GARWARE
TECHNICAL FIBRES

GTFL:SEC:2021

January 8, 2020

BSE Limited
Corporate Relationship Department,
New Trading Ring,
Rotunda Building, P. J. Towers,
Dalal Street, Fort,
Mumbai 400001. **(Company code: 509557)**

National Stock Exchange of India Ltd.
Exchange Plaza, Plot No. C/1, 'G' Block,
Bandra-Kurla Complex,
Bandra East,
Mumbai 400051. **(Symbol: GARFIBRES, Series: EQ)**

Dear Sirs,

Sub: Submission of letter of offer dated January 8, 2021 ("Letter of Offer) in relation to the buyback of not exceeding 3,17,391 (Three Lakhs Seventeen Thousand Three Hundred Ninety One) fully paid-up equity shares of face value of INR 10/- (Rupees Ten only) each (the "Equity Shares") of Garware Technical Fibres Limited (the "Company") at a price of INR 2,300/- (Rupees Two Thousand Three Hundred Only) per Equity Share through the tender offer process, pursuant to the provisions of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended and the Companies Act, 2013, as amended ("Buyback")

With reference to the captioned Buyback and in furtherance of our earlier intimations regarding submission of Public Announcement dated November 30, 2020 and the Draft Letter of Offer dated December 8, 2020, please find enclosed the Letter of Offer dated January 8, 2021 along with the Tender Forms for demat and physical shareholders, which is being dispatched by the Company to the Eligible Shareholders as on the Record Date being Friday, December 11, 2020.

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

No.	Activity	Day	Date
1.	Buyback Opening Date	Tuesday	January 19, 2021
2.	Buyback Closing Date	Tuesday	February 2, 2021
3.	Last date of receipt of completed Tender Form and other specified documents including physical certificates (if and as applicable) by the Registrar to the Buyback	Thursday	February 4, 2021
4.	Last date of completion of settlement of bids by the Clearing Corporation on the Stock Exchanges*	Thursday	February 11, 2021

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

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

This is for your information and records.

Thanking you,

Yours faithfully,

For **GARWARE TECHNICAL FIBRES LIMITED**

Sunil Agarwal
Company Secretary
M. No. FCS6407

Encl.: As above

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 Garware Technical Fibres Limited as on the Record Date, being Friday, December 11, 2020, in accordance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended. If you require any clarifications about the action to be taken, you may consult your stock broker or your investment consultant or the Manager to the Buyback i.e., Ambit Private Limited or the Registrar to the Buyback i.e., Link Intime India Private Limited. Please refer to the section "*Definition of Key Terms*" on page 3 of this Letter of Offer for the definition of the capitalised terms used herein.

GARWARE TECHNICAL FIBRES LIMITED
CIN: L25209MH1976PLC018939
Registered Office: Plot No. 11, Block D-1, MIDC, Chinchwad, Pune – 411 019
Tel. No.: +91 020 2799 0224 | **Fax. No.**: +91 020 2799 0341
Contact Person: Mr. Sunil Agarwal, Company Secretary and Compliance Officer
E-mail: secretarial@garwarefibres.com | **Website:** www.garwarefibres.com

GARWARE TECHNICAL FIBRES

OFFER TO BUYBACK UP TO 3,17,391 (THREE LAKHS SEVENTEEN THOUSAND THREE HUNDRED NINETY ONE ONLY) FULLY PAID-UP EQUITY SHARES OF THE COMPANY OF THE FACE VALUE OF INR 10/- (INDIAN RUPEES TEN ONLY) EACH, REPRESENTING 1.52% OF THE EQUITY SHARES IN THE EXISTING TOTAL PAID-UP EQUITY CAPITAL OF THE COMPANY, FROM ALL ELIGIBLE SHAREHOLDERS (EQUITY SHAREHOLDERS AS ON THE RECORD DATE, BEING FRIDAY, DECEMBER 11, 2020) ON A PROPORTIONATE BASIS, THROUGH THE 'TENDER OFFER' PROCESS, AT A PRICE OF INR 2,300/- (INDIAN RUPEES TWO THOUSAND THREE HUNDRED ONLY) PER EQUITY SHARE, PAYABLE IN CASH, FOR AN AGGREGATE MAXIMUM AMOUNT OF INR 72,99,99,300/- (INDIAN RUPEES SEVENTY TWO CRORES NINETY NINE LAKHS NINETY NINE THOUSAND THREE HUNDRED ONLY) EXCLUDING THE TRANSACTION COSTS.

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

(2) The Buyback Offer Size represents 9.45% and 9.91% of the aggregate of the Company's fully paid-up equity capital and free reserves as per the latest standalone and consolidated audited financial statements of the Company, respectively, as on March 31, 2020. Further, the Buyback Offer Size represents 9.50% and 9.96% of the aggregate of the Company's fully paid-up capital and free reserves as per the latest standalone and consolidated audited financial statements of the Company, respectively, as on March 31, 2020, as adjusted for the reduction of (i) paid-up share capital aggregating to INR 94,65,000/- (Indian Rupees Ninety Four Lakhs Sixty Five Thousand Only); and (ii) securities premium account aggregating to INR 3,06,29,308/- (Indian Rupees Three Crores Six Lakhs Twenty Nine Thousand Three Hundred Eight Only), that the Company undertook pursuant to an order dated February 13, 2020 passed by the National Company Law Tribunal, Mumbai Bench, certified copy of which was received by the Company on July 15, 2020. The Buyback Offer Size is within the statutory limit of 10% of the aggregate of the paid-up capital and free reserves of the Company as per Section 68(2) of the Companies Act and Regulation 5(i)(b) of the SEBI Buyback Regulations.

(3) The Letter of Offer will be sent to all Eligible Shareholders (as defined below) as on the Record Date, being Friday, December 11, 2020 in accordance with the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable.

(4) For details of the procedure for tender and settlement, please refer to the "*Procedure for Tender Offer and Settlement*" on page 45 of this Letter of Offer. The Form of Acceptance-cum-Acknowledgement (the "**Tender Form**") is enclosed together with this Letter of Offer.

(5) For details of the procedure for Acceptance, please refer to the "*Process and Methodology for the Buyback"* on page 41 of this Letter of Offer. For mode of payment of cash consideration to the Eligible Shareholders, please refer to "*Procedure for Tender Offer and Settlement - Method of Settlement*" on page 51 of this Letter of Offer.

(6) A copy of the Public Announcement, the Draft Letter of Offer, and this Letter of Offer (including the Tender Form) is expected to be available on the website of Securities and Exchange Board of India i.e., www.sebi.gov.in and on the website of the Company i.e., www.garwarefibres.com and the Stock Exchanges at www.bseindia.com and www.nseindia.com.

(7) Eligible Shareholders are advised to read this Letter of Offer and in particular refer to *"Details of Statutory Approvals*" and "*Note on Taxation*" on pages 39 and 53 of this Letter of Offer, respectively, before tendering their Equity Shares in the Buyback.

BUYBACK PROGRAMME	
BUYBACK OPENS ON	Tuesday, January 19, 2021
BUYBACK CLOSES ON	Tuesday, February 2, 2021
LAST DATE OF RECEIPT OF COMPLETED TENDER FORMS AND OTHER SPECIFIED DOCUMENTS BY THE REGISTRAR TO THE BUYBACK	Thursday, February 4, 2021 by 5:00 P.M.

MANAGER TO THE BUYBACK	REGISTRAR TO THE BUYBACK
AMBIT Acumen at work	LINK Intime
AMBIT PRIVATE LIMITED Ambit House 449, Senapati Bapat Marg Lower Parel Mumbai, India – 400 013 **Tel. No.**: + 91 22 3982 1819 **Fax No.**: 91 22 3982 3020 **Contact Person**: Mr. Praveen Sangal / Mr. Miraj Sampat **Email**: gtfl.buyback@ambit.co **Website**: www.ambit.co **SEBI Registration No.**: INM000010585 **Validity Period:** Permanent **CIN:** U65923MH1997PTC109992	**Link Intime India Private Limited** C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India **Tel No.:** +91 22 4918 6200 **Fax No.:** +91 22 4918 6195 **Contact Person**: Mr. Sumeet Deshpande **Email**: gtfl.buyback@linkintime.co.in **Investor Grievance Id**: gtfl.buyback@linkintime.co.in **Website**: www.linkintime.co.in **SEBI Registration No.**: INR000004058 **Validity Period**: Permanent **CIN**: U67190MH1999PTC118368

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1. SCHEDULE OF ACTIVITIES FOR THE BUYBACK

Sr. No.	Activity	Schedule of Activities	
		Day	Date
1.	Date of Board Meeting approving the proposal for the Buyback	Friday	November 27, 2020
2.	Date of Public Announcement for the Buyback	Monday	November 30, 2020
3.	Date of publication of the Public Announcement for the Buyback in newspapers	Tuesday	December 1, 2020
4.	Record Date for determining the names of the Eligible Shareholders and the Buyback Entitlement	Friday	December 11, 2020
5.	Buyback Opening Date	Tuesday	January 19, 2021
6.	Buyback Closing Date	Tuesday	February 2, 2021
7.	Last date of receipt of completed Tender Form and other specified documents including physical certificates (if and as applicable) by the Registrar to the Buyback	Thursday	February 4, 2021
8.	Last date of verification of Tender Forms by Registrar to the Buyback	Wednesday	February 10, 2021
9.	Last date of intimation to the Stock Exchanges regarding Acceptance/ non-acceptance of Equity Shares by the Registrar to the Buyback	Wednesday	February 10, 2021
10.	Last date of completion of settlement of bids by the Clearing Corporation on the Stock Exchanges	Thursday	February 11, 2021
11.	Last date of dispatch of share certificate(s) by the Registrar to the Buyback / payment to Eligible Shareholders / return of unaccepted Demat Shares by the Stock Exchanges to Eligible Shareholders / Shareholder Broker	Thursday	February 11, 2021
12.	Last date of extinguishment of the Equity Shares bought back	Thursday	February 18, 2021

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

2. DEFINITION OF KEY TERMS

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

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

Term	Description
Acceptance	Acceptance of Equity Shares tendered by the Eligible Shareholders in the Buyback

Term	Description
Acquisition Window	The facility for acquisition of Equity Shares through mechanism provided by the Designated Stock Exchange i.e., BSE in the form of a separate window in accordance with the SEBI Circular
Additional Equity Shares	Additional Equity Shares tendered by an Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder up to the extent of Equity Shares held by such Eligible Shareholder on the Record Date
Articles of Association	Articles of Association of the Company, as amended from time to time
Board Meeting	Meeting of the Board of Directors held on Friday, November 27, 2020, wherein among other things, the proposal for the Buyback was approved
Board/ Board of Directors	Board of Directors of the Company (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized 'Buyback Committee' thereof)
BSE	BSE Limited
Buyback or Buyback Offer or Offer	Offer by the Company to buyback up to 3,17,391 (Three Lakhs Seventeen Thousand Three Hundred Ninety One) Equity Shares at a price of INR 2,300/- (Indian Rupees Two Thousand Three Hundred Only) per Equity Share from all the Eligible Shareholders, through the Tender Offer process on a proportionate basis in terms of the SEBI Buyback Regulations read with SEBI Circular
Buyback Closing Date	Tuesday, February 2, 2021
Buyback Committee	A committee constituted by the Board, comprising of Mr. Shrikant P. Kulkarni, Director, Mr. Shridhar S. Rajpathak, Director, Mr. Mukesh Surana, Chief Financial Officer and Mr. Sunil Agarwal, Company Secretary pursuant to a resolution passed by the Board on Friday, November 27, 2020, to exercise certain powers in relation to the Buyback
Buyback Entitlement	The number of Equity Shares that an Eligible Shareholder is entitled to tender in the Buyback, which is computed based on the number of Equity Shares held by such Eligible Shareholder as on the Record Date and the ratio/ percentage of Buyback applicable in the category, to which such Eligible Shareholder belongs
Buyback Opening Date	Tuesday, January 19, 2021
Buyback Offer Price	Price at which Equity Shares will be bought back from the Eligible Shareholders i.e., INR 2,300/- (Indian Rupees Two Thousand Three Hundred Only) per Equity Share, payable in cash
Buyback Offer Size	Number of Equity Shares proposed to be bought back i.e., up to 3,17,391 (Three Lakhs Seventeen Thousand Three Hundred and Ninety One Only) Equity Shares multiplied by the Buyback Offer Price (i.e., INR 2,300/- per Equity Share) aggregating maximum amount of INR 72,99,99,300/- (Indian Rupees Seventy Two Crores Ninety Nine Lakhs Ninety Nine Thousand Three Hundred Only). The Buyback Offer Size excludes Transaction Costs
Buyback Period	The period between the date of the Board Meeting i.e., Friday, November 27, 2020 and the date on which the payment of consideration to the Eligible Shareholders who have accepted the Buyback is made
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Clearing Corporation	Indian Clearing Corporation Limited
Companies Act	Companies Act, 2013, as amended and rules framed thereunder

Term	Description
"Company" or "Our Company" or "we" or "us" or "our"	Garware Technical Fibres Limited (formerly known as Garware-Wall Ropes Limited)
Company Demat Account	A demat account of the Company wherein Demat Shares bought back in the Buyback would be transferred
Company's Broker	Ambit Capital Private Limited
Demat Share(s)	Equity Share(s) of the Company in dematerialised form
Depositories	Together, NSDL and CDSL
Depositories Act	Depositories Act, 1996, as amended and rules framed thereunder
Designated Stock Exchange	BSE Limited
DIN	Director Identification Number
Director(s)	Director(s) of the Company
DP	Depository Participant
Draft Letter of Offer	The Draft letter of offer dated December 8, 2020 filed with SEBI through the Manager to the Buyback
Eligible Shareholders	Equity Shareholders eligible to participate in the Buyback and would mean all shareholders/ beneficial owners of the Equity Shares of the Company on the Record Date, being Friday, December 11, 2020, and do not include such shareholders/ beneficial owners of the Equity Shares who are not permitted under the applicable law to tender Equity shares in the Buyback
EPS	Earnings per Equity Share
Equity Shareholder(s)/ Shareholder(s)	Holders of Equity Shares and includes beneficial owners thereof
Equity Share(s)	Fully paid-up equity share(s) of the Company having the face value of INR 10/- (Indian Rupees Ten Only) each
Escrow Account	The Escrow Account in the name and style of '*GARWARE TECHNICAL FIBRES LTD BUYBACK 2020 ESCROW*' opened with HDFC Bank Limited in accordance with the SEBI Buyback Regulations
Escrow Agent	HDFC Bank Limited
Escrow Agreement	The agreement dated Friday, December 4, 2020 entered into between the Company, the Manager to the Buyback and the Escrow Agent, pursuant to which certain arrangement for Escrow Account is made in relation to the Buyback
FEMA	The Foreign Exchange Management Act, 1999, as amended from time to time, including rules, regulations, circulars, directions and notifications issued thereunder
FII(s)	Foreign Institutional Investor(s)
FPI	Foreign Portfolio Investors as defined under Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended
General Category	Eligible Shareholders other than the Small Shareholders
HUF	Hindu Undivided Family
IT Act/ Income Tax Act	Income Tax Act, 1961, as amended
Letter of Offer	The letter of offer dated January 8, 2021 filed with SEBI

