be as per the provisions of respective regulations.
- (ii) the procedure for tendering to be followed by Eligible Shareholders holding Equity Shares in the Physical form is as detailed below.
- (iii) Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach the Stock Broker along with the complete set of documents for verification procedures to be carried out including the (i) original share certificate(s), (ii) valid share transfer form(s) duly filled and signed by the transferors (i.e., by all registered shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company, (iii) self-attested copy of the shareholder’s PAN Card, and (iv) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession. certificate or probated will, if the original shareholder has deceased, etc., as applicable. In addition, if the address of Eligible Shareholder has undergone a change from the address registered in the Register of Shareholders of the Company, the shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.
- (iv) Based on these documents, the Stock Broker shall place the bid on behalf of the Eligible Shareholder holding Equity Shares in physical form who wishes to tender Equity Shares in the Buyback using the acquisition window of the Stock Exchange. Upon placing the bid, the Stock Broker shall provide a TRS generated by the Stock Exchange bidding system to the Eligible Shareholder. The TRS will contain the details of the order submitted like folio number, certificate number, distinctive number of Equity Shares tendered etc.
- (v) The Stock Broker/Eligible Shareholder has to deliver the original share certificate(s) and documents (as mentioned above) along with the TRS either by registered post or courier or hand delivery to the registrar to the Buyback i.e. Link Intime India Private Limited (“Registrar”) (at the address mentioned at paragraph 18 above or the collection centers of the Registrar details of which will be included in the letter of offer) within 2 (two) days of bidding by the Stock Broker. The envelope should be super scribed as “Industrial and Prudential Investment Company Limited Buyback Offer 2021”. One copy of the TRS will be retained by the Registrar and it will provide acknowledgement of the same to the Stock Broker/Eligible Shareholder.
- (vi) Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for the Buyback shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and till such time the Stock Exchange shall display such bids as ‘unconfirmed physical bids’. Once the Registrar confirms the bids, they will be treated as ‘confirmed bids’
- (vii) In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before Buyback Closing Date.

23. For Equity Shares held by Eligible Shareholders, being Non-Resident Shareholders of Equity Shares (Read with paragraph 17 “Details of the Statutory Approvals”):

- (i) Eligible Shareholders, being Non-Resident Shareholders of Equity Shares (excluding FIIs) shall also enclose a copy of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them.
- (ii) In case the Equity Shares are held on repatriation basis, the Shareholders who are Non-Resident Shareholders shall obtain and enclose a letter from its authorized dealer/bank confirming that at the time of acquiring the Equity Shares, payment for the same was made by such non-resident Shareholder from the appropriate account (e.g. NRE a/c.) as specified by RBI in its approval. In case the Shareholders who are Non-Resident Shareholders is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis and in that case the Non-Resident Shareholder shall submit a consent letter addressed to the Company allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buyback. In the event, such consent letter is not submitted by such non-resident Shareholder, the Company shall have the right to reject the Equity Shares tendered in the Buyback and acceptance of such Equity Shares shall be at the sole discretion of the Company subject to such conditions as the Company may deem fit including making payment for the same on a non-repatriation basis.

24. **In case of non-receipt of the Letter of Offer:**

- (i) **In case the Equity Shares are in dematerialised form:** Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the website of the Company i.e. [www. www.industrialprudential.com](http://www.industrialprudential.com) in or by providing their application in writing on plain paper, signed by Eligible Shareholder or all Eligible Shareholders (in case Equity Shares are in joint name), stating name and address of Eligible Shareholders, number of Equity Shares held as on the Record Date, Client ID number, DP Name/ ID, beneficiary account number and number of Equity Shares tendered for the Buyback.
- (ii) **In case the Equity Shares are in physical form:** Eligible Shareholder may participate in the Buyback by providing their application in writing on plain paper signed by Eligible Shareholder or all Eligible Shareholders (in case Equity Shares are in joint name) stating name, address, folio number, number of Equity Shares held, share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, bank account details together with the original share certificate(s), copy of Eligible Shareholders PAN card(s) and executed Form SH-4 in favour of the Company. The transfer Form (SH-4) can be downloaded from the Company's website www.industrialprudential.com. Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents (as mentioned in paragraph 20.22 (ii) above), reach the collection centers not later than 2 (two) days from the Buyback Closing Date (by 5 PM). If the signature(s) of the Eligible Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar / Company or are not in the same order (although attested), the Company / Registrar shall have a right to reject such applications.

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

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

- 25. Non-receipt of the Letter of Offer by, or accidental omission to dispatch the Letter of Offer to, any Eligible Shareholder, shall not invalidate the Buyback in any way.
- 26. 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.

27. **Method of Settlement**

Upon finalization of the basis of acceptance as per Buyback Regulations and in terms of this DLOF:

- (i) The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
 - (ii) The Company will pay the consideration to the Company's Broker on or before the pay-in date for settlement. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds pay-out to the respective Eligible Shareholders. If any Eligible Shareholder's bank account details are not available or if the fund transfer instruction is rejected by the 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.
28. In case of certain client types viz. Non-Resident Shareholders (where there may be specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Seller Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account. For this purpose, the client type details would be collected from the Depositories, whereas amount payable to the Eligible Shareholder pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Stock Exchange and the Clearing Corporation from time to time.
- (i) The Equity Shares bought back in the demat form would be transferred directly to the demat account of the Company ("Special Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Special Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Designated Stock Exchange.
 - (ii) Excess Equity Shares or unaccepted Equity Shares, in dematerialised 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 shareholder
 - (iii) The Seller Member would issue contract note and pay the consideration for the Equity Shares accepted under the Buyback and return the balance unaccepted Equity Shares to their respective clients. Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
29. For the Eligible Shareholders holding Equity Shares in physical form, the funds payout would be given to their respective Seller Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account
30. The Eligible Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of shares under the Buyback.
31. Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Eligible Shareholders would be returned to them by the Clearing Corporations directly to the respective Eligible Shareholder's DP account, as part of the exchange payout process. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the Eligible Shareholder. In case of custodian participant orders, excess demat Shares or unaccepted demat Shares, if any, will be returned to the respective custodian participant. The Seller Members would return these unaccepted Equity Shares to their respective clients on whose behalf the bids have been placed.

32. Any excess physical Equity Shares pursuant to proportionate acceptance/rejection will be returned back to the Eligible Shareholders directly by the Registrar. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by Eligible Shareholders holding Equity Shares in the physical form
33. Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Members for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Seller Member upon the Eligible Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders from their respective Seller Members, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company and no other intermediaries associated with the Buyback accept any responsibility to bear or pay such additional cost, applicable taxes, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.
34. The Equity Shares lying to the credit of the Special Demat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.
35. Rejection Criteria

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

For Eligible Shareholders holding shares in the dematerialized form if:

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

For Eligible Shareholders holding Equity Shares in the physical form:

- a) If the documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before [●] by 5.00 p.m.;
- b) If there is any other company's share certificate enclosed with the Tender Form instead of the share certificate of the Company;
- c) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders;
- d) If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate;
- e) In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar and Transfer Agent;
- f) If the documents mentioned in instruction number 3 and 4 of the Tender Form for physical Equity Shareholders are not received by the Registrar before the close of business hours to the Registrar on or before [●] by 5.00 p.m.;
- g) Where there exists any restraint order of a Court/ any other competent authority for transfer/disposal/sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.

21. NOTE ON TAXATION

The tax considerations given hereunder in the Note are based on the current provisions of the tax laws of India and the regulations thereunder, the judicial and the administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Any such changes could have different tax implications.

Further, in view of the particularized nature of tax consequences, shareholders are required to consult their tax advisors for the applicable tax provisions including the treatment that may be given by their respective tax officers in their case, and the appropriate course of action that they should take. The implications set out below should be treated as indicative and for guidance purpose only.

FINANCE (NO. 2) BILL 2019 INTRODUCED IN LOK SABHA HAS ALREADY BEEN PASSED BY THE PARLIAMENT AND RECEIVED THE ASSENT OF HON'BLE PRESIDENT OF INDIA ON AUGUST 1, 2019, CONVERTING THE BILL INTO THE ACT. THIS ACT HAS CHANGED THE PROVISIONS OF SECTION 115QA OF THE INCOME TAX ACT, 1961 BY OMITTING THE WORDS "NOT BEING SHARES LISTED ON A RECOGNISED STOCK EXCHANGE". THE EFFECT OF THIS OMISSION IS THAT THE PROVISIONS OF SECTION 115QA RELATING TO THE BUY BACK OF THE SHARES, WHICH WERE HITHERTO NOT APPLICABLE TO THE BUY BACK OF SHARES WHICH WERE LISTED ON A RECOGNISED STOCK EXCHANGE, HAVE NOW BECOME APPLICABLE EVEN TO THE BUY BACK OF SHARES LISTED ON A RECOGNISED STOCK EXCHANGE. SECTION 115QA HAS BEEN FURTHER AMENDED BY TAXATION LAWS (AMENDMENT) ORDINANCE, 2019. THE AMENDED PROVISIONS OF SECTION 115QA ARE APPLICABLE IN RESPECT OF ALL THE BUY BACK OF SHARES LISTED ON A RECOGNISED STOCK EXCHANGE WHOSE PUBLIC ACCOUNCEMENT HAS BEEN MADE ON OR AFTER 5 JULY 2019. IN VIEW OF THE COMPLEXITY AND THE SUBJECTIVITY INVOLVED IN THE TAX CONSEQUENCES OF A BUY BACK TRANSACTION, ELIGIBLE SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE TAX TREATMENT IN THEIR HANDS CONSIDERING THE RELEVANT TAX PROVISIONS, FACTS AND CIRCUMSTANCES OF THEIR CASE.

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

- a) Section 115QA of the Act provides for the levy of additional Income tax at the rate of twenty per cent (excluding surcharge and Health and Education cess, as applicable) on any amount of distributed income by the company on buy-back of shares from the shareholder.
- b) As additional income-tax at the rate of twenty per cent (excluding surcharge and Health and Education cess, as applicable) of the distributed income on account of buyback of listed shares by the company has been levied at the level of company under Section 115QA of the Act, the consequential income arising in the hands of shareholders has been exempted from tax under sub-clause (34A) of section 10 of the Act. With the amendment in the Act, extending the provisions of Section 115QA of the Act to companies listed on recognized stock exchange, exemption under sub-clause (34A) of section 10 of the Act is extended to shareholders of the listed company on account of buyback of shares on which additional income-tax has been paid by the company.
- c) The consequential income will be exempted in the hands of the shareholder irrespective of the class/residential status of the shareholder and purpose for which shares are held (i.e. as "Investments" or "Stock in Trade") under sub-clause (34A) of Section 10 of the Act.