Term	Description
"Manager to the Buyback" or "Merchant Banker to the Buyback"	Ambit Private Limited
NA	Not applicable
Non-Resident Shareholders	Includes Non-resident Indians (NRI), Foreign Portfolio Investor and Foreign Corporate Bodies (including erstwhile Overseas Corporate Bodies)
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
PAN	Permanent Account Number
Promoters and members of the promoter group	Vayu Ramesh Garware, Mayuri Vayu Garware, Garware Capital Markets Limited, VMIR Investment Limited, VRG Investments Limited, Vimlabai Garware Research Institute Private Limited (formerly Vimlabai Garware Research Institute), Moonshine Investments & Trading Company Private Limited, Manmit Investments & Trading Company Private Limited, Sanand Investments and Trading Company Private Limited, Sukukar Holdings & Trading Company Private Limited, Starshine Comtrade Private Limited (formerly Starshine Investments & Trading Company Private Limited), Gurukrupa Comtrade Private Limited (formerly Gurukrupa Investments & Trading Company Private Limited) and Garware Research Institute.
Physical Share(s)	Equity Share(s) of the Company in physical form
Public Announcement	Public announcement dated Monday, November 30, 2020 in connection with the Buyback in accordance with the SEBI Buyback Regulations which was published on Tuesday, December 1, 2020 in all editions of the English national daily newspaper, namely Business Standard, in all editions of the Hindi national daily newspaper, namely Business Standard and the Pune edition of the Marathi daily newspaper, namely, Prabhat (Marathi being the regional language of Pune wherein the registered office of the Company is located)
RBI	Reserve Bank of India
Record Date	The date for the purpose of determining the Buyback Entitlement and the names of the Eligible Shareholders to whom the Letter of Offer (including the Tender Form) will be sent, and who are eligible to participate in the Buyback in accordance with the SEBI Buyback Regulations. The Record Date for the Buyback is Friday, December 11, 2020
"Registrar to the Buyback" or "Registrar"	Link Intime India Private Limited
Reserved Category	Small Shareholders eligible to tender Equity Shares in the Buyback
Share Capital and Debentures Rules	Companies (Share Capital and Debenture) Rules, 2014, as amended
SEBI	Securities and Exchange Board of India
SEBI Buyback Regulations	Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, for the time being in force including any statutory modifications and amendments from time to time
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
Shareholder's Broker	The stockbroker of an Eligible Shareholder through whom the order for selling the Equity Shares will be placed in the Acquisition Window

Term	Description
Small Shareholder	As defined under Regulation 2(i)(n) of the SEBI Buyback Regulations and in relation to the Buyback means an Eligible Shareholder who holds Equity Shares of market value of not more than INR 2,00,000/- (Rupees Two Lakhs only), on the basis of closing price on BSE or NSE, whichever registers the highest trading volume in respect of the Equity Shares on the Record Date, i.e., Friday, December 11, 2020
SEBI Circular	The mechanism for acquisition of shares through stock exchange specified by SEBI vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and such other circulars as may be applicable, including any further amendments thereof
Stock Exchanges	Together, BSE and NSE, being the stock exchanges where the Equity Shares of the Company are listed
Tender Form	Form of Acceptance-cum-Acknowledgement to be filled in and sent to the Registrar by the Eligible Shareholders to participate in the Buyback
Tender Offer	Method of buyback as defined in Regulation 2(i)(q) of the SEBI Buyback Regulations
Tendering Period	Period of 10 Working Days from the Buyback Opening Date (Tuesday, January 19, 2021) till the Buyback Closing Date (Tuesday, February 2, 2021) (both days inclusive)
Transaction Costs	Any expenses incurred or to be incurred for the buyback viz. brokerage, costs, fees, turnover charges, taxes such as buyback tax, securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, filing fees, printing and dispatch expenses and other incidental and related expenses and charges
TRS	Transaction Registration Slip generated by the exchange bidding system
U.S.	The United States of America
Working Day(s)	Working day as defined in the SEBI Buyback Regulations

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

Page Numbers and Paragraph Numbers

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

Currency and Units of Presentation

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

Financial and Other Data

Unless stated or the context requires otherwise, our financial information in this Letter of Offer is derived from our (i) the audited standalone and consolidated financial statements for the fiscal years 2018, 2019 and 2020, and (ii) the unaudited standalone and consolidated financial statements for six months ended September 30, 2020, which have been subjected to a limited review by the Statutory Auditors.

Our Company's fiscal year commences on April 1 of each year and ends on March 31 of the next year (referred to herein as "**Fiscal**", "**Fiscal Year**" or "**FY**").
All data related to financials are given in INR lakhs, unless otherwise stated.

Stock Market Data

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

3. DISCLAIMER CLAUSE

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

It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in this Letter of Offer, the Manager to the Buyback is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose, the Manager to the Buyback i.e., Ambit Private Limited, has furnished to SEBI a due diligence certificate dated December 8, 2020 in accordance with the SEBI Buyback Regulations, which reads as follows:

"*We have examined various documents and materials contained in the annexure to this letter, as part of the due-diligence carried out by us in connection with the finalisation of the public announcement dated November 30, 2020 for the Buyback ("**Public Announcement**") which was published on Tuesday, December 1, 2020 and the Draft Letter of Offer dated December 8, 2020 ("**Draft Letter of Offer**"). On the basis of such examination and the discussions with the Company, we hereby state that:*

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

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

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

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

3.1 Disclaimer for U.S. Persons:

The information contained in this Letter of Offer is exclusively intended for persons who are not U.S. Persons as defined in Regulations of the U.S. Securities Act of 1933, as amended, and who are not physically present in

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

3.2 **Disclaimer for persons in other foreign countries:**

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

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

3.3 **Forward Looking Statement:**

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

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

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

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

The Buyback has been authorised and approved by the Board of Directors at its meeting held on Friday, November 27, 2020. The relevant extracts of the resolution of the Board of Directors is set out below:

Quote

RESOLUTION:

"**RESOLVED THAT** pursuant to Article 138 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the "**Companies Act**") read with the Companies (Share Capital and Debentures) Rules, 2014 (to the extent applicable) (hereinafter referred to as the "**Share Capital Rules**"), the Companies (Management and Administration) Rules, 2014 and other relevant rules made thereunder, each as amended from time to time and the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("**SEBI Buyback Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**") (including re-enactment of the Companies Act or the rules made thereunder or the SEBI Buyback Regulations, or the SEBI Listing Regulations) and subject to such other approvals, permissions, consents, sanctions and exemptions of Securities and Exchange Board of India ("**SEBI**"), Reserve Bank of India ("**RBI**") and/ or other authorities, institutions or bodies (together with SEBI and RBI, the "**Appropriate Authorities**"), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by them while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed, the board of directors of the Company ("**Board**", which term shall be deemed to include any committee of the Board and/ or officials, which the Board may constitute/ authorise to exercise its powers, including the powers conferred by this resolution) hereby consents and approves the buyback by the Company of its fully paid-up equity shares having a face value of INR 10/- (Indian Rupees Ten Only) each ("**Equity Shares**"), not exceeding 3,17,391 Equity Shares (representing 1.52% and 1.45% of the total number of Equity Shares in the existing total paid-up equity capital of the Company as on date and the total paid-up equity capital of the Company as of March 31, 2020 respectively, at a price of INR 2,300/- (Indian Rupees Two Thousand Three Hundred only) per Equity Share payable in cash for an aggregate amount not exceeding INR 72,99,99,300/- (Indian Rupees Seventy Two Crores Ninety Nine Lakhs Ninety Nine Thousand Three Hundred only), excluding any expenses incurred or to be incurred for the buyback viz. brokerage, costs, fees, turnover charges, taxes such as buyback tax, securities transaction tax and goods and services tax (if any), stamp duty, advisors, fees, printing and dispatch expenses and other incidental and related expenses and charges, which represents (a) 9.45% and 9.91% of the aggregate of the Company's paid-up capital and free reserves as per the standalone and consolidated audited financials of the Company for the year ended as on March 31, 2020 respectively; and (b) 9.50% and 9.96% of the aggregate of the Company's fully paid-up capital and free reserves as per the latest standalone and consolidated audited financial statements of the Company, respectively, as on March 31, 2020, as adjusted for the reduction of (i) paid-up share capital aggregating to INR 94,65,000/- (Indian Rupees Ninety Four Lakhs Sixty Five Thousand Only); and (ii) securities premium account aggregating to INR 3,06,29,308.10/- (Indian Rupees Three Crores Six Lakhs Twenty Nine Thousand Three Hundred and Eight and Ten Paisa Only), that the Company undertook pursuant to an order dated February 13, 2020 passed by the National Company Law Tribunal, Mumbai Bench, from all the shareholders/ beneficial owners of the Equity Shares of the Company, including promoters and members of the promoter group, as on a record date Friday, 11th December, 2020 ("**Record Date**"), through the "tender offer" route, on a proportionate basis as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the "**Buyback**").

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

RESOLVED FURTHER THAT the Company shall implement the Buyback using the "*Mechanism for acquisition of shares through Stock Exchange*" as notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI's circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, or such other circulars or notifications, as may be applicable and the Company shall approach BSE Limited, as may be required, for facilitating the same.

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

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

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

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

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

(i) all Equity Shares of the Company are fully paid up;

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

(iii) Unless otherwise as may be specifically permitted under any relaxation circular issued by SEBI, as per Regulation 24(i)(f) of the SEBI Buyback Regulations, the Company shall not raise further capital for a period of one year from the expiry of the buyback period i.e. the date on which the payment of consideration to shareholders who have accepted the buyback offer is made except in discharge of subsisting obligations;

(iv) the Company shall not buyback its Equity Shares or other specified securities from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;

(v) the aggregate maximum amount of the Buyback i.e. INR 72,99,99,300/- (Indian Rupees Seventy Two Crores Ninety Nine Lakhs Ninety Nine Thousand Three Hundred Only) does not exceed 10% of (i) the aggregate of the paid-up capital and free reserves based on both audited standalone and consolidated financial statements of the Company as on March 31, 2020; and (ii) of the aggregate of the Company's fully paid-up capital and free reserves as per the latest standalone and consolidated audited financial statements of the Company, respectively, as on March 31, 2020, as adjusted for the reduction of (i) paid-up share capital aggregating to INR 94,65,000/- (Indian Rupees Ninety Four Lakhs Sixty Five Thousand Only); and (ii) securities premium account aggregating to INR 306,29,308.10/- (Indian Rupees Three Crores Six Lakhs Twenty Nine Thousand Three Hundred and Eight and Ten Paisa Only), that the Company undertook pursuant to an order dated February 13, 2020 passed by the National Company Law Tribunal, Mumbai.

(vi) the number of Equity Shares proposed to be purchased under the Buyback i.e. 3,17,391 (Three Lakhs Seventeen Thousand Three Hundred and Ninety One Only) Equity Shares does not exceed 25% of the total number of Equity shares in the total paid-up equity capital of the Company as on March 31, 2020 and the existing total paid-up equity capital of the Company;

(vii) there are no pending schemes of amalgamation or compromise or arrangement pursuant to the Companies Act ("**Scheme**") involving the Company, and no public announcement of the Buyback shall be made during pendency of any such Scheme;

(viii) the Company shall not make any further offer of buyback within a period of one year reckoned from the expiry of the buyback period i.e. date on which the payment of consideration to shareholders who have accepted the buyback offer is made;

(ix) 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;

(x) the Company shall comply with the statutory and regulatory timelines in respect of the buyback in such manner as prescribed under the Companies Act and/or the SEBI Buyback Regulations and any other applicable laws;

(xi) the Company shall not utilize any money borrowed from banks or financial institutions for the purpose of buying back its Equity Shares;

(xii) the Company shall not directly or indirectly purchase its own Equity Shares through any subsidiary company including its own subsidiary companies, if any or through any investment company or group of investment companies;

(xiii) the Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Companies Act;

(xiv) there are no subsisting defaults in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company;

(xv) the Company will not buyback Equity Shares which are locked-in or non-transferable until the pendency of such lock-in, or until the time the Equity Shares become transferable, as applicable;

(xvi) the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up capital and free reserves based on both, audited standalone and consolidated financial statements of the Company as on March 31, 2020;

(xvii) the Company shall transfer from its free reserves or securities premium account and/ or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;

(xviii) the Buyback shall not result in delisting of the Equity Shares from National Stock Exchange of India Limited and BSE Limited ("**Stock Exchanges**").

(xix) the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations;

(xx) as per Regulation 24(i)(e) of the SEBI Buyback Regulations, the promoters and members of promoter group, and their associates be advised that they shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters and members of promoter group) from the date of this resolution till the closing of the Buyback offer;

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

RESOLVED FURTHER THAT, as required by clause (x) of Schedule I of the SEBI Buyback Regulations, the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed an opinion that:

(i) immediately following the date of this resolution, there will be no grounds on which the Company can be found unable to pay its debts;

(ii) as regards the Company's prospects for the year immediately following the date of this resolution, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of this resolution;

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

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

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

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

(i) finalizing the terms of Buyback including the schedule of activities including the dates of opening and closing of the Buyback, Record Date, entitlement ratio, the timeframe for completion of the Buyback;

(ii) negotiation and execution of escrow arrangement(s) in accordance with the SEBI Buyback Regulations;

(iii) earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback including arranging for bank guarantees as may be necessary for the Buyback in accordance with applicable laws;

(iv) opening, operating and closing of all necessary accounts for this purpose, including bank accounts, trading account, depository accounts, escrow account, special escrow account, and authorizing persons to operate such accounts;

(v) appointing and finalizing the terms of designated stock exchange, depository participants, scrutinizer, compliance officer, advertising agency and such other intermediaries/ agencies / persons including by the payment of commission, brokerage, fee, charges etc. and enter into agreements/ letters in respect thereof;

(vi) preparing, approving, executing and filing of various documents as may be necessary or desirable in connection with or incidental to the Buyback including declaration of solvency, public announcement, draft and final letter of offer, extinguishment of Equity Shares and certificate of extinguishment and post-completion advertisement which are required to be filed in connection with the Buyback on behalf of the Board;

(vii) extinguishment of dematerialised Equity Share and physical destruction of the share certificates in respect of the Equity Shares bought back by the Company, and filing of certificate of extinguishment required to be filed in connection with the Buyback on behalf of the Company and/ or Board, as required under applicable law;

(viii) decide the form (whether cash deposit or bank guarantee) and the amount to be deposited in the escrow account;

(ix) providing such confirmations and opinions as may be required in relation to the Buyback;

(x) creating and maintaining requisite statutory registers and records and furnishing requisite returns to Appropriate Authorities;

(xi) to deal with stock exchanges (including their clearing corporations), and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any further amendments thereof;

(xii) to authorise officials of the Company to sign the documents as may be necessary with regard to the Buyback wherever necessary on relevant documents required to be executed for the Buyback and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the Appropriate Authorities, Registrar of Companies stock exchanges, and depositories;

(xiii) settling all such questions, difficulties or doubts that may arise in relation to the implementation of the Buyback;

(xiv) carrying out incidental documentation and to prepare applications and submit them to the Appropriate Authorities for their requisite approvals;

(xv) obtaining all necessary consents, certificates and reports from statutory auditors and other third parties (including the lenders) as required;

(xvi) giving any information, explanation, declarations and confirmation in relation to the public announcement, draft letter of offer, letter of offer as may be required by the relevant authorities;

(xvii) to do all such acts, deeds, matters and things incidental and in connection with the Buyback and deliver such documents as may be necessary, desirable and expedient; and

(xviii) delegating all or any of the authorities conferred as above to any authorized representative(s) of the Company to give effect to the aforesaid resolution or to accept any change(s) or modification(s) as may be suggested by the Appropriate Authorities or advisors.