II. TAX DEDUCTION AT SOURCE

The Consequential income arising in the hands of shareholder will be exempted by virtue of sub clause (34A) of Section 10 of the Act. Therefore, no TDS/WHT will be deductible on the said income.

22. DECLARATION BY THE BOARD OF DIRECTORS

The Board of Directors made declaration as on the date of passing the board resolution approving the Buyback i.e. November 12, 2020 as required under clause (ix) and clause (x) of Schedule I to the Buyback Regulations.

Subsequently, pursuant to the authority granted by the Board of Directors of the Company, in terms of resolutions dated November 12, 2020, Gaurav Swarup, Managing Director and Mr. Varun Swarup, Director have confirmed on behalf of Board of Directors that:

1. There are no defaults subsisting in repayment of deposits (including interest payable thereon), redemption of debentures or preference shares, payment of dividend or repayment of term loans to any financial institutions or banks (including interest payable thereon)
2. The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:
 - a) immediately following the date of the meeting of the Board of Directors i.e. November 12, 2020 and the date on which the results of the shareholder' resolution will be declared (“**Postal Ballot Resolution**”), there will be no ground on which the Company could be found unable to pay its debts.
 - b) That as regards its prospects for the year immediately following the date of the meeting of the Board of Directors i.e. November 12, 2020 having regard to the intentions of the Board of Directors with respect of the management of the Company's business during the year and to the amount and the character of the financial resources which in management views will 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 that date; and also from the date of the Postal Ballot Resolution.
 - c) In forming its opinion for the above purpose, the Board has taken into account the liabilities of the Company as if the Company is being wound up under the provisions of the Companies Act, 1956 (to the extent not repealed), Companies Act, 2013 or the Insolvency and Bankruptcy Code, 2016 as applicable (to the extent notified) (including prospective and contingent liabilities) as amended from time to time.

This declaration has been made and issued by the directors under the authority of the Board in terms of the resolution passed at the meeting held on November 12, 2020.

For and on behalf of the Board of Directors of Industrial & Prudential Investment Company Limited

Sd/-
Gaurav Swarup
Managing Director

Sd/-
Varun Swarup
Director

23. AUDITOR'S CERTIFICATE

Quote

The Board of Directors

Industrial And Prudential Investment Company Limited
Paharpur House,
8/1/B, Diamond Harbour Road,
Kolkata 700 027, India.

Report on Buy Back of Equity Shares pursuant to the requirements of the Companies Act, 2013 (as amended) (the “Act”) and Clause (xi), Schedule I to the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (as amended) (the “SEBI Buyback Regulations”)

Introduction:

1. This report is issued in accordance with the terms of our engagement letter dated October 15, 2020.
2. We have been engaged by Industrial And Prudential Investment Company Limited (the “Company”) to perform a reasonable assurance engagement on determination of the amount of permissible capital payment in connection

with the proposed buy back by the Company of its equity shares in pursuance of the provisions of Section 68 and 70 of the Act and the SEBI Buyback Regulations.

3. The management of the Company has prepared the accompanying Annexure A - Statement of permissible capital payment as on 31 March 2020 ('the Statement') pursuant to the proposed buy-back of equity shares approved by the board of directors of the Company ("Board of Directors") in their meeting held on November 12, 2020 in accordance with the provisions of sections 68, 69 and 70 of the Act and the SEBI Buyback Regulations. The Statement contains the computation of amount of permissible capital payment towards buy-back of equity shares in accordance with the requirements of section 68(2) of the Act, Regulation 4(i) of the SEBI Buyback Regulations and based on the latest audited standalone and consolidated financial statements for the year ended 31 March 2020. We have initialled the Statement for the identification purposes only.

Management's Responsibility:

4. The preparation of the Statement in accordance with Section 68 (2) of the Act and in compliance of the SEBI Buyback Regulations, is the responsibility of the Management of the Company, including the computation of the amount of permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of the 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.
5. 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 and will not be rendered insolvent within a period of one year from the date of the Board meeting at which the proposal for buyback was approved by the Board of Directors of the Company and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code 2016. Further, a declaration is required to be signed by at least two directors of the Company in this respect in accordance with the requirements of the section 68 (6) of the Act and the SEBI Buy-back Regulations.

Auditor's Responsibility:

6. Pursuant to the requirement of the SEBI Buyback Regulations, it is our responsibility to provide reasonable assurance that:
 - i) the amount of capital payment for the buy back, as stated in Annexure A has been determined considering the Audited Financial Statements for the year ended March 31, 2020, and is within the permissible limit computed in accordance with the provisions of Section 68 of the Act and Regulation 4(i) of the SEBI Buyback Regulations;
 - ii) the Board of Directors in their meeting held on November 12, 2020 have formed their opinion, as specified in Clause (x) of Schedule I of the SEBI Buyback Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from the aforesaid date.
7. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence so as to reduce the engagement risk to an acceptably low level for arriving at positive form of expression of conclusion on the matters mentioned in paragraph 6 above. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the assignment. Within the scope of our work, we performed the following procedures:
 - i) Examined authorisation for buy back from the Articles of Association of the Company;
 - ii) Examined that the amount of capital payment for the buy-back is within the permissible limit computed in accordance with the provisions of Section 68 of the Act;
 - iii) Examined that the ratio of the secured and unsecured debt owed by the Company is not more than twice the paid-up capital and its free reserves after such buy-back;
 - iv) Examined that all the shares for buy-back are fully paid-up;

- v) Inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements for the year ended 31 March 2020;
 - vi) Agreed the balance of the Statement of Profit and Loss and General Reserve as at 31 March 2020 as disclosed in the Statement with the audited financial statements;
 - vii) Examined that the amount of capital payment for the buy-back as detailed in the Statement is within the permissible limit computed in accordance with section 68(2) of the Act and Regulation 4(i) of the SEBI Buyback Regulations
 - viii) Examined resolutions passed in the meetings of the Board of Directors. We have not carried out any procedures as regards to the projections approved by the Board of Directors and accordingly do not certify the same;
 - ix) Inquired if the Board of Directors of the Company, in its meeting held on November 12, 2020 has formed the opinion as specified in Clause (x) of Schedule I to the SEBI Buy-back Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date of the board meeting and the date on which the results of the shareholders' resolution with regard to the proposed buy-back will be declared;
 - x) Verified the arithmetical accuracy of the Statement;
 - xi) Examined minutes of the meetings of the Board of Directors;
 - xii) Obtained Directors' declarations for the purpose of buy-back and solvency of the Company; and
 - xiii) Obtained appropriate representations from the management of the Company.
8. The audited financial statements, referred to in paragraph 6 and 7 above, have been audited by us, on which we have issued unmodified audit opinion vide our report dated June 26, 2020. Our audit of these financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (the 'ICAI'). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Such audit was not planned and performed in connection with any transactions to identify matters that maybe of potential interest to third parties.
9. We, having regard to paragraph 7 above, have conducted examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of the Chartered Accountants of India (the ICAI). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
10. 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.

Conclusion:

11. Based on our examination as stated above and the representation, information and explanations given to us, we report that:
- a) the amount of the permissible capital payment towards the proposed buy-back of equity shares as computed in the accompanying Statement, has been determined in accordance with the requirements of section 68(2) 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 2020;
 - b) the Board of Directors, in their meeting held on November 12, 2020, have formed the opinion, as specified in clause (x) of Schedule I of the SEBI Buyback Regulations, on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date of the meeting of the Board of Directors; and
 - c) 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 therein is unreasonable in the circumstances as at the date of declaration.

Restriction on use:

- 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 Buyback Regulations, pursuant to the proposed buyback of equity shares. Our obligations in respect of this report are entirely separate, 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.
- This report is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the aforesaid requirements and to include this report, pursuant to the requirements of the SEBI Buy-back Regulations, (a) public announcement to be made to the shareholders of the Company, (b) in the draft letter of offer and the letter of offer to be filed with the Registrar of Companies, Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited, as required by the SEBI Buyback Regulations, the Central Depository Services (India) Limited, National Securities Depository Limited, as applicable and (c) for providing to the manager to the buyback. Accordingly, this report may not be suitable for any other purpose, and therefore, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **Lodha & Co.**

Chartered Accountants

Firm's Registration Number: 301051E

R. P. Singh

Partner

Membership Number: 052438

Place: Kolkata

Dated: November 12, 2020

UDIN:20052438AAAADO6404

Annexure A- Statement of permissible capital payment

Computation of amount of permissible capital payment for the buy-back of equity shares in accordance with Section 68 (2) of the Companies Act, 2013 and Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 based on audited standalone and consolidated financial statements as at and for the year ended 31st March, 2020:

Particulars	Standalone		Consolidated	
	Amount (Rs in Lakh)	Amount (Rs in Lakh)	Amount (Rs in Lakh)	Amount (Rs in Lakh)
A. i) Paid up equity share capital as on 31st March, 2020 (1745340 equity shares of face value Rs.10 each) #		1,74.53		1,74.53
Total (A)		1,74.53		1,74.53
Free Reserves as defined under section 2(43) of the Companies Act, 2013 read with Section 68 of the Companies Act, 2013 as on 31st March, 2020:				
General Reserve	5,27.64		6,48.94	
Surplus in Statement of Profit and Loss	26,34.50		159,48.27	
Total Free Reserves (B) (*)		31,62.14		165,97.21
Total (A+B)		33,36.67		167,71.74
Maximum Buyback				
Permissible capital payment towards buy back of equity shares in accordance with Section 68(2) of the Act and Regulation 5(i)(b) of the SEBI Buyback Regulations (10% of the paid-up equity capital and free reserves)		3,33.67		16,77.17
Permissible capital payment towards buy back of equity shares in accordance with Section 68(2) of the Act and Regulation 4 & 5 of the SEBI Buyback Regulations (25% of the paid-up equity capital and free reserves)		8,34.17		41,92.94
Maximum permissible capital payment towards the buyback of equity shares, lowest of permissible capital based on standalone and consolidated financials.		8,34.17		
Amount approved by Board Resolution dated November 12,2020 subject to shareholders approval		8,34.00		

Equity Share Capital Rs. 1,74.53 lakhs consist of 17,45,340 shares of fully paid equity shares of Rs 10 each. Board of Directors at their meeting held on November 12, 2020 approved the cancellation of forfeited shares amounting to Rs. 3,322.00 and equivalent amount will therefore be credited to capital reserve subject to shareholders' approval.