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

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

RESOLVED FURTHER THAT Friday, 11th December, 2020, be and hereby is appointed to be the Record Date for the purpose of determining the entitlement and the names of the shareholders who are eligible to participate in the Buyback.

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

RESOLVED FURTHER THAT the Board hereby takes on record the engagement letter dated 9th November, 2020, setting out the terms as mutually agreed between the Company and Ambit Private Limited, and the appointment of Ambit Private Limited as the merchant banker to the Buyback in accordance with the Companies Act, as amended and SEBI Buyback Regulations, be and is hereby ratified and approved.

RESOLVED FURTHER THAT the Board hereby takes on record the engagement letter dated 9th November, 2020, setting out the terms as mutually agreed between the Company and IndusLaw, and the appointment of IndusLaw as legal counsel in relation to the Buyback be and is hereby ratified and approved.

RESOLVED FURTHER THAT Ambit Capital Private Limited be and is hereby appointed as the broker for the Buyback, to inter alia carry out the activities as brokers under the SEBI Buyback Regulations, on terms and conditions as may be mutually decided, and the consent of the Board be and is hereby accorded to open a depository account and a trading account with Ambit Capital Private Limited in connection with and for the purpose of the Buyback.

RESOLVED FURTHER THAT, pursuant to the provisions of clause (xi) of Schedule I of the SEBI Buyback Regulations, the Board hereby takes on record the report dated 27th November, 2020 of M/s Mehta, Chokshi &

Shah, LLP, Chartered Accountants, the Statutory Auditor of the Company, signed by its Partner, Mr. Abhay Mehta.

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

RESOLVED FURTHER THAT Ambit Private Limited is authorized to operate the Escrow Account and instruct the Escrow Agent to make the payment of the amount lying to the credit of the Escrow Account in accordance with the Buyback Regulations and/or the directions of SEBI.

RESOLVED FURTHER THAT the draft of the escrow agreement, tabled before the Board and initialed by the Chairman for identification, be and is hereby approved; and Mr. V. R. Garware, Singly or Mr. S. P. Kulkarni, Mr. Mukesh Surana, CFO and Mr. Sunil Agarwal (jointly any two of above) be and are authorized to execute/perform the acts, deeds, documents, letters and things in the name and on behalf of the Company, as may be required, to execute the escrow agreement and deposit therein the escrow amount as required under the Buyback Regulations.

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

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

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

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

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

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

Unquote

5. DETAILS OF THE PUBLIC ANNOUNCEMENT

In accordance with Regulation 7 of the SEBI Buyback Regulations, the Company has made a Public Announcement for the Buyback which was published on Tuesday, December 1, 2020 in the newspapers mentioned below, which is within 2 (two) Working Days from the date of the resolution being passed by the Board of Directors approving the Buyback (i.e., Friday, November 27, 2020):

Name of the Newspaper	Newspaper's Language	Editions
Business Standard	English	All editions
Business Standard	Hindi	All editions
Prabhat	Marathi	Pune edition

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

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

6. DETAILS OF THE BUYBACK

Pursuant to the resolution passed by the Board of Directors of Garware Technical Fibres Limited on Friday, November 27, 2020, the Company, hereby, announces the buyback of up to 3,17,391 (Three Lakhs Seventeen Thousand Three Hundred and Ninety One Only) Equity Shares, (representing 1.52 % and 1.45% of the total number of Equity Shares in the existing total paid-up equity capital of the Company as on the date of the Board Meeting and in the total paid-up equity capital of the Company as on March 31, 2020, respectively), from the shareholders/ beneficial owners of Equity Shares of the Company as on the Record Date, being Friday, December 11, 2020 (for further details in relation to the Record Date, refer to paragraph 21.5 of this Letter of Offer), on a proportionate basis, through the "tender offer" process as prescribed under the SEBI Buyback Regulations, at a price of INR 2,300/- (Indian Rupees Two Thousand Three Hundred Only) per Equity Share, payable in cash, for an aggregate maximum amount of INR 72,99,99,300/- (Indian Rupees Seventy Two Crores Ninety Nine Lakhs Ninety Nine Thousand Three Hundred Only). The Buyback Offer Size and the Buyback Offer Price do not include the Transaction Costs. The Buyback Offer Size represents 9.45% and 9.91% of the aggregate of the Company's fully paid-up equity capital and free reserves as per the latest standalone and consolidated audited financial statements of the Company, respectively, as on March 31, 2020. Further, the Buyback Offer Size represents 9.50% and 9.96% of the aggregate of the Company's fully paid-up equity capital and free reserves as per the latest standalone and consolidated audited financial statements of the Company, respectively, as on March 31, 2020, as adjusted for the reduction of (i) paid-up share capital aggregating to INR 94,65,000/- (Indian Rupees Ninety Four Lakhs Sixty Five Thousand Only); and (ii) securities premium account aggregating to INR 3,06,29,308/- (Indian Rupees Three Crores Six Lakhs Twenty Nine Thousand Three Hundred Eight Only), that the Company undertook pursuant to an order dated February 13, 2020 passed by the National Company Law Tribunal, Mumbai Bench, certified copy of which was received by the Company on Wednesday, July 15, 2020.

The Buyback is pursuant to Article 138 of the Articles of Association of the Company and Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act and the relevant rules made thereunder including the Share Capital and Debentures Rules, to the extent applicable, and the provisions of the SEBI Buyback Regulations and SEBI Listing Regulations.

The Buyback shall be undertaken on a proportionate basis from the shareholders of the Equity Shares of the Company as on the Record Date through the tender offer process prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by Securities and Exchange Board of India in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and such other circulars as may be applicable, including any further amendments thereof.

6.1 **Shareholding of the Promoters and members of the promoter group, and directors of the Promoters and members of the promoter group entities**

The aggregate shareholding of the Promoters and members of the promoter group, directors of the Promoters and members of the promoter group, where such Promoter or promoter group entity is a company and of persons who are in control of the Company, as on the date of the Board Meeting and the date of the Public Announcement is as follows:

Sr. No.	Name of the Shareholder	Number of Equity Shares	% of paid up equity share capital
A. Promoters and members of the promoter group			
1.	Vayu Ramesh Garware*#	35,68,295	17.04
2.	Mayuri Vayu Garware@	10	*Negligible*
3.	Garware Capital Markets Limited	35,68,570	17.05
4.	VMIR Investment Limited	9,22,211	4.40
5.	VRG Investments Limited	8,81,400	4.21
6.	Vimlabai Garware Research Institute Private Limited (formerly Vimlabai Garware Research Institute)	5,90,070	2.82
7.	Moonshine Investments & Trading Company Private Limited	4,59,695	2.20
8.	Manmit Investments & Trading Company Private Limited	2,84,185	1.36
9.	Sanand Investments & Trading Company Private Limited	2,75,032	1.31
10.	Sukukar Holdings & Trading Company Private Limited	2,56,600	1.23
11.	Starshine Comtrade Private Limited (formerly Starshine Investments & Trading Company Private Limited)	2,01,720	0.96
12.	Gurukrupa Comtrade Private Limited (formerly Gurukrupa Investments & Trading Company Private Limited)	90,849	0.43
13.	Garware Research Institute	2,300	0.01
Total		**1,11,00,937**	**53.02**
B. Directors of the Promoters and members of the promoter group entities			
14.	Santosh Shrikrishna Purohit	61	*Negligible*

**Out of 35,68,295 Equity Shares held by Vayu Ramesh Garware, (i) 11,77,975 Equity Shares are registered in his name as partner of a partnership firm, namely Ramesh Trading Company and (ii) 9,40,918 Equity Shares are registered in his name as partner of a partnership firm, namely Sunita Trading Company. Beneficial interest in the aforesaid Equity Shares is held by the said partnership firms, which are members of the promoter group.*

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

@ Mayuri Vayu Garware holds directorships in certain promoter group entities of the Company, namely, (a) Vimlabai Garware Research Institute Private Limited (formerly Vimlabai Garware Research Institute); and (b) Garware Research Institute.

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

None of the directors of the Company ("**Directors**") or key managerial personnel of the Company ("**KMPs**") hold any Equity Shares in the Company, as on the date of the Board Meeting and the date of the Public

Announcement, except for the following:

Sr. No.	Name of the Shareholder	Designation	Number of Equity Shares	% of paid up equity share capital
1.	Vayu Ramesh Garware*	Chairman and Managing Director	35,68,295	17.04
2.	Mayuri Vayu Garware	Non-Executive Non-Independent Director	10	*Negligible*
3.	Dr. Shridhar Shrikrishna Rajpathak	Non-Executive Non-Independent Director	300	*Negligible*

**Out of 35,68,295 Equity Shares held by Vayu Ramesh Garware, (i) 11,77,975 Equity Shares are registered in his name as partner of a partnership firm, namely Ramesh Trading Company and (ii) 9,40,918 Equity Shares are registered in his name as partner of a partnership firm, namely Sunita Trading Company. Beneficial interest in the aforesaid Equity Share is held by the said partnership firms, which are the members of the promoter group of the Company.*

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

Sr. No.	Nature of transaction	Aggregate number of Equity Shares purchased	Minimum Price (INR)	Date of Minimum Price	Maximum Price (INR)	Date of Maximum Price
Garware Capital Markets Limited (Promoter Group)						
1.	Market Purchase	5,000	1,780	September 22, 2020	1,935	September 22, 2020
2.	Market Purchase	165	1,144	December 23, 2019	1,191	December 23, 2019
3.	Market Purchase	500	1,150	December 19, 2019	1,174	December 19, 2019
4.	Market Purchase	138	1,143.95	December 18, 2019	1,185.95	December 18, 2019
5.	Market Purchase	200	1,145.50	December 17, 2019	1,174	December 17, 2019

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

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

Sr. No.	Name of the Promoter/ Promoter Group	Maximum number of Equity Shares which may be tendered
1.	Vayu Ramesh Garware*	35,68,295
2.	Vimlabai Garware Research Institute Private Limited (formerly Vimlabai Garware Research Institute)	5,90,070
3.	Garware Capital Markets Limited	35,68,570
Total		**77,26,935**

**Out of 35,68,295 Equity Shares held by Vayu Ramesh Garware, (i) 11,77,975 Equity Shares are registered in his name as partner of a partnership firm, namely Ramesh Trading Company and (ii) 9,40,918 Equity Shares are registered in his name as partner of a partnership firm, namely Sunita Trading Company. Beneficial interest in the aforesaid Equity Share is held by the said partnership firms, which are the members of the promoter group of the Company.*

The details of the date and price of acquisition of the said Equity Shares that the promoters and members of the promoter group intend to tender in the Buyback are set forth below:

Sr. No.	Date of transaction	No. of Equity Shares	Nominal Value (INR)	Nature of transaction	Transaction value (INR)	Cumulative no. of Equity Shares
Vayu Ramesh Garware (Promoter)						
1.	April 28, 2006	2,504	25,040	Purchase	1,25,211	2,504
2.	June 30, 2008	1,001	10,010	Gift	Nil	3,505
3.	December 14, 2010	360	3,600	Purchase	25,621	3,865
4.	December 15, 2010	198	1,980	Purchase	14,302	4,063
5.	December 29, 2010	1,000	10,000	Purchase	72,254	5,063
6.	December 30, 2010	1,000	10,000	Purchase	71,252	6,063
7.	January 10, 2011	2,343	23,430	Purchase	1,72,154	8,406
8.	January 11, 2011	1,000	10,000	Purchase	72,805	9,406
9.	January 12, 2011	1,000	10,000	Purchase	72,254	10,406
10.	January 17, 2011	2,000	20,000	Purchase	1,39,415	12,406
11.	January 18, 2011	657	6,570	Purchase	46,040	13,063
12.	February 3, 2011	4,700	47,000	Purchase	3,16,178	17,763
13.	May 2, 2014	1,895	18,950	Purchase	1,23,175	19,658
14.	August 24, 2017	1,84,632	18,46,320	Transmission	Nil	2,04,290
15.	September 1, 2017	12,41,978	1,24,19,780		Nil	14,46,268
16.	September 19, 2017	1,001	10,010	Transfer from family member	Nil	14,47,269
17.	September 25, 2018	513	5,130	Purchase	5,78,403	14,47,782
18.	September 26, 2018	1,200	12,000	Purchase	13,42,038	14,48,982
19.	October 1, 2018	420	4,200	Purchase	4,65,136	14,49,402
Cumulative shareholding						**14,49,402**

Sr. No.	Date of transaction	No. of Equity Shares	Nominal Value (INR)	Nature of transaction	Transaction value (INR)	Cumulative no. of Equity Shares
Ramesh Trading Company* (Promoter Group)						
1.	March 26, 2012	10,05,120	1,00,51,200	Transfer of equity shares towards	1,62,36,193	10,05,120