(*) Free Reserves (as per Section 2(43) of the Companies Act, 2013) has been computed after adjusting therefrom change in carrying amount of Investments in Mutual Funds, Preference Shares and Debentures on account of fair valuation as on March 31, 2020, as recognised and included in Surplus in Statement of Profit and Loss i.e. retained earnings.

For Industrial and Prudential Investment Company Limited

Arun Singhania

Chief Financial Officer

Place: Kolkata

Date: November 12, 2020

Unquote

24. MATERIAL DOCUMENTS FOR INSPECTION

In light of SEBI Relaxation Circulars applicability on the date of starting tendering period, copies of the following documents will be made available for inspection electronically or physically during the tendering period. Members seeking to inspect such documents can send an email to contact@industrialprudential.com.

- (i) Copy of Memorandum and Articles of Association of the Company.
- (ii) Copy of Annual reports of the Company for the preceding three financial years viz. March 31, 2020, 2019 and 2018 and unaudited limited reviewed financial statements for the six months ended September 30, 2020
- (iii) Copy of resolution passed by the Board of Directors at their meeting held on November 12, 2020 approving the proposal of the Buyback.
- (iv) Certificate dated November 12, 2020 received from Lodha & Co., Chartered Accountants, the statutory auditors of the Company, in terms of clause (xi) of Schedule I of the Buyback Regulations.
- (v) Copy of special resolution of the Equity Shareholders approving the Buyback, passed by way of postal ballot (including through e-voting), the results of which were announced on December 21, 2020
- (vi) Certificate dated November 12, 2020 received from Lodha & Co. LLP, Chartered Accountants, the statutory auditors of the Company, certifying that the debt-equity ratio immediately on completion of Buyback shall be in compliant with the permissible limit of 2:1 prescribed under the Act.
- (vii) Copy of Public Announcement dated December 22, 2020 published in the newspapers on December 23, 2020 regarding Buyback.
- (viii) Copy of Declaration of Solvency and an affidavit verifying the same as per Form SH-9 prescribed under the Companies (Share Capital and Debentures) Rules, 2014.
- (ix) Certificate dated November 12, 2020 received from Lodha & Co. LLP, Chartered Accountants certifying that the Company has adequate and firm financial resources to fulfill its obligations under the Buyback.
- (x) Copy of the Escrow Agreement dated December 24, 2020 executed amongst the Company, Escrow Agent and the Manager to the Buyback.
- (xi) Copy of SEBI comments received on DLOF vide letter dated [●] issued in terms of the Buyback Regulations.

25. DETAILS OF THE COMPLIANCE OFFICER

Investors may contact the Compliance Officer of the Company for any clarifications or to address their grievances, if any, during office hours i.e. 10.00 a.m. to 4.00 p.m. (IST) on all working days except Saturday, Sunday and public holidays, at the following address:

Ayan Datta

Company Secretary

Tel. No.: 03340133000;

Email: contact@industrialprudential.com; **Website:** www.industrialprudential.com;

26. DETAILS OF THE REMEDIES AVAILABLE TO THE ELIGIBLE SHAREHOLDERS

- (i) In case of any grievances relating to the Buyback (e.g. non-receipt of the Buyback consideration, share certificate, demat credit, etc.), the Eligible Shareholders can approach the compliance officer of the Company and/or Manager to the Buyback and/or Registrar to the Buyback for redressal.
- (ii) If the Company makes any default in complying with the provisions of Section 68 of the Companies Act, 2013 or any rules made there-under, for the purposes of clause (f) of sub-section (2) of Section 68 of the Companies Act, 2013, the Company or any officer of the Company who is in default shall be punishable with imprisonment for a term and its limit, or with a fine and its limit or with both in terms of the Companies Act, 2013, as the case may be.
- (iii) The address of the concerned office of the Registrar of Companies is as follows:

The Registrar of Companies, West Bengal, Kolkatta

Nizam Palace, 2nd MSO Building, 2nd Floor, 234/4, A.J.C.B. Road, Kolkata - 700020

27. DETAILS OF INVESTOR SERVICE CENTRE

In case of any queries, Equity Shareholders may also contact the Registrar to the Buyback, during office hours i.e. 10.00 a.m. to 5.00 p.m. on all Working Days except Saturday, Sunday and public holidays, at the following address:

LINK INTIME INDIA PRIVATE LIMITED

C-101, 247 Park L.B.S. Marg, Vikhroli (W), Mumbai - 400 083

Tel. No.: +91 22 4918 6200; **Fax:** +91 22 4918 6195

Contact person: Mr. Sumeet Deshpande

Email: ipicl.buyback@linkintime.co.in

Website: www.linkintime.co.in

SEBI Registration Number: INR000004058

CIN: U67190MH1999PTC118368.