Sr. No.	Date of transaction	No. of Equity Shares	Nominal Value (INR)	Nature of transaction	Transaction value (INR)	Cumulative no. of Equity Shares
Ramesh Trading Company* (Promoter Group)						
				capital contribution by a partner		
2.	March 29, 2012	1,93,305	19,33,050	Transfer of equity shares towards capital contribution by a partner	36,75,401	11,98,425
3.	January 22, 2018	(20, 450)	2,04,500	Sale	2,06,96,028	11,77,975
Cumulative shareholding						**11,77,975**
Sunita Trading Company (Promoter Group)**						
1.	March 29, 2012	1,01,453	10,14,530	Transfer of equity shares towards capital contribution by a partner	23,79,615	1,01,453
2.	March 29, 2012	8,85,565	88,55,650	Transfer of equity shares towards capital contribution by a partner	4,34,61,902	9,87,018
3.	January 22, 2018	(46,100)	4,61,000	Sale	4,67,00,115	9,40,918
Cumulative shareholding						**9,40,918**
Vimlabai Garware Research Institute Private Limited (Promoter Group)						
1.	Balance as on April 1, 2004***					4,84,070
2.	March 22, 2007	70,000	7,00,000	Conversion of warrants	46,55,000	5,54,070
3.	March 28, 2008	18,000	1,80,000	Conversion of warrants	11,97,000	5,72,070
4.	May 24, 2008	18,000	1,80,000	Conversion of warrants	11,97,000	5,90,070
Cumulative Shareholding						**5,90,070**
Garware Capital Markets Limited (Promoter Group)						
1.	Balance as on April 1, 2004***					20,05,510
2.	December 7, 2004	2,525	25,250	Purchase	1,07,655	20,08,035
3.	December 9, 2004	3,765	37,650	Purchase	1,63,782	20,11,800
4.	December 10, 2004	100	1,000	Purchase	4,370	20,11,900

Garware Capital Markets Limited (Promoter Group)						
5.	December 11, 2004	2,000	20,000	Purchase	87,140	20,13,900
6.	December 14, 2004	1,600	16,000	Purchase	68,732	20,15,500
7.	December 16, 2004	600	6,000	Purchase	26,217	20,16,100
8.	December 24, 2004	1,350	13,500	Purchase	63,604	20,17,450
9.	December 28, 2004	1,225	12,250	Purchase	57,783	20,18,675
10.	September 23, 2004	(40,600)	4,06,000	Inter Se Transfer amongst Promoters	13,23,809	19,78,075
11.	September 23, 2004	(20,000)	2,00,000	Inter Se Transfer amongst Promoters	6,43,038	19,58,075
12.	January 7, 2005	3,77,634	37,76,340	Reissue of forfeited equity shares	1,32,17,190	23,35,709
13.	January 24, 2005	1,000	10,000	Purchase	45,708	23,36,709
14.	May 17, 2005	366	3,660	Purchase	16,457	23,37,075
15.	May 20, 2005	700	7,000	Purchase	32,226	23,37,775
16.	June 14, 2005	550	5,500	Purchase	28,170	23,38,325
17.	June 15, 2005	550	5,500	Purchase	28,160	23,38,875
18.	June 16, 2005	1,000	10,000	Purchase	50,870	23,39,875
19.	June 17, 2005	1,350	13,500	Purchase	66,026	23,41,225
20.	June 20, 2005	2,950	29,500	Purchase	1,37,246	23,44,175
21.	June 21, 2005	1,000	10,000	Purchase	46,690	23,45,175
22.	June 27, 2005	500	5,000	Purchase	23,845	23,45,675
23.	June 28, 2005	1,000	10,000	Purchase	44,180	23,46,675
24.	July 13, 2005	1,061	10,610	Purchase	51,120	23,47,736
25.	July 14, 2005	1,000	10,000	Purchase	48,352	23,48,736
26.	July 15, 2005	500	5,000	Purchase	23,845	23,49,236
27.	December 2, 2005	150	1,500	Purchase	7,200	23,49,386
28.	December 2, 2005	500	5,000	Purchase	24,000	23,49,886
29.	February 20, 2006	9,121	91,210	Purchase	4,19,414	23,59,007
30.	February 21, 2006	1,390	13,900	Purchase	64,151	23,60,397
31.	February 22, 2006	4,549	45,490	Purchase	2,08,386	23,64,946
32.	February 23, 2006	3,050	30,500	Purchase	1,39,343	23,67,996

Garware Capital Markets Limited (Promoter Group)						
33.	February 24, 2006	3,850	38,500	Purchase	1,75,150	23,71,846
34.	March 13, 2006	1,00,000	10,00,000	Purchase	47,75,500	24,71,846
35.	June 9, 2006	(2,265)	22,650	Sale	90,653	24,69,581
36.	June 13, 2006	(32,740)	3,27,400	Sale	12,90,938	24,36,841
37.	October 15, 2008	700	7,000	Purchase	39,125	24,37,541
38.	December 12, 2008	11,500	1,15,000	Purchase	5,19,225	24,49,041
39.	March 25, 2011	9,94,550	99,45,500	Purchase	5,96,73,000	34,43,591
40.	August 9, 2011	8,500	85,000	Purchase	4,82,030	34,52,091
41.	August 22, 2011	1,820	18,200	Purchase	1,00,100	34,53,911
42.	July 17, 2014	12,151	1,21,510	Purchase	13,93,298	34,66,062
43.	July 18, 2014	7,375	73,750	Purchase	8,40,880	34,73,437
44.	February 17, 2016	1,835	18,350	Purchase	5,34,633	34,75,272
45.	February 23, 2016	345	3,450	Purchase	1,03,362	34,75,617
46.	February 24, 2016	8,000	80,000	Purchase	23,57,112	34,83,617
47.	November 15, 2016	5,000	50,000	Purchase	24,88,363	34,88,617
48.	February 1, 2017	1,700	17,000	Purchase	10,05,967	34,90,317
49.	March 15, 2017	4,700	47,000	Purchase	32,28,289	34,95,017
50.	January 22, 2018	66,550	6,65,500	Purchase	6,77,26,083	35,61,567
51.	October 8, 2018	1,000	10,000	Purchase	9,96,990	35,62,567
52.	December 17, 2019	200	2,000	Purchase	2,30,860	35,62,767
53.	December 18, 2019	138	1,380	Purchase	1,59,571	35,62,905
54.	December 19, 2019	500	5,000	Purchase	5,77,853	35,63,405
55.	December 23, 2019	165	1,650	Purchase	1,90,643	35,63,570
56.	September 22, 2020	5,000	50,000	Purchase	91,57,038	35,68,570
Cumulative Shareholding						**35,68,570**

**11,77,975 Equity Shares are registered in the name of Vayu Ramesh Garware who is a partner in Ramesh Trading Company, however, the beneficial interests in the aforesaid Equity Shares is held by Ramesh Trading Company.*
*** 9,40,918 Equity Shares are registered in the name of Vayu Ramesh Garware who is a partner in Sunita Trading Company, however the beneficial interest in the aforesaid Equity Share is held by Sunita Trading Company.*
****Since complete details of acquisitions/ sale of Equity Shares prior to April 1, 2004 are not available, aggregating shareholding as on April 1, 2004 is provided.*

Pursuant to the proposed Buyback and depending on the response to the Buyback, the aggregate voting rights of the Promoters and members of the promoter group and persons in control of the Company, in the Company may

change from the existing shareholding of the total equity capital and voting rights of the Company. Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Equity Shareholders upto their entitlement and assuming full acceptance of Equity Shares in the Buyback as per the entitlement from those promoters and members of the promoter group who have expressed their intention to participate, the aggregate shareholding of the Promoters and members of the promoter group of the Company, post Buyback will increase to 53.35% of the post Buyback equity share capital of the Company. The Promoters and members of the promoter group and persons in control of the Company are already in control over the Company and therefore any further increase in the voting rights of the Promoters and members of the promoter group and persons in control will not result in any change in control of the Company. Please refer to paragraph 10.3 of this Letter of Offer for further details regarding shareholding (pre and post buyback) of the Promoter and members of the promoter group in the Company.

Post the Buyback, the public shareholding of the Company shall not fall below the minimum level as required under Regulation 38 of the SEBI Listing Regulations.

8. AUTHORITY FOR THE BUYBACK

The Buyback is being undertaken in accordance with Article 138 of the Articles of Association, Sections 68, 69, 70 and other applicable provisions of the Companies Act, and applicable rules thereunder, including the Share Capital and Debentures Rules, to the extent applicable, and the SEBI Buyback Regulations and SEBI Listing Regulations. The Buyback is subject to receipt of such approvals, permissions and sanctions, as may be required under the applicable laws including from SEBI, BSE and/ or NSE.

The Buyback has been authorised by the resolution of the Board of Directors passed at their meeting which was held on Friday, November 27, 2020.

9. NECESSITY OF THE BUYBACK

The Buyback is being undertaken by the Company after taking into account the strategic and operational cash requirements of the Company in the medium term and for returning surplus funds to the shareholders in an effective and efficient manner. The Board at its meeting held on Friday, November 27, 2020 considered the accumulated free reserves as well as the cash liquidity reflected in the latest available standalone and consolidated audited financial statements as on March 31, 2020 and also as on the date of the Board Meeting and considering these, the Board decided to allocate an aggregate maximum amount of INR 72,99,99,300/- (Indian Rupees Seventy Two Crores Ninety Nine Lakhs Ninety Nine Thousand Three Hundred Only) excluding the Transaction Costs for distributing to the shareholders holding Equity Shares of the Company through the Buyback.

After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to Buyback of up to 3,17,391 (Three Lakhs Seventeen Thousand Three Hundred Ninety One Only) Equity Shares at a price of INR 2,300/- (Indian Rupees Two Thousand Three Hundred Only) per Equity Share for an aggregate maximum amount of INR 72,99,99,300/- (Indian Rupees Seventy Two Crores Ninety Nine Lakhs Ninety Nine Thousand Three Hundred Only). Buyback is being undertaken, inter-alia, for the following reasons:

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

(ii) The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve allocation of number of Equity Shares as per their entitlement or 15% of the number of Equity Shares to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as “small shareholder” as per Regulation 2(i)(n) of the SEBI Buyback Regulations;

(iii) The Buyback may help in improving its return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders’ value; and

(iv) The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or

they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment.

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

10.1 The Company believes that the Buyback is not likely to cause any material impact on the profitability/ earnings of the Company except a reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. Assuming there is full participation in the Buyback, the funds deployed by the Company towards the Buyback would be an aggregate maximum amount of INR 72,99,99,300/- (Indian Rupees Seventy Two Crores Ninety Nine Lakhs Ninety Nine Thousand Three Hundred Only) which excludes the Transaction Costs.

10.2 The Company believes that the Buyback will not in any manner impair its ability to pursue growth opportunities or meet its cash requirements for business operations. The Buyback is being undertaken, *inter alia*, for helping the Company to return surplus cash to the Eligible Shareholders broadly in proportion to their shareholding, thereby, enhancing the overall return to the Equity Shareholders.

10.3 Certain Promoters and members of the promoter group and persons in control of the Company have expressed their intention of participating in the Buyback. For further details, see "*Details of the Buyback - Intention of the promoters and members of the promoter group to participate in the Buyback*" on page 18 of this Letter of Offer. Assuming participation in the Buyback is to the extent of 100% (full acceptance) from all the other eligible shareholders and assuming full acceptance of Equity Shares in the Buyback as per the entitlement from those promoters and members of the promoter group who have expressed their intention to participate, the aggregate shareholding of the Promoters and members of the promoter group and persons in control of the Company post Buyback may increase from 53.02%, which is the shareholding as on date, to 53.35% of the post Buyback equity share capital of the Company and the aggregate shareholding of the public may decrease from 46.98%, which is the public holding as on date, to 46.65% of the post Buyback equity share capital of the Company.

10.4 The Buyback is not expected to result in a change in control or otherwise affect the existing management structure of the Company.

10.5 Consequent to the Buyback and based on the number of Equity Shares bought back from the non-resident shareholders (including FPIs), Indian financial institutions, banks and other shareholders, the shareholding under each category may undergo a change. The FPIs are advised to ensure that their investment in the Company continues to be within the limit prescribed under applicable laws, post completion of the Buyback.

10.6 As required under Section 68(2)(d) of the Companies Act, 2013 the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice its paid up equity share capital and free reserves post completion of the Buyback, even if the response to the Buyback is to the extent of 100% (full acceptance), on a consolidated and standalone basis.

10.7 As per Regulation 24(i)(e) of the SEBI Buyback Regulations, the Promoters and members of promoter group, and their associates, have not dealt in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the Promoters and members of promoter group) from the date of the board meeting (i.e., Friday, November 27, 2020) till the date of this Letter of Offer and shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the Promoters and members of promoter group) from the date of this Letter of Offer till the closing of the Buyback.

10.8 Unless otherwise as may be specifically permitted by SEBI, the Company shall not raise further capital for a period of 12 (twelve) months from the expiry of the buyback period i.e., the date on which the payment of consideration to shareholders who have accepted the Buyback Offer is made except in discharge of subsisting obligations. Further, the Company shall not issue any Equity Shares or other securities including by way of bonus issue till the date on which the payment of consideration to shareholders who have accepted the Buyback Offer is made in accordance with the Companies Act, 2013 and the SEBI Buyback Regulations. The Company shall not make any further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) or other specified securities within a period of 6 (six) months after the completion of the Buyback except by way of bonus shares or equity shares issued in order to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares.

10.9 Salient financial parameters consequent to the Buyback based on the last standalone and consolidated audited financial statements as on March 31, 2020 are set forth below:

Parameter	Audited Standalone Financial Statements		Audited Consolidated Financial Statements	
	Pre-Buyback (Post-Capital Reduction)	Post-Buyback*	Pre-Buyback (Post-Capital Reduction)	Post-Buyback*
Net worth# (*INR*)	76,986.06	69,686.07	73,605.86	66,305.87
Return on Net worth# (%)	23.12	25.54	19.09	21.19
Basic earnings per Equity Share (INR) ^	85.02	86.33	67.13	68.16
Book value per Equity Share# (INR)	367.73	337.98	351.58	321.59
P/E as per the latest audited financial results (BSE)@	25.43	25.04	32.21	31.72
P/E as per the latest audited financial results (NSE)@@	25.47	25.09	32.26	31.78
Total Debt/Equity Ratio#	0.13	0.14	0.18	0.20

 # Excluding revaluation reserves and miscellaneous expenditure to the extent not written off.
**The post Buyback numbers are calculated by reducing the net worth by the proposed Buyback amount of INR 72,99,99,300/- and without factoring in any other impact to the net worth.*
@ Equity Share price used to calculate P/E has been taken as closing price of November 23, 2020 (closing price as on the date of intimation) on BSE i.e., INR 2,161.90.
@@ Equity Share price used to calculate P/E has been taken as closing price of November 23, 2020 (closing price on the date of intimation) on NSE i.e., INR 2,165.80.
^ Earnings per Share post buyback is computed after reducing proposed buyback shares from weighted average number of shares outstanding for the period.
*Note: The National Company Law Tribunal, Mumbai Bench ("**NCLT**"), vide its order dated February 13, 2020, (the certified copy of the same was received by the Company on July 15, 2020) allowed the Company's application for reduction of capital, by cancelation of 9,46,500 equity shares held by GWRL Managerial Staff Welfare Trust, in physical form. The Registrar of Companies, Pune has registered the said NCLT order vide its certificate dated August 5, 2020. Thereafter, the Registrar and Transfer Agent of the Company, Link Intime India Private Limited has given effect to the said reduction of capital by extinguishing the said 9,46,500 equity shares in physical mode. Accordingly, pre-Buyback ratios have been computed after giving effect of the above capital reduction.*

The key ratios have been computed as below:

Key Ratios	Basis
Net Worth	Paid-up Equity Share Capital + Reserves and Surplus
Earnings per Equity Share (INR)	Net Profit After Tax attributable to equity shareholders / Weighted average number of Equity Shares outstanding during the year
Book value per Share (INR)	Net worth (excluding revaluation reserves) / Total number of Equity Shares subscribed outstanding at year end
Debt-Equity Ratio	Total debt / Net worth (excluding revaluation reserves)
Return on Net Worth (%)	Net Profit After Tax / Net Worth (excluding revaluation reserves)
P/E as per latest audited financial results	Market Value per Equity Share as on November 23, 2020 (closing price as on the date of intimation) on NSE and BSE / Earnings per Equity Share

11. BASIS OF CALCULATING THE BUYBACK OFFER PRICE

11.1 The Equity Shares of the Company are proposed to be bought back at a price of INR 2,300/- (Indian Rupees Two Thousand Three Hundred Only) per Equity Share. The Buyback Offer Price has been arrived at, after considering various factors including, but not limited to the trends in the volume weighted average prices of the

Equity Shares on the Stock Exchanges where the Equity Shares are listed, the net worth of the Company, and impact on other financial parameters and the possible impact of the Buyback on the earnings per Equity Share.

11.2 The Buyback Offer Price represents:

(a) premium of 14.75% and 15.89% over the volume weighted average market price of the Equity Shares on NSE and BSE, respectively, during the three months preceding November 23, 2020, being the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback ("**Intimation Date**").

(b) premium of 11.14% and 12.62% over the volume weighted average market price of the Equity Shares on NSE and BSE, respectively, for two weeks preceding the Intimation Date.

(c) premium of 6.20% and 6.39% over the closing price of the Equity Shares on NSE and BSE, respectively as on the Intimation Date.

(d) premium of 6.94% and 6.57% over the closing price of the Equity Shares on NSE and BSE, respectively as on November 20, 2020, being the day preceding the Intimation Date.

11.3 For trends in the market price of the Equity Shares, please refer to "*Stock Market Data*" on page 37 of this Letter of Offer.

11.4 The closing market price of the Equity Shares as on the Intimation Date to the Stock Exchanges for the Board Meeting for considering the Buyback i.e. November 23, 2020, was INR 2,161.90/- and INR 2,165.80/- on BSE and NSE, respectively.

11.5 Certain financial ratios as at March 31, 2020 ("**Pre-Buyback**") as derived from our standalone and consolidated audited financial statements and the corresponding ratios assuming full acceptance of Equity Shares in the Buyback ("**Post-Buyback**") are set forth below:

Particulars	Audited Standalone Financial Statements		Audited Consolidated Financial Statements	
	Pre-Buyback (Post-Capital Reduction)	Post-Buyback*	Pre-Buyback (Post-Capital Reduction)	Post-Buyback*
Book value per Equity Share# (in INR)	367.73	337.98	351.58	321.59
Basic earnings per Equity Share (in INR)^	85.02	86.33	67.13	68.16
Return on net worth# (in %)	23.12	25.54	19.09	21.19

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

** The post Buyback numbers are calculated by reducing the net worth by the proposed Buyback amount of INR 72,99,99,300/- and without factoring in any other impact to the net worth.*

^ Earnings per share post Buyback is computed after reducing proposed buyback shares from weighted average number of shares outstanding for the period.

*Note: The National Company Law Tribunal, Mumbai Bench ("**NCLT**"), vide its order dated February 13, 2020, (the certified copy of the same was received by the Company on July 15, 2020) allowed the Company's application for reduction of capital, by cancelation of 9,46,500 equity shares held by GWRL Managerial Staff Welfare Trust, in physical form. The Registrar of Companies, Pune has registered the said NCLT order vide its certificate dated August 5, 2020. Thereafter, the Registrar and Transfer Agent of the Company, Link Intime India Private Limited has given effect the said reduction of capital by extinguishing the said 9,46,500 equity shares in physical mode. Accordingly, pre-Buyback ratios have been computed after giving effect of the above capital reduction.*

12. SOURCES OF FUNDS FOR THE BUYBACK

12.1 Assuming full acceptance, the funds that would be utilised by the Company for the purpose of the Buyback of up to 3,17,391 (Three Lakhs Seventeen Thousand Three Hundred Ninety One Only) Equity Shares at a price of INR 2,300/- (Indian Rupees Two Thousand Three Hundred Only) per Equity Share would be an aggregate maximum amount of INR 72,99,99,300/- (Indian Rupees Seventy Two Crores Ninety Nine Lakhs Ninety Nine Thousand Three Hundred Only) excluding the Transaction Costs.

12.2 The funds required for implementation of the Buyback (including the Transaction Costs) will be sourced from current balances of cash and cash equivalents and liquid investments/ deposits of the Company. The Company will transfer from its free reserves and/or securities premium account a sum equal to the nominal value of the Equity Shares bought back pursuant to the Buyback to the capital redemption reserve account and details of such transfer will be disclosed in the subsequent audited financial statements of the Company. The Company has neither raised nor does it intend to raise additional debt in connection with the Buyback.

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

13.1 In accordance with Regulation 9(xi) of the SEBI Buyback Regulations, the Company has appointed HDFC Bank Limited, having its registered office at HDFC Bank House, Senapati Bapat Marg, Lower Parel (West), Mumbai, Maharashtra - 400 013 as the Escrow Agent for Buyback, and an Escrow Agreement dated December 4, 2020 has been entered into amongst the Company, Manager to the Buyback and Escrow Agent.

13.2 In accordance with the SEBI Buyback Regulations and Escrow Agreement, the Company has opened an Escrow Account with the Escrow Agent in the name and style "*GARWARE TECHNICAL FIBRES LTD BUYBACK 2020 ESCROW*" bearing account number 57500000594929 with the Escrow Agent. In accordance with the Regulation 9(xi) of the SEBI Buyback Regulations, the Company will deposit a sum of INR 18,24,99,825/- (Indian Rupees Eighteen Crores Twenty Four Lakhs Ninety Nine Thousand Eight Hundred Twenty Five Only) in cash in the Escrow Account, which is 25% of the Buyback Offer Size on or before the Buyback Opening Date in accordance with the SEBI Buyback Regulations. In accordance with the SEBI Buyback Regulations, the Manager to the Buyback is empowered under the Escrow Agreement to operate the Escrow Account.

14. FIRM FINANCIAL ARRANGEMENT

14.1 Mehta Chokshi & Shah LLP, Chartered Accountants, statutory auditor of the Company, through their partner Mr. Abhay Mehta (Membership Number: 046088) have issued a certificate dated November 30, 2020, certifying that the Company has adequate and firm financial resources to fulfil its obligations under the Buyback. The contact details of Mehta Chokshi & Shah LLP, Chartered Accountants are set forth below:

Mehta Chokshi & Shah LLP
Chartered Accountants
Maker Bhavan 3, 214, 2nd Floor,
New Marine Lines, Mumbai 400 020
Tel No.: +91 22 22057309, 22055432, 22088743
ICAI Firm Registration No.: 106201W/W100598

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

15. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

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

Particulars	Present	Post completion of the Buyback
Authorised share capital	INR 60,00,00,000/- (5,00,00,000 Equity Shares of INR 10/- each and 1,00,00,000 Unclassified shares of INR 10/- each)	INR 60,00,00,000/- (5,00,00,000 Equity Shares of INR 10/- each and 1,00,00,000 Unclassified shares of INR 10/- each)
Issued, subscribed and paid-up share capital	INR 20,93,55,600/- (2,09,35,560 Equity Shares of INR 10/- each)	INR 20,61,81,690/- (2,06,18,169 Equity Shares of INR 10/- each)#

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

15.2 The Company has not undertaken any buyback in the last three years from the date of this Letter of Offer.

15.3 As on the date of this Letter of Offer:

(a) all Equity Shares are fully paid-up and there are no partly-up shares or calls-in-arrears;

(b) there are no outstanding preference shares or convertible securities; and

(c) no scheme of amalgamation or compromise or arrangement pursuant to the Companies Act is pending in relation to the Company.

15.4 The shareholding pattern of the Company as on the Record Date i.e., Friday, December 11, 2020 (pre-Buyback) and post-Buyback is set forth below:

Category of Shareholder	Pre-Buyback		Post-Buyback#	
	No. of Equity Shares	% to the existing Equity Share capital	No. of Equity Shares	% to the post-Buyback Equity Share Capital
Promoters and members of the promoter group, and persons acting in concert (collectively "the Promoter")	1,11,00,937	53.02	1,09,99,621	53.35*
Foreign Investors (including Non-Resident Indians/ FIIs / Foreign Mutual Funds)	19,28,116	9.21	96,18,548	46.65
Financial Institutions/Banks/ Banks & Mutual Funds promoted by Banks/ Institutions	9,24,943	4.42		
Others (Public, Public Bodies Corporate etc.)	69,81,564	33.35		
Total	**2,09,35,560**	**100.00**	**2,06,18,169**	**100.00**

 # Assuming full Acceptance of the Buyback Offer Size in accordance with the Buyback Entitlement for all Eligible Shareholders. The shareholding post completion of the Buyback is indicative and may differ depending upon the actual number of Equity Shares tendered and accepted across various categories of the Eligible Shareholders

**Assuming full Acceptance of Equity Shares in the Buyback as per the Buyback Entitlement from those Promoters and members of the Promoter Group Companies, who have expressed their intention to participate.*

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

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

16. BRIEF INFORMATION ABOUT THE COMPANY

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

16.2 The Company is one of the leading manufacturers of technical textiles. It has four subsidiaries, one in Chile, one in the United States of America and two in India. The Company's products are marketed across the globe. The Company presently has two manufacturing plants, located in MIDC, Chinchwad, Pune, Maharashtra and at MIDC, Wai, District Satara, Maharashtra. Further, the Company has 4 (four) regional offices and 14 (fourteen) offices / depots in India to serve its customers.

16.3 For the financial years ended March 31, 2018, 2019 and 2020, the Company recorded, on a standalone basis, revenue from operations of INR 88,549.56 lakhs, INR 1,01,782.19 lakhs and INR 94,471.98 lakhs, respectively and total comprehensive income of INR 10,357.67 lakhs, INR 12,537.09 lakhs and INR 17,209.27 lakhs,

respectively. For the financial years ended March 31, 2018, 2019 and 2020, the Company recorded, on a consolidated basis, revenue from operations of INR 88,549.56 lakhs, INR 1,01,782.19 lakhs and INR 95,308.67 lakhs, respectively and total comprehensive income of INR 10,363.10 lakhs, INR 12,453.69 lakhs and INR 13,462.28 lakhs, respectively. For further details on financial information about the Company for the fiscal years 2018, 2019, 2020 and six months ended on September 30, 2020, see "*Financial information about the Company*" on page 33 of this Letter of Offer.

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

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

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

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

Date of Allotment/ Date of Extinguishment/ Date of Cancellation	Number of equity shares issued	Face value per equity share (INR)	Issue Price per equity share (INR)	Nature of Transaction	Nature of consideration (cash, bonus, consideration other than cash)	Cumulative number of equity shares	Cumulative paid up equity share capital (INR)
March 15, 1976	7	10	10	Allotment to the subscribers	Cash	7	70
January 6, 1977	10,000	10	10	Placement to Promoters	Cash	10,007	1,00,070
September 30, 1977	1,09,993	10	10	Placement to Promoters	Cash	1,20,000	12,00,000
March 9, 1978	1,20,000	10	10	Further issuance of equity shares	Cash	2,40,000	24,00,000
June 21, 1978	3,30,000	10	10	Public issue (total size of the public issue was 3,60,000 equity shares, out of which 30,000 equity shares were reserved for allotment to directors, friends and/ or associates, and 3,30,000 equity shares were offered to the public)	Cash	5,70,000	57,00,000
August 1, 1978	30,000	10	10		Cash	6,00,000	60,00,000
June 9, 1982	3,60,000	10	0	Bonus issue	Bonus	9,60,000	96,00,000

Date of Allotment/ Date of Extinguishment/ Date of Cancellation	Number of equity shares issued	Face value per equity share (INR)	Issue Price per equity share (INR)	Nature of Transaction	Nature of consideration (cash, bonus, consideration other than cash)	Cumulative number of equity shares	Cumulative paid up equity share capital (INR)
May 14, 1988	9,60,000	10	0	Bonus issue	Bonus	19,20,000	1,92,00,000
February 28, 1989	9,21,800	10	30	Rights issue	Cash	28,41,800	2,84,18,000
October 20, 1993	28,41,800	10	60	Rights issue	Cash	56,83,600	5,68,36,000
July 6, 1994	20,500	10	110	Preferential issue to Promoters	Cash	57,04,100	5,70,41,000
July 6, 1994	57,04,100	10	0	Bonus issue	Bonus	1,14,08,200	1,14,08,2000
December 7, 1995	85,56,150	10	65	Rights issue	Cash	1,99,64,350	19,96,43,500
March 22, 2007	7,50,000	10	66.50	Allotment of equity shares on conversion of convertible warrants	Cash	2,07,14,350	20,71,43,500
March 28, 2008	9,98,000	10	66.50		Cash	2,17,12,350	21,71,23,500
May 24, 2008	19,96,000	10	66.50		Cash	2,37,08,350	23,70,83,500
October 10, 2013 to April 9, 2014	(18,26,290)	10	-	Buyback	Cash	2,18,82,060	21,88,20,600
August 5, 2020	(9,46,500)	10	-	Cancellation of equity shares on account of reduction of capital	-	2,09,35,560	20,93,55,600

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

Name, Qualification, Occupation, Age (in years) and DIN	Designation	Date of appointment/ re-appointment	Other directorships (in other companies) and designated partnerships in LLPs
Vayu Ramesh Garware Qualification: Graduate Cum Laude in BSc Economics (specialisation in Finance) from Wharton Business School of the University of Pennsylvania, U.S.A. Occupation: Business Age: 48 years DIN: 00092201	Chairman and Managing Director	December 7, 1995	• Garware Capital Markets Limited • VMIR Investment Limited • VRG Investments Limited • Sanand Investments And Trading Company Private Limited • Consolidated Agricultural and Dairy Farming Company Private Limited • Manmit Investments And Trading Company Private Limited