28. MANAGER TO THE BUYBACK



Inga Ventures Private Limited

1229, Hubtown Solaris, N.S. Phadke Marg,

Opp. Telli Galli, Andheri (East), Mumbai 400069

Tel. No.: 022 26816003, Fax No.: 022 26816020;

Contact Person: Kavita Shah;

Email: kavita@ingaventures.com;

Website: www.ingaventures.com;

SEBI Registration No: INM000012698;

Validity: Permanent

CIN: U67100MH2018PTC318359

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

As per Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors of the Company accept full responsibility for the information contained in this Draft Letter of Offer. and confirms that such document contains true, factual and material information and does not contain any misleading information. This Draft Letter of Offer is issued under the authority of the Board pursuant to resolution passed by the Board on November 12, 2020:

For and on behalf of the Board of Directors of Industrial and Prudential Investment Company Limited

Sd/- Gaurav Swarup Managing Director (Director Identification Number (DIN): 00374298)	Sd/- Varun Swarup Director (Director Identification Number (DIN): 02435858)	Sd/- Ayan Datta Company Secretary & compliance officer (Membership Number: A43557)
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Date: December 29, 2020

Place: Kolkatta

30. TENDER FORM

- Tender Form (for Equity Shareholders holding shares in dematerialised form)
- Tender Form (for Equity Shareholders holding shares in physical form)
- Form No. SH-4 – Securities Transfer Form

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

Bid Number

Date: _____

BUYBACK OPENS ON		●
BUYBACK CLOSES ON		●
For Registrar/ Collection Centre Use		
Inward No.		
Date		
Stamp		
Status: Please tick appropriate box		
Individual	<input type="checkbox"/>	Mutual Fund
Insurance Companies	<input type="checkbox"/>	Other QIBs
Company	<input type="checkbox"/>	VCF
Foreign Institutional Buyer	<input type="checkbox"/>	Financial Institution
Body corporate	<input type="checkbox"/>	Others (specify)
India Tax Residency Status: Please tick appropriate box		
Resident in India	<input type="checkbox"/>	Non- Resident in India
	<input type="checkbox"/>	Resident of _____ (Shareholder to fill country of residence)

To,

The Board of Directors

Industrial and Prudential Investment Company Limited

C/o. Link Intime India Private Limited

C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai, Maharashtra 400 083 Tel: +91 22 4918 6200; Fax: +91 22 4918 6195

Dear Sir/Madam,

Sub: Letter of Offer dated [●] in relation to the buyback of up to 69,500 (Sixty Nine Thousand Five Hundred) Equity Shares of Industrial and Prudential Investment Company Limited (the “Company”) at a price of ₹1200 (Rupees One Thousand Two Hundred Only) per Equity Share (the “Buyback Price”) payable in cash (the “Buyback”)

1. I/We, (having read and understood the Letter of Offer dated [●] hereby tender/ offer my/our Equity Shares in response to the Buyback in accordance with the terms and conditions set out below and in the Letter of Offer.
2. 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.
3. I/We hereby affirm that the Equity Shares comprised in this tender/offer are offered for the Buyback by me/us free from all liens, equitable interest, charges and encumbrance.
4. 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 the Buyback.
5. I/We agree that the Company will pay the Buyback Price only after due verification of the validity of the documents and that the consideration will be paid as per secondary market mechanism.
6. I/We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my/our tender/offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, 2013 and the rules made thereunder and the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 and the extant applicable foreign exchange regulations.
7. I / We agree to receive, at my own risk, the invalid / unaccepted Equity Shares under the Buy-back in the demat a/c from where I / we have tendered the Equity Shares in the Buy-back.
8. I / We undertake to return to the Company any Buy-back consideration that may be wrongfully received by us.
9. I / We acknowledge that the responsibility to discharge the tax due on any gains arising on buyback is on me/us. I/We agree to compute gains on this transaction and immediately pay applicable taxes in India and file tax return in consultation with our custodians/ authorized dealers/ tax advisors appropriately.
10. I / We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me/us on buyback of shares. I/We also undertake to provide the Company, the relevant details in respect of the taxability/non-taxability of the proceeds arising on buyback of Equity Shares by the Company, copy of tax return filed in India, evidence of the tax paid etc.

This clause is applicable for Non-Resident Shareholders only - I/We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India (“RBI”) under Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended (the “FEMA Regulations”) and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA Regulations and any other rules, regulations and guidelines, in regard to remittance of funds outside India/ I/We undertake to pay income taxes in India (whether by deduction of

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

11. Eligible Shareholders holding Equity Shares in physical form are advised to get their shares dematerialized before tendering their Equity Shares in the Buyback.

a. Details of Equity Shares held and tendered/offered in the Buyback:

	In Figures	In Words
Number of Equity Shares held as on the Record Date (January 01, 2021)		
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback		

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

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Acknowledgement Slip for Industrial and Prudential Investment Company Limited – Buyback

(to be filled by the Eligible Shareholder) (subject to verification)

Folio No./ DP ID: _____ Client ID: _____

Received from Mr./Ms./M/s. _____

Number of Equity Shares offered for Buyback: In Figures: _____

In Words: _____

Please quote Client ID and DP ID. For all future correspondence

Stamp of Broker

b. Details of account with Depository Participant:

Name of the Depository (tick as applicable)	NSDL	CDSL
Name of the Depository Participant		
DP ID		
Client ID with Depository Participant		

c. Equity Shareholders Details:

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

* Corporate must affix rubber stamp and sign under valid authority. The relevant corporate authorization should be enclosed with the application form submitted.

INSTRUCTIONS

- The Buyback will open on [●] and close on [●].
- 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.

- iii. Eligible Shareholders who desire to tender their Equity Shares under the Buyback can do so in dematerialized form through their respective Stock Broker by indicating the details of Equity Shares they intend to tender under the Buyback. For Tendering the Equity Shares in the Buyback, the Tender Form is required to be submitted to the Stock Broker only and not to the Registrar or to the Company or to the Manager. For Further details, please see the procedure as specified in the section entitled "Procedure for Tender Offer and Settlement" of the Letter of Offer.
- iv. The Equity Shares tendered in the Offer shall be rejected if (i) the Equity Shareholder is not a Eligible Shareholder of the Company as on the Record Date; or (ii) in the event of non-receipt of the completed Tender Form and other documents from the Eligible Shareholders who were holding shares in physical form as on the Record Date and have placed their bid in demat form; or (iii) if there is a name mismatch in the demat account of the Eligible Shareholder and PAN;
- v. The Buyback shall be rejected for Eligible Shareholder holding Equity Shares in dematerialised form in case of receipt of the completed Tender Form and other documents but non-receipt of Equity Shares in the special account of the Clearing Corporation; or a non-receipt of valid bid in the exchange bidding system.
- vi. Shareholders may submit their duly filled Tender Form to the Registrar to the Buyback only after placing the bid via the Stock Broker.
- vii. 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, in accordance with the Buyback Regulations.
- viii. 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 Buyback entitlement, but not exceeding their holding as on the Record Date.
- ix. For the procedure to be followed by Eligible Shareholders for tendering in the Buyback, please refer to paragraph "Procedure for Tender Offer and Settlement" on page [●] of the Letter of Offer.
- x. All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
- xi. Non-Resident Shareholders must obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999, as amended (the "FEMA Regulations") and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA Regulations and any other rules, regulations and guidelines, in regard to remittance of funds outside India.
- xii. By agreeing to participate in the Buyback the Non-Resident 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.
- xiii. In the event of non-receipt of the Letter of Offer by an Eligible Shareholder, the Eligible Shareholder holding Equity Shares may participate in the Buyback by providing their application in writing on plain paper signed by all Eligible Shareholders (in case of joint holding), stating name and address of Eligible 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.
- xiv. **For the Eligible Shareholders holding Equity Shares in demat form, the Tender Form and TRS are not required to be submitted to the Company, Manager or the Registrar. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted for the Eligible Shareholders holding Equity Shares in demat form.**

All capitalized terms shall have the meanings ascribed to it in the Letter of Offer

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

Investor Service Centre – INDUSTRIAL AND PRUDENTIAL INVESTMENT COMPANY LIMITED - BUYBACK

Link Intime India Private Limited

C-101, 1st Floor, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400083

Tel: +91 22 4918 6200; Fax: +91 22 4918 6195

Contact Person: Sumeet Deshpande

Email: ipicl.buyback@linkintime.co.in **Website:** www.linkintime.co.in

Investor Grievance ID: ipicl.buyback@linkintime.co.in

SEBI Registration Number: INR000004058

Corporate Identification Number: U67190MH1999PTC118368

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

Bid Number:
Date: _____

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

To,

The Board of Directors

Industrial and Prudential Investment Company Limited

C/o. Link Intime India Private Limited

C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai, Maharashtra 400 083 Tel: +91 22 4918 6200; Fax: +91 22 4918 6195

Dear Sir/Madam,

Sub: Letter of Offer dated [●] in relation to the buyback of up to 69,500(Sixty-Nine Thousand Five Hundred) Equity Shares of Industrial and Prudential Investment Company Limited (the “Company”) at a price of ₹ 1200 (Rupees One Thousand Two Hundred only) per Equity Share (the “Buyback Price”) payable in cash (the “Buyback”)

1. I / We (having read and understood the Letter of Offer dated [●]) 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.
2. I / We authorise 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.
3. I / We hereby affirm that the Equity Shares comprised in this tender / offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.
4. 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 Offer and that I / we am / are legally entitled to tender the Equity Shares for Buyback.
5. I / We agree that the consideration for the accepted Shares will be paid to the Seller Member as per secondary market mechanism.
6. I / We acknowledge that the responsibility to discharge the tax due on any gains arising on buy-back is on me / us. I / We agree to compute gains on this transaction and immediately pay applicable taxes in India and file tax return in consultation with our custodians/ authorized dealers/ tax advisors appropriately.
7. I / We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on buyback of shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc.
8. I / We undertake to return to the Company any Buyback consideration that may be wrongfully received by me / us.
9. I / We agree that the Company is not obliged to accept any Equity Shares offered for Buyback where loss of share certificates has been notified to the Company.
10. I / We agree that the Company will pay the Buyback Price only after due verification of the validity of the documents and that the consideration may be paid to the first named Eligible Shareholder.
11. I / We authorize the Company to split the Share Certificate and issue new consolidated Share Certificate for the unaccepted Equity shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback
12. I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act and the Buyback Regulations.
13. Details of Equity Shares held and tendered / offered for Buyback

	In Figures	In Words
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Number of Equity Shares held as on Record Date (January 01, 2021)		
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback (including Additional Shares)		

Note: Eligible Shareholders also have the option of tendering Additional Equity Shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. The acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder shall be in terms of Paragraphs [●] and [●] of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

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Acknowledgement Slip for Industrial and Prudential Investment Company Limited – Buyback

(to be filled by the Equity Shareholder) (subject to verification)

Folio No.			
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 Folio No. for all future correspondence		Stamp of Broker	

14. Details of Share Certificate:

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

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

15. Equity Shareholders Bank Details:

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

16. Details of other Documents (Please ✓ as appropriate, if applicable) enclosed:

	Power of Attorney		Corporate Authorization
	Succession Certificate		Permanent Account Number (PAN Card)
	Self-attested copy of Permanent Account Number (PAN Card)		TRS
	Others (please specify)		Others (please specify)

17. Equity Shareholders Details:

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

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

18. 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 shares are bought back by the Company. I/ We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me/ us.