Name, Qualification, Occupation, Age (in years) and DIN	Designation	Date of appointment/ re-appointment	Other directorships (in other companies) and designated partnerships in LLPs
			• Moonshine Investments And Trading Company Private Limited • Starshine Comtrade Private Limited • Sukukar Holdings & Trading Company Private Limited • Garware Infrastructure Private Limited • Garware Environmental Services Private Limited • Garware Meditech Private Limited • Gurukrupa Comtrade Private Limited • Garware Research Institute • Vimlabai Garware Research Institute Private Limited • Garware Technical Fibres Chile SpA • Garware Technical Textiles Private Limited
Mayuri Vayu Garware Qualification: Bachelor of Arts (Major in Political Science) Occupation: Business Age: 44 years DIN: 06948274	Non-Executive Non-Independent Director	August 16, 2014	• Garware Research Institute • Vimlabai Garware Research Institute Private Limited
Ramesh Manjnath Telang Qualification: Bachelor Technology. (Chemical Engineer) Occupation: Professional Age: 78 years DIN: 00092103	Non-Executive Independent Director	September 25, 2014	• Oceanic Technocraft Private Limited • Dolphin EPC LLP
Shrikant Pandharinath Kulkarni Qualification: Bachelor's Degree in Electrical Engineering and Masters	Non-Executive Independent Director	September 25, 2014	• Deshmukh And Co (Publishers) Private Limited

Name, Qualification, Occupation, Age (in years) and DIN	Designation	Date of appointment/ re-appointment	Other directorships (in other companies) and designated partnerships in LLPs
Degree on Management Studies Occupation: Professional Age: 71 years DIN: 00006914			
Shridhar Shrikrishna Rajpathak Qualification: Bachelor of Commerce with Honours., Post Graduate Diploma in Business Management and Master in Business Studies, Doctor of Philosophy on thesis subject – A Treatise on Utilization of Fisheries Resources for Substantial Growth Occupation: Professional Age: 69 years DIN: 00040387	Non-Executive Non-Independent Director	May 24, 2017	• Garware Environmental Services Private Limited • Garware Technical Textiles Private Limited
Mallika Sagar Qualification: Bachelor of Arts in History of Art from Bryn Mawr College in the United States of America. Occupation: Business Age: 45 years DIN: 02228386	Non-Executive Independent Director	May 30, 2019	• Manisha Trading and Investments Private Limited • Mara Trading Private Limited • Fulmala Enterprises LLP

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

Name of Director	Appointment/ Cessation	Effective Date	Reasons
Ms. Mallika Sagar	Appointment	May 30, 2019	Appointed as the Non-Executive Independent Director for a term of 18 (eighteen) months or till the conclusion of the next Annual General Meeting of the Company, whichever is earlier.

Name of Director	Appointment/ Cessation	Effective Date	Reasons
Ramesh Manjnath Telang	Cessation	September 24, 2019	Retired on expiry of his first term as Non-Executive Independent Director
Shrikant Pandharinath Kulkarni	Cessation	September 24, 2019	Retired on expiry of his first term as Non-Executive Independent Director
Ramesh Manjnath Telang	Re-Appointment	September 25, 2019	Re-appointed as a Non-Executive Independent Director for a second term of 5 (five) consecutive years
Shrikant Pandharinath Kulkarni	Re-Appointment	September 25, 2019	Re-appointed as a Non-Executive Independent Director for a second term of 5 (five) consecutive years
Mr. Ashish Goel	Cessation	August 28, 2020	Retired on expiry of his second term as Non-Executive Independent Director
Ms. Mallika Sagar	Re-Appointment	August 28, 2020	Re-appointed as Non-Executive Independent Director for a second term of 5 (five) consecutive years

16.9 The Buyback will not result in any benefit to any directors of the Company, Promoters and members of the promoter group, and persons in control of the Company except to the extent of their participation in the Buyback, as applicable, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to a reduction in the equity share capital post Buyback.

17. FINANCIAL INFORMATION ABOUT THE COMPANY

17.1 The selected financial information, as extracted from the standalone audited financial statements of the Company for the last three financial years ended as on March 31, 2020, March 31, 2019, and March 31, 2018 and the unaudited standalone limited review financial results for the six months period ended September 30, 2020, is detailed below:

(*Amount in INR lakhs*)

Particulars	Un-audited (limited review) IND-AS	Audited (IND-AS)		
	For the six months ended September 30, 2020	For the year ended on March 31, 2020	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Revenue from Operations	43,004.94	94,471.98	1,01,782.19	88,549.56
Other Income	1,964.77	6,913.27	2,097.65	1,785.03
Total Income	**44,969.71**	**1,01,385.25**	**1,03,879.84**	**90,334.59**
Total Expense (excluding Interest, Depreciation & Amortisation, Tax and Exceptional Items)	35,385.02	76,718.25	82,583.47	72,500.99

Particulars	Un-audited (limited review) IND-AS	Audited (IND-AS)		
	For the six months ended September 30, 2020	For the year ended on March 31, 2020	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Interest Expense / (Income)	450.02	1,120.59	1,372.29	997.69
Depreciation & Amortization	1,003.15	1,926.22	1,724.04	1,534.76
Exceptional Items	-	-	-	-
Profit Before Tax	8,131.52	21,620.19	18,200.04	15,301.15
Provision for Tax (including Deferred Tax)	1,779.96	3,820.18	5,638.79	4,789.39
Profit After Tax	6,351.56	17,800.01	12,561.25	10,511.76
Other Comprehensive Income/(Loss) for the year net of tax	123.53	-590.74	-24.16	-154.09
Total Comprehensive\ income for the period	6,475.09	17,209.27	12,537.09	10,357.67
Paid-up Equity Share Capital (A)	2,093.56	2,188.21	2,188.21	2,188.21
Reserves & Surplus excluding revaluation reserves and miscellaneous expenditure to the extent not written off (B)	81,368.04	75,104.16	62,760.05	51,408.14
Net worth excluding revaluation reserves and miscellaneous expenditure to the extent not written off (A+B)	83,461.49	77,292.36	64,948.26	53,596.35
Total debt (including working capital loans)	15,406.86	10,037.70	10,797.27	13,838.83
Total debt (excluding working capital loans)	-	-	-	-

Key financial ratios on standalone basis are as under:

Key Ratios	Un-audited (limited review) (IND-AS)	(Audited) (IND-AS)		
	For the six months ended September 30, 2020[2]	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended March 31, 2018
Basic Earnings Per equity share (INR)[1]	29.42	81.35	57.40	48.04
Diluted Earnings Per equity share (INR)[1]	29.42	81.35	57.40	48.04
Book Value per equity share (INR)	398.66	353.22	296.81	244.93
Total Debt / Equity Ratio	0.18	0.13	0.17	0.26
Return on Net Worth excluding Revaluation reserves (%)[1]	7.61%	23.03%	19.34%	19.61%
Total Debt / Net Worth	0.18	0.13	0.17	0.26

[1] Figures pertaining to Earning Per Share and Return on Net Worth are computed on half yearly figures and not annualized and hence not strictly comparable with full year figures.
[2] Figures for the 6 months ended September 30, 2020 are after giving impact of capital reduction.

The key ratios have been computed as below:

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

17.2 The selected financial information, as extracted from the consolidated audited financial statements of the Company for the last three financial years ended as on March 31, 2020, March 31, 2019, and March 31, 2018 and the unaudited consolidated limited review financial results for the six months period ended September 30, 2020, is detailed below:

(*Amount in INR lakhs)*

Particulars	Un-audited (limited review) (IND AS)	Audited (IND AS)		
	For the six months ended September 30, 2020	For the year ended on March 31, 2020	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Revenue from Operations	42,072.12	95,308.67	1,01,782.19	88,549.56
Other Income	1,974.78	3,218.76	2,107.93	1,792.98
Total Income	**44,046.90**	**98,527.43**	**1,03,890.12**	**90,342.54**
Total Expense (excluding Interest, Depreciation & Amortisation, Tax and Exceptional Items)	34,549.85	77,557.90	82,854.35	72,501.48

Particulars	Un-audited (limited review) (IND AS)	Audited (IND AS)		
	For the six months ended September 30, 2020	For the year ended on March 31, 2020	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Interest Expense / (Income)	468.82	1,157.01	1,372.29	997.69
Depreciation & Amortization	1,003.14	1,926.22	1,724.04	1,534.77
Exceptional Items	-	-	-	-
Profit Before Tax	8,025.09	17,886.30	18,209.44	15,308.60
Provision for Tax (including Deferred Tax)	1,822.39	3,833.18	5,641.49	4,791.31
Profit After Tax	6,202.70	14,053.12	12,567.95	10,517.29
Other Comprehensive Income/(Loss) for the year net of tax	123.53	-590.74	-24.16	-154.09
Total Comprehensive income for the period	6,326.17	13,462.28	12,453.69	10363.1
Paid-up Equity Share Capital (A)	2,093.56	2,188.21	2,188.21	2188.21
Reserves & Surplus excluding revaluation reserves and miscellaneous expenditure to the extent not written off (B)	77,897.77	71,723.95	62,846.38	51,487.76
Net worth excluding revaluation reserves and miscellaneous expenditure to the extent not written off (A+B)	79,991.33	73,912.16	65,034.59	53,675.97
Total debt (including working capital loans)	15,406.86	13,253.68	10,797.27	13,838.82
Total Debt (excluding working capital loans)	-	-	-	-

Key financial ratios on consolidated basis are as under:

Key Ratios	Un-audited (limited review) (IND-AS)	Audited (IND-AS)		
	For the six months ended September 30, 2020	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended March 31, 2018
Basic Earnings per Equity Share (INR) [1]	28.73	64.22	57.43	48.06
Diluted Earnings per Equity Shares (INR)[1]	28.73	64.22	57.43	48.06
Book Value per Equity Share (INR)	382.08	337.78	297.21	245.31
Debt / Equity Ratio	0.19	0.18	0.17	0.26
Return on Net Worth excluding Revaluation reserves (%)[1]	7.75%	19.01%	19.33%	19.59%
Total Debt / Net Worth	0.19	0.18	0.17	0.26

[1] Figures pertaining to Earning Per Share and Return on Net Worth are computed on half yearly figures and not annualized and hence not strictly comparable with full year figures.
[2] Figures for the 6 months ended September 30, 2020 are after giving impact of capital reduction.

The key ratios have been computed as below:

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

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

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

18. STOCK MARKET DATA

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

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

18.3 The high, low and average market prices in preceding three fiscal years and the monthly high, low and average market prices for the six months preceding the date of publication of the Public Announcement, i.e., December 1, 2020 and the corresponding volumes on BSE and NSE are given below:

BSE

Period	High (INR)[#]	Date of High	Number of Equity Shares traded on that date	Low (INR)[##]	Date of Low	Number of Equity Shares traded on that date	Average Price (INR)[*]	Total volume of Equity Shares traded in the period (Number of Equity Shares)
Preceding three years								
April 01, 2019 to March 31, 2020	1,694.05	February 27, 2020	4,378	872.50	March 23, 2020	1,107	1,195.81	392,886
April 01, 2018 to March 31, 2019	1,358.60	July 12, 2018	5,776	887.20	May 21, 2018	3,889	1,103.02	533,875

Period	High (INR)#	Date of High	Number of Equity Shares traded on that date	Low (INR)##	Date of Low	Number of Equity Shares traded on that date	Average Price (INR)*	Total volume of Equity Shares traded in the period (Number of Equity Shares)
April 01, 2017 to March 31, 2018	1,089.00	January 25, 2018	9,982	675.00	April 12, 2017	2,951	885.50	948,636
Preceding six months								
November 1 to 30, 2020	2,298.00	November 27, 2020	3,523	1,813.95	November 2, 2020	1,974	2,054.98	40,134
October 1 to 31, 2020	2,249.95	October 9, 2020	3,127	1,836.95	October 29, 2020	1,353	2,032.25	51,157
September 1 to 30, 2020	2,204.00	September 30, 2020	3,189	1,736.95	September 22, 2020	12,173	1,959.85	93,870
August 1 to 31, 2020	2,035.75	August 24, 2020	7,080	1,631.90	August 7, 2020	770	1,848.12	80,565
July 1 to 31, 2020	1,775.00	July 29, 2020	2,929	1,345.35	July 1, 2020	3,169	1,564.15	38,001
June 1 to 30, 2020	1,495.40	June 1, 2020	532	1,300.00	June 17, 2020	1,416	1,367.21	13,971

 # High of the daily high prices.
Low of the daily low prices.
** Arithmetic average of the closing prices of all trading days during the said period.*
Source: www.bseindia.com

NSE

Period	High (INR)#	Date of High	Number of Equity Shares traded on that date	Low (INR)##	Date of Low	Number of Equity Shares traded on that date	Average Price (INR)*	Total volume of Equity Shares traded in the period (Number of Equity Shares)
Preceding three years								
April 01, 2019 to March 31, 2020	1,695.00	February 27, 2020	19,676	885.00	March 23, 2020	18,024	1,195.53	2,675,150
April 01, 2018 to March 31, 2019	1,362.40	July 12, 2018	30,464	882.50	May 21, 2018	50,261	1,104.42	2,390,334
April 01, 2017 to March 31, 2018	1,088.05	January 25, 2018	43,331	669.40	April 12, 2017	33,342	886.59	5,771,696
Preceding six months								
November 1 to 30, 2020	2,299.90	November 27, 2020	140,052	1,812.00	November 2, 2020	15,900	2,062.60	560,690

Period	High (INR)#	Date of High	Number of Equity Shares traded on that date	Low (INR)##	Date of Low	Number of Equity Shares traded on that date	Average Price (INR)*	Total volume of Equity Shares traded in the period (Number of Equity Shares)
October 1 to 31, 2020	2,250.00	October 9, 2020	24,020	1,835.00	October 29, 2020	33,614	2,032.32	449,524
September 1 to 30, 2020	2,205.00	September 29, 2020	42,616	1,751.45	September 1, 2020	15,412	1,961.19	825,509
August 1 to 31, 2020	2,040.00	August 11, 2020	147,096	1,633.00	August 7, 2020	21,486	1,848.22	676,512
July 1 to 31, 2020	1,783.50	July 29, 2020	32,215	1,341.30	July 1, 2020	94,735	1,564.43	398,600
June 1 to 30, 2020	1,492.00	June 1, 2020	10,121	1,296.75	June 18, 2020	5,950	1,366.14	197,532

 # High of the daily high prices.
Low of the daily low prices.
** Arithmetic average of the closing prices of all trading days during the said period.*
Source: www.nseindia.com

18.4 Notice of the Board Meeting to consider the proposal of the Buyback was given to the Stock Exchanges on November 23, 2020. The proposal for the Buyback was approved at the Board Meeting, for which the intimation was sent to the Stock Exchanges on November 27, 2020. The closing market price of the Equity Shares on BSE and NSE during this period, are summarised below:

Event	Date	BSE (INR)	NSE (INR)
Notice of the Board Meeting convened to consider the proposal of the Buyback	November 23, 2020	2,161.90	2,165.80
1 (One) trading day prior to the notice of the Board Meeting	November 20, 2020	2,158.30	2,150.80
1 (One) trading day prior to the Board Meeting	November 26, 2020	2,141.55	2,139.20
Date of the Board Meeting	November 27, 2020	2,235.50	2,227.05
Date of publication of the Public Announcement and 1 (One) trading day post the Board Meeting	December 1, 2020	2,192.05	2,202.85

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

19. DETAILS OF THE STATUTORY APPROVALS

19.1 The Buyback will be subject to such necessary approvals as may be required under the applicable laws including from SEBI, BSE and/ or NSE, and the Buyback from Non-Resident Shareholders, erstwhile overseas corporate bodies and other applicable categories will be subject to such approvals of the Reserve Bank of India, if any, under FEMA and/or such other applicable rules and regulations in force for the time being.

19.2 The Buyback from each Eligible Shareholder is subject to all statutory consents and approvals as may be required by such Eligible Shareholder under applicable laws and regulations. The Eligible Shareholder shall be solely responsible for obtaining all such statutory consents and approvals (including, without limitation the approvals from the Reserve Bank of India, if any) as may be required by them in order to sell their Equity Shares to the Company pursuant to the Buyback. An Eligible Shareholder would be required to provide copies of all such consents and approvals obtained by them to the Registrar to the Buyback. The Buyback of Shares from Non Resident Shareholders, Overseas Corporate Bodies (OCBs) Foreign Portfolio Investors (FPIs), and members of foreign nationality, if any, etc., will be subject to approvals, if any, of the appropriate authorities, including RBI under FEMA, as applicable. It is the obligation of such Non Resident Shareholders, to obtain such approvals and submit such approvals along with the Tender Form, so as to enable them to tender Equity Shares in the Buyback and for the Company to purchase such Equity Shares, tendered. The Company will have

the right to make payment in respect of the Equity Shareholders for whom no prior approval from the RBI is required and not accept Equity Shares from the Equity Shareholders in respect of whom prior approval from the RBI is required and in the event copies of such approvals are not submitted. Non-Resident Shareholders (excluding OCBs) permitted under the automatic process prescribed under applicable FEMA Regulations, read with the consolidated Foreign Direct Investment policy issued by the Government of India, are not required to obtain approvals from RBI.

19.3 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.

19.4 By agreeing to participate in the Buyback, the non-resident Eligible Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reportings, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting if required by the Company.

19.5 As on date, the Company confirms that there is no other statutory or regulatory approval required by it for the Buyback as on the date of this Letter of Offer. If any statutory or regulatory approval becomes applicable subsequently, the Buyback will be subject to such statutory or regulatory approval(s) and the Company shall obtain such statutory approvals as may be required, from time to time, if any. In the event of any delay in receipt of any statutory/ regulatory approvals, changes to the proposed timetable of the Buyback, if any, shall be intimated to the Stock Exchanges.

20. DETAILS OF REGISTRAR TO THE BUYBACK

Eligible shareholders are required to send Tender Form along with the other requisite document(s), as mentioned in "*Procedure for Tender Offer and Settlement*" on page 45 of this Letter of Offer along with TRS generated by the stock exchange bidding system upon placing of a bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback, so that the same are received within 2 (two) days from the Buyback Closing Date by 5:00 p.m. The envelope should be super scribed as "***Garware Technical Fibres Limited - Buyback 2021***". The Company has appointed Link Intime India Private Limited as the Registrar to the Buyback and in case of any query, the shareholders may contact the Registrar to the Buyback on any day, except Saturday, Sunday and public holidays between 9:30 a.m. and 5:30 p.m. at the following address:

LINK Intime

Link Intime India Private Limited
C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg,
Vikhroli (West), Mumbai 400 083,
Maharashtra, India
Tel No.: +91 22 4918 6200
Fax No.: +91 22 4918 6195
Contact Person: Mr. Sumeet Deshpande
Email: gtfl.buyback@linkintime.co.in; **Website**: www.linkintime.co.in
Investor Grievance E-mail: gtfl.buyback@linkintime.co.in
SEBI Registration No.: INR000004058
Validity Period: Permanent (unless suspended or cancelled by SEBI)
CIN: U67190MH1999PTC118368

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

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

21. PROCESS AND METHODOLOGY FOR THE BUYBACK

21.1 The Company has proposed the Buyback of up to 3,17,391 (Three Lakhs Seventeen Thousand Three Hundred and Ninety One Only) Equity Shares (representing 1.52% and 1.45% of the total number of Equity Shares in the existing total paid-up equity capital of the Company as on the date of the Board Meeting and in the total paid-up equity capital as of March 31, 2020, respectively), from all Eligible Shareholders on a proportionate basis, through the 'tender offer' process, at a price of INR 2,300/- (Indian Rupees Two Thousand Three Hundred Only) per Equity Share, payable in cash, for an aggregate maximum amount of INR 72,99,99,300/- (Indian Rupees Seventy Two Crores Ninety Nine Lakhs Ninety Nine Thousand Three Hundred Only) excluding the Transaction Costs, which represents (a) 9.45% and 9.91% of the aggregate of the Company's fully paid-up capital and free reserves as per the latest standalone and consolidated audited financial statements of the Company, respectively, as on March 31, 2020; and (b) 9.50% and 9.96% of the aggregate of the Company's fully paid-up capital and free reserves as per the latest standalone and consolidated audited financial statements of the Company, respectively, as on March 31, 2020, as adjusted for the reduction of (i) paid-up share capital aggregating to INR 94,65,000/- (Indian Rupees Ninety Four Lakhs Sixty Five Thousand Only); and (ii) securities premium account aggregating to INR 3,06,29,308/- (Indian Rupees Three Crores Six Lakhs Twenty Nine Thousand Three Hundred Eight Only), that the Company undertook pursuant to an order dated February 13, 2020 passed by the National Company Law Tribunal, Mumbai Bench, certified copy of which was received by the Company on July 15, 2020.

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

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

21.4 The aggregate shareholding of the Promoters and Promoter Group as at the date of the Public Announcement is 1,11,00,937 Equity Shares which represents 53.02% of the existing equity share capital of the Company. In terms of the SEBI Buyback Regulations, under the Tender Offer route, the Promoters and members of the promoter group and persons in control of the Company have an option to participate in the Buyback. In this regard, certain Promoters and members of the promoter group and the persons in control have expressed their intention of participating in the Buyback. Assuming response to the Buyback is to the extent of 100% from all the Equity Shareholders up to their entitlement (full acceptance) and assuming full acceptance of Equity Shares in the Buyback as per the entitlement from those promoters and members of the promoter group who have expressed their intention to participate, the aggregate shareholding of the Promoters, members of the promoter group and persons in control may increase from the current pre-Buyback shareholding of 53.02% to 53.35% of the post Buy-back equity share capital of the Company.

21.5 **Record Date, Ratio of Buyback and Buyback Entitlement:**

(a) As required under the SEBI Buyback Regulations, the Company has fixed Friday, December 11, 2020 as the Record Date for the purpose of determining the entitlement and the names of the Eligible Shareholders of the Equity Shares, who are eligible to participate in the Buyback.

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

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

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

(c) 'Small Shareholder' has been defined under Regulation 2(i)(n) of the SEBI Buyback Regulations and in relation to the Buyback means an Eligible Shareholder who holds Equity Shares having market value of not more than INR 2,00,000/- (Indian Rupees Two Lakh Only), on the basis of closing price on BSE

or NSE, whichever registers the highest trading volume in respect of the Equity Shares on the Record Date. As on the Record Date, the volume of Equity Shares traded on BSE was 320 Equity shares and on NSE was 5,437 Equity Shares. Accordingly, NSE being the stock exchange with highest trading volume, the closing price was INR 2,182.95/- and hence all Eligible Shareholders holding not more than 91 Equity Shares as on the Record Date are classified as 'Small Shareholders' for the purpose of the Buyback.

(d) Based on the above definition, there are 18,937 Small Shareholders with aggregate shareholding of 3,61,886 Equity Shares (as on the Record Date), which constitutes 1.73% of the outstanding number of Equity Shares of the Company and 114.02% of the maximum number of Equity Shares which are proposed to be bought back as part of this Buyback.

(e) In accordance with Regulation 6 of the SEBI Buyback Regulations, the reservation for the Small Shareholders (Reserved Category), will be 47,609 Equity shares, which is higher of:

(i) 15% of the number of Equity Shares which the Company proposes to Buyback (15% of 3,17,391 Equity Shares), which works out to 47,609 Equity Shares; or

(ii) the number of Equity Shares to which the Small Shareholders are entitled as per their shareholding as on the Record Date (i.e., 3,61,886/ 2,09,35,560 × 3,17,391), which works out to 5,486 Equity Shares.

In case the total number of Equity Shares held by the Small Shareholders on the Record Date is less than 47,609 (higher of (i) and (ii) above), the maximum number of Equity Shares reserved for Small Shareholders will be restricted to the total number of Equity Shares held by the Small Shareholders as on Record Date.

(f) Based on the above and in accordance with Regulation 6 of the SEBI Buyback Regulations, 47,609 Equity Shares will be reserved for Small Shareholders. Accordingly, General Category shall consist of 2,69,782 Equity Shares.

(g) Based on the aforementioned, the entitlement ratio of Buyback for both categories is set forth below:

Category	Indicative Entitlement ratio in the Buyback*
Reserved Category for Small Shareholders	5 Equity Shares out of every 38 Equity Shares held on the Record Date
General Category for all other Eligible Shareholders	4 Equity Shares out of every 305 Equity Shares held on the Record Date

**The above ratio of Buyback is approximate and provides an indicative Buyback Entitlement. Any computation of entitled Equity Shares using the above ratio may provide a slightly different number due to rounding off. The actual Buyback Entitlement for Reserved Category for Small Shareholders is 0.131558004% and General Category for all other eligible Shareholders is 0.013112971%.*

21.6 **Fractional Entitlements**

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

On account of ignoring the fractional entitlement, those Small Shareholders who hold 7 or less Equity Shares as on the Record Date will be dispatched a Tender Form with zero entitlement. Such Small Shareholders are entitled to tender additional Equity Shares as part of the Buyback and will be given preference in the Acceptance of one Equity Share, if such Small Shareholders have tendered additional Equity Shares. The Company shall make best efforts subject to Buyback Regulations in accepting Equity Shares tendered by such Eligible Shareholders to the extent possible and permissible.

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

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

(a) Full Acceptance (100%) from Small Shareholders in the Reserved Category, who have validly tendered their Equity Shares to the extent of their Buyback Entitlement, or the number of Equity Shares tendered by them, whichever is less.

(b) Post-acceptance as described in paragraph 21.7(a) above, in case there are any Equity Shares left to be bought back from the Small Shareholders in the Reserved Category, the Small Shareholders who were entitled to tender zero Equity Shares (on account of ignoring the fractional entitlement), and have tendered additional Equity Shares as part of the Buyback, they shall be given preference and one Equity Share each from the additional Equity Shares applied by such Small Shareholders would be bought back in the Reserved Category.

(c) Post-acceptance as described in paragraphs 21.7(a) and 21.7(b) above, in case there are any validly tendered unaccepted Equity Shares in the Reserved Category ("**Reserved Category Additional Equity Shares**") and Equity Shares left to be bought back in the Reserved Category, the Reserved Category Additional Equity Shares shall be accepted in a proportionate manner and the acceptances shall be made in accordance with the SEBI Buyback Regulations (i.e., valid Acceptance per Small Shareholder shall be equal to the Reserved Category Additional Equity Shares validly tendered by them divided by the total Reserved Category Additional Equity Shares and multiplied by the total pending number of Equity Shares to be accepted in Reserved Category). For the purpose of this calculation, the Reserved Category Additional Equity Shares taken into account for the Small Shareholders, from whom one Equity Share has been Accepted in accordance with paragraph 21.7(b) above, shall be reduced by one.

(d) The procedure of adjustment for fractional results in case of proportionate Acceptance, as described in paragraph 21.7(c) above, is set forth below:

(i) For any Small Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

(ii) For any Small Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

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

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

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

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

(b) Post-acceptance as described in paragraph 21.8(a) above, in case there are any validly tendered unaccepted Equity Shares in the General Category ("**General Category Additional Shares**") and Equity Shares left to be bought back in the General Category, the General Category Additional Equity Shares shall be accepted in the proportionate manner and the acceptances shall be made in accordance with the SEBI Buyback Regulations (i.e., valid Acceptance per Eligible Shareholder shall be equal to the General Category Additional Equity Shares validly tendered by them divided by the total General Category Additional Equity Shares and multiplied by the total pending number of Equity Shares to be Accepted in General Category).

(c) Adjustment for fractional results in case of proportionate acceptance as described in paragraph 21.8(b) above:

(i) For any Eligible Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer

(ii) For any Eligible Shareholder if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

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

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

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

(b) If the Partially Filled Category is the General Category, and the second category is the Reserved Category for Small Shareholders, then for the purpose of this calculation, the Additional Equity Shares tendered by such Small Shareholders, from whom one Equity Share has been Accepted in accordance with "*Basis of Acceptance of Equity Shares validly tendered in the Reserved Category*" will be reduced by one Equity Share and shall be eligible for priority acceptance of one Equity Share before acceptance in paragraph 21.9 (a) out of the Equity Shares left to be bought back in the Partially Filled Category, provided no Acceptance could take place from such shareholder in accordance with paragraph 21.7.

(c) Adjustment for fraction results in case of proportionate Acceptance, as described in paragraph 21.9(a) and (b) above:

(i) For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

(ii) For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

21.10 **For avoidance of doubt, it is clarified that:**

(a) the Equity Shares Accepted under the Buyback from each Eligible Shareholder, in accordance with paragraphs above, shall not exceed the number of Equity Shares tendered by the respective Eligible Shareholder;

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

(c) the Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance in accordance with the paragraphs above.

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

21.11 **Clubbing of Entitlements**

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

22. PROCEDURE FOR TENDER OFFER AND SETTLEMENT

A. GENERAL

22.1 The Buyback is open to all eligible shareholders/ beneficial owners of the Company, i.e., the shareholders who on the Record Date were holding Physical Shares and the beneficial owners who on the Record Date were holding Demat Shares.

22.2 The Company proposes to implement the Buyback through the tender offer process, on a proportionate basis. The Letter of Offer and Tender Form, outlining the terms of the Buyback and additional disclosures as specified in the SEBI Buyback Regulations, will be emailed to Eligible Shareholders whose names appear on the register of members of the Company, or who are beneficial owners of Equity Shares as per the records of Depositories, on the Record Date and who have their email IDs registered with the Company and for all remaining Eligible Shareholders who do not have their email IDs registered with the Company, the Letter of Offer along with Tender Form will be sent physically by registered post/ speed post/ courier. However, on receipt of a request by the Manager to the Buyback or Registrar to the Buyback to receive a copy of Letter of Offer in physical format from such Eligible Shareholder to whom Letter of Offer and Tender Form were emailed, the same shall be dispatched physically by registered post/ speed post/ courier.