INSTRUCTIONS

- i. The Buyback will open on [●] and close on [●].
- ii. 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.
- iii. Eligible Shareholders who wish to tender their Equity Shares in response to this Buyback should deliver the following documents so as to reach before the close of business hours to the Registrar (as mentioned in the Letter of Offer) on or before [●] by 5.00 pm (i) The relevant Tender Form duly signed (by all Eligible Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares; (ii) Original Equity Share certificates; (iii) Self attested copy of the Permanent Account Number (PAN) Card; (iv) Transfer deed (Form SH 4) duly signed (by all Eligible Shareholders in case Equity Shares are held jointly) in the same order in which they hold the Equity Shares. For Further details, please see the procedure as specified in the section entitled "Procedure for Tender Offer and Settlement" of the Letter of Offer.
- iv. In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the offer by providing their application in plain paper in writing signed by all Eligible Shareholders (in case of joint holding), stating name, address, folio number, number of Equity Shares held, Equity Share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, enclosing the original Equity Share certificate(s), copy of Eligible Shareholder's PAN card(s) and executed share transfer form in favour of the Company. Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents, reach the Registrar to the Buyback not later than 2 (two) days from the Buyback Closing Date i.e. [●] by 5.00 pm.
- v. Eligible Shareholders should also provide all relevant documents in addition to the above documents, which include but are not limited to: (i) Duly attested power of attorney registered with the Registrar & transfer Agent of the Company, if any person other than the Eligible Seller has signed the relevant Tender Form; (ii) Duly attested death certificate / succession certificate in case any Eligible Seller is deceased; and (iii) Necessary corporate authorizations, such as Board Resolutions etc., in case of companies.
- vi. Eligible Shareholders to whom the Buyback offer is being made are free to tender Equity Shares to the extent of their entitlement in whole or in part or in excess of their entitlement.
- vii. All documents sent by the seller member/ custodian will be at their own risk and the seller member/ custodian is advised to adequately safeguard their interests in this regard. For the procedure to be followed by Equity Shareholders for tendering in the Buyback Offer, please refer to Paragraph [●] of the Letter of Offer.
- viii. All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) If there is any other Company's equity share certificate enclosed with the Tender Form instead of the Equity Share certificate of the Company; (ii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; (iii) If the Eligible Shareholders tender Equity Shares but the Registrar does not receive the Equity Share certificate; (iv) In case the signature on the Tender Form and Form SH 4 doesn't match as per the specimen signature recorded with Company/Registrar; and (v) in case the Transfer Form – SH4 is not witnessed.
- ix. By agreeing to participate in the Buyback the Non-Resident Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reportings, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.

All capitalized terms shall have the meanings ascribed to it in the Letter of Offer

Tear along this line

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

Investor Service Centre – INDUSTRIAL AND PRUDENTIAL INVESTMENT COMPANY LIMITED - BUYBACK

Link Intime India Private Limited

C-101, 1st Floor, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400083

Tel: +91 22 4918 6200; **Fax:** +91 22 4918 6195

Contact Person: Sumeet Deshpande

Email: ipicl.buyback@linkintime.co.in **Website:** www.linkintime.co.in

Investor Grievance ID: ipicl.buyback@linkintime.co.in

SEBI Registration Number: INR000004058

Corporate Identification Number: U67190MH1999PTC118368

Form No. SH-4
Securities Transfer Form
Pursuant to section 56 of the Companies act, 2013 and sub-rule (1) of rule 11 of the
Companies (Share Capital and Debentures) Rules 2014

Date of execution.....

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

CIN: L65990WB1913PLC218486
Name of the company (in full): Industrial and Prudential Investment Company Limited
Name of the Stock Exchange where the company is listed, if any: BSE Limited

DESCRIPTION OF SECURITIES:

Kind/Class of securities (1)	Nominal value of each unit of security (2)	Amount called up per unit of security (3)	Amount paid up per unit of security (4)
Equity Shares	₹ [●]/-	₹ [●]/-	₹ [●]/-

No. of Securities being Transferred		Consideration Received (₹)	
In figures	In words	In words	In figures

Distinctive Number	From			
	To			
Corresponding Certificate Nos:				

TRANSFEROR' S PARTICULARS

Registered Folio Number	
Name(s) in full	Seller Signature (s)
1.	
2.	
3.	
I, hereby confirm that the Transferor has signed before me.	Witness Signature
Name and Address of Witness	

TRANSFEEE' S PARTICULARS

Name in full (1)	Father's/ Mother's / Spouse Name (2)	Address & E-mail id (3)
[●]	N.A.	Registered and Corporate Office: Paharpur House 8/1/B, Diamond Harbour Road, Kolkata 700027 E-mail: contact@industrialprudential.com
Occupation (4)	Existing Folio No., if any (5)	Signature (6)

Business		
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Folio No. of Transferee: _____

Specimen Signature of Transferee

1. _____
2. _____
3. _____

Value of stamp affixed: _____ (₹)

Enclosures:

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

Stamps:

For office use only	
Checked by _____	Signature tallies by _____
Entered in the Register of Transfer on _____ vide Transfer No. _____	
Approval Date _____	Power of attorney/Probate/Death Certificate/Letter of administration Registered on _____ at No. _____