22.3 The Company will not accept any Equity Shares offered in the Buyback which are under any restraint order of a Court/ any other competent authority for transfer/ disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or is otherwise not clear and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or where any other restraint subsists or otherwise.

22.4 The Company shall comply with Regulation 24(v) of the SEBI Buyback Regulations which restricts the Company from buying back locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the time the Equity Shares become transferable.

22.5 The Eligible Shareholders' participation in the Buyback will be voluntary. The Eligible Shareholders may choose to participate, in full or in part, and receive cash in lieu of the Equity Shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post-Buyback, without additional investment. The Eligible Shareholders may also tender a part of their Buyback Entitlement. The Eligible Shareholders also have the option of tendering additional Equity Shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. Acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder, shall be in terms of procedure outlined in this Letter of Offer.

22.6 The Company will accept Equity Shares validly tendered for the Buyback by the Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date.

22.7 Eligible Shareholders will have to transfer their Demat Shares from the same demat account in which they were holding such Demat Shares (as on the Record Date). In case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in the demat account in which the Demat Shares were held (as on Record Date), such Eligible Shareholders should provide sufficient proof of the same to the Registrar to the Buyback, and such tendered Demat Shares may be Accepted subject to appropriate verification and validation by the Registrar. The Board or the Buyback Committee authorised by the Board will have the authority to decide such final allocation in case of non-receipt of sufficient proof by such Eligible Shareholder.

22.8 The Equity Shares proposed to be bought back in the Buyback is divided into two categories and the entitlement of a shareholder in each category shall be calculated accordingly:

(i) Reserved Category for Small Shareholders; and
(ii) the General Category for all other Eligible Shareholders.

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

22.10 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.

22.11 For implementation of the Buyback, the Company has appointed Ambit Capital Private Limited as Company's Broker through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

AMBIT
Acumen at work

Ambit Capital Private Limited
Ambit House
449, Senapati Bapat Marg
Lower Parel
Mumbai - 400 013
Tel. No.: + 91 22 6623 3000; **Fax No.**: + 91 22 6623 3100
Email: Sameer.parkar@ambit.co
Contact Person: Mr. Sameer Parkar

22.12 The Buyback will be implemented using the "*Mechanism for acquisition of shares through Stock Exchange*" issued by SEBI vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, and in accordance with the procedure prescribed in the

Companies Act, the SEBI Buyback Regulations, circulars or notices issued by the Stock Exchanges, and as may be determined by the Board of Directors, or the Buyback Committee, on such terms and conditions as may be permitted by law from time to time.

22.13 The Company shall request BSE being the designated stock exchange ("**Designated Stock Exchange**") to provide a separate window (the "**Acquisition Window**") to facilitate placing of sell orders by the Eligible Shareholders who wish to tender their Equity Shares in the Buyback. The details of the Acquisition Window will be as specified by BSE from time to time. All Eligible Shareholders may place orders in the Acquisition Window, through their respective stock brokers ("**Shareholder Broker**").

22.14 In the event the Shareholder Broker(s) of Eligible Shareholder is not registered with BSE as a trading member/stock broker, then the Eligible Shareholders can approach any BSE registered stock broker and can register themselves by using quick unique client code ("**UCC**") facility through the BSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other BSE registered broker, Eligible Shareholders may approach Company's Broker i.e., Ambit Capital Private Limited to place their bids.

22.15 The Eligible Shareholder approaching the Designated Stock Exchange registered stock broker (with whom he does not have an account) may have to submit the requisite documents as may be required. The requirement of documents and procedures may vary from broker to broker.

22.16 During the Tendering Period, the order for selling the Equity Shares will be placed in the Acquisition Window by the Eligible Shareholders through their respective Shareholder Broker during normal trading hours of the secondary market. The Shareholder Broker can enter orders for Demat Shares as well as Physical Shares. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders.

22.17 Multiple bids made by single Eligible Shareholder for selling the Equity Shares shall be clubbed and considered as 'one' bid for the purposes of Acceptance.

22.18 Modification/ cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the Tendering Period of the Buyback.

22.19 The cumulative quantity tendered shall be made available on the website of BSE i.e., www.bseindia.com throughout the trading session and will be updated at specific intervals during the Tendering Period.

THE NON-RECEIPT OF THE LETTER OF OFFER BY, OR ACCIDENTAL OMISSION TO DISPATCH THE LETTER OF OFFER TO ANY PERSON WHO IS ELIGIBLE TO RECEIVE THE LETTER OF OFFER, SHALL NOT INVALIDATE THE BUYBACK IN ANY MANNER. PLEASE NOTE THAT THE COMPANY SHALL ACCEPT EQUITY SHARES VALIDLY TENDERED FOR THE BUYBACK OFFER ON THE BASIS OF THEIR HOLDING AND ENTITLEMENT AS APPEARING IN THE RECORDS OF THE COMPANY AS ON THE RECORD DATE.

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

22.20.1 **In case the Eligible Shareholders holds Demat Shares**:

An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the website of the Company (i.e., www.garwarefibres.com) or by providing their application in writing on plain paper, signed by Eligible Shareholder or all Eligible Shareholders (in case Equity Shares are in joint name), stating name and address of Eligible Shareholders, number of Equity Shares held as on the Record Date, Client ID number, DP Name/ ID, beneficiary account number and number of Equity Shares tendered for the Buyback. For further process, please refer to paragraph 22.22 titled "*Procedure to be followed by Eligible Shareholders holding Demat Shares*" on page 48 of this Letter of Offer.

22.20.2 **In case the Eligible Shareholders holds Physical Shares**:

An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the website of the Company (i.e., www.garwarefibres.com) or by providing their application in writing on

plain paper signed by Eligible Shareholder or all Eligible Shareholders (in case Equity Shares are in joint name) stating name, address, folio number, number of Equity Shares held, share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, bank account details together with the original share certificate(s), copy of Eligible Shareholders PAN card(s) and executed Form SH-4 in favour of the Company. The transfer Form (SH-4) can be downloaded from the Company's website (i.e., www.garwarefibres.com). Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents (as mentioned in paragraph 22.23 below), reach the Registrar to the Buyback within 2 (two) days of bidding by such shareholder broker (by 5:00 p.m.). If the signature(s) of the Eligible Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar to the Buyback/Company or are not in the same order (although attested), the Company/Registrar to the Buyback shall have a right to reject such applications. For further process, please refer to paragraph 22.23 titled "*Procedure to be followed by Eligible Shareholders holding Physical Shares*" on page 49 of this Letter of Offer.

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

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

22.21 All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to adequately safeguard their interests in this regard.

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

(a) Eligible Shareholders holding Demat Shares who desire to tender their Demat Shares under the Buyback would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares they intend to tender under the Buyback.

(b) The Shareholder Broker would be required to place an order/ bid on behalf of the Eligible Shareholder who wish to tender Demat Shares in the Buyback using the Acquisition Window of the BSE. Before placing the bid, the Eligible Shareholder would be required to transfer the tendered Demat Shares to the Clearing Corporation, by using the settlement number through the early pay in mechanism of the Depositories prior to placing the order/bid by the Shareholder Broker. This shall be validated by the Shareholder Broker at the time of order/bid entry. The details of the settlement number of the special account of the Clearing Corporation under which the Equity Shares are to be transferred in the account of Clearing Corporation for the Buyback will be provided in a separate circular which shall be issued at the time of issue opening by the Clearing Corporation.

(c) For custodian participant orders for Demat Shares, early pay-in is mandatory prior to confirmation of order/bid by custodians. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, any order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

(d) Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/ bid has been placed. TRS will contain details of order submitted like bid ID number, application number, DP ID, client ID, number of Equity Shares tendered etc.

(e) In case of Demat Shares, submission of Tender Form and TRS is not required. After the receipt of the Demat Shares by the Clearing Corporation and a valid bid in the exchange bidding system,

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

(f) Eligible Shareholders who have tendered their Demat Shares in the Buyback may deliver the Tender Form duly signed (by all Eligible Shareholders in case Demat Shares are in joint names) in the same order in which they hold the Equity Shares, along with TRS generated by the stock exchange bidding system upon placing of a bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback at the address mentioned on the cover page of this Letter of Offer, so that the same are received within 2 (two) days from the Buyback Closing Date by 5:00 p.m.. The envelope should be super scribed as "***Garware Technical Fibres Limited - Buyback 2021***". In the event of non-receipt of the completed Tender Form and other documents, but receipt of Equity Shares in the special account of the Clearing Corporation and a valid bid in the stock exchange bidding system, the Buyback shall be deemed to have been Accepted for such shareholders holding Demat Shares.

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

(h) Excess Demat Shares or unaccepted Demat Shares, if any, tendered by the Eligible Shareholders would be returned to them by Clearing Corporation. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Shareholder Broker's depository pool account for onward transfer to the Eligible Shareholder. In case of custodian participant orders, Demat Shares or unaccepted Demat Shares, if any, will be returned to the respective custodian depository pool account.

(i) Eligible Shareholders who have tendered their Demat Shares in the Buyback shall also provide all relevant documents, which are necessary to ensure transferability of the Demat Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):

(i) Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the Tender Form;

(ii) Duly attested death certificate and succession certificate/ legal heirship certificate, in case any Eligible Shareholder is deceased, or court approved scheme of merger/ amalgamation for a company; and

(iii) In case of companies, the necessary certified corporate authorisations (including board and/ or general meeting resolutions).

22.23 **Procedure to be followed by Eligible Shareholders holding Physical Shares:**

(a) In accordance with the Frequently Asked Questions issued by SEBI, "*FAQs - Tendering of physical shares in buy-back offer/ open offer/ exit offer/delisting*" dated February 20, 2020 and "*FAQs – Buyback*" dated August 14, 2020, shareholders holding securities in physical form are allowed to tender shares in buyback through tender offer route. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations.

(b) Eligible Shareholders who are holding Physical Shares and intend to participate in the Buyback will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (i) the Tender Form duly signed by all Eligible Shareholders (in case Physical Shares are in joint names, in the same order in which they hold the shares), (ii) original share certificate(s), (iii) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e., by all registered shareholders in the same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of PAN Card(s) of all Eligible Shareholders, (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death

certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar card, voter identity card or passport.

(c) Based on these documents, the concerned Shareholder Broker shall place an order/bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the acquisition window of BSE. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio number, certificate number, distinctive number, number of Equity Shares tendered etc.

(d) Any Shareholder Broker/Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback i.e., Link Intime India Private Limited (at the address mentioned at paragraph 20 above) within 2 (two) days from the Buyback Closing Date by 5:00 p.m. The envelope should be super scribed as "***Garware Technical Fibres Limited - Buyback 2021***". One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Shareholder Broker.

(e) The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, BSE shall display such bids as 'unconfirmed physical bids'. Once Registrar to the Buyback confirms the bids, they will be treated as 'confirmed bids'.

(f) In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the Tendering Period of the Buyback.

(g) An unregistered shareholder holding Physical Shares may also tender his shares for Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to Record Date, in his name, along with the offer form, copy of his PAN card and of the person from whom he has purchased shares and other relevant documents as required for transfer, if any.

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

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

(b) Eligible Shareholders who are FIIs/FPIs should also enclose a copy of their SEBI registration certificate.

(c) In case the Equity Shares are held on a repatriation basis, the Non-Resident Eligible Shareholders shall obtain and enclose a letter from the Eligible Shareholder's authorised dealer/ bank confirming that at the time of acquiring the said Equity Shares, payment for the same was made by the Non-Resident shareholder from the appropriate account (e.g. NRE a/c) as specified by RBI in its approval. In case the Non-Resident shareholder is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis and in that case the Non-Resident Eligible Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares Accepted in the Buyback.

(d) If any of the above stated documents, as applicable, are not enclosed along with the Tender Form, the Equity Shares tendered under the Buyback are liable to be rejected.

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

B. ACCEPTANCE OF ORDERS

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

C. METHOD OF SETTLEMENT

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

a) The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time.

b) The Company will pay funds pertaining to the Buyback to the Company Broker on or before the pay-in date for Settlement, who will then transfer the funds to the Clearing Corporation's bank account as per the prescribed schedule. The settlements of fund obligation for Demat Shares shall be affected as per the SEBI circulars and as prescribed by BSE and the Clearing Corporation from time to time. For Demat Shares accepted under the Buyback, such beneficial owners will receive funds payout in their bank account as provided by the depository system directly to the Clearing Corporation and in case of Physical Shares, the Clearing Corporation will release the funds to the Shareholder Broker(s) as per secondary market payout mechanism. If such shareholder's bank account details are not available or if the funds transfer instruction is rejected by RBI/ bank(s), due to any reasons, then the amount payable to the concerned shareholders will be transferred to the Shareholder Broker for onward transfer to such shareholders.

c) The Demat Shares bought back would be transferred directly to the Company Demat Account provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of BSE.

d) The Eligible Shareholders of the Demat Shares will have to ensure that they keep their DP account active and unblocked to receive credit in case of return of Demat Shares, due to rejection or due to non–acceptance in the Buyback.

e) Excess Demat Shares or unaccepted Demat Shares, if any, tendered by the Eligible Shareholder would be returned to them by the Clearing Corporation directly to the respective Eligible Shareholder's DP account. Any excess Physical Shares pursuant to proportionate acceptance/ rejection will be returned back to the concerned Eligible Shareholders directly by the Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Physical Shares, in case the Physical Shares accepted by the Company are less than the Physical Shares tendered in the Buyback.

f) The Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

g) In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds payout including those prescribed by the RBI) who do not opt to settle through custodians, the funds payout would be given to their respective Shareholder Broker's settlement accounts for releasing the same to such shareholder's account.

h) Eligible Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the Eligible Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The

Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.

i) The Equity Shares bought will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

D. Special Account opened with the Clearing Corporation

The details of transfer of the Demat Shares to the special account of the Clearing Corporation under which the Equity Shares are to be transferred in the account of the Clearing Corporation by trading members or custodians shall be informed in the issue opening circular that will be issued by the BSE or the Clearing Corporation.

E. Rejection Criteria

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

(i) the Equity Shareholder is not an 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 Physical Shares 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; or

(iv) 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.

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

(i) The documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before February 4, 2021 (by 5:00 p.m.); or

(ii) If the share certificate of the Company is not enclosed with the Tender Form; or

(iii) If there is any other company's share certificate enclosed with the Tender Form instead of the share certificate of the Company; or

(iv) If the transfer/ transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; or

(v) If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate; or

(vi) In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar to the Buyback; or

(vii) The documents mentioned in instruction number 3 and 4 of the Tender Form for physical Equity Shareholders are not received by the Registrar on or before February 4, 2021 by 5:00 p.m.; or

(viii) 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.

23. NOTE ON TAXATION

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

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

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

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

I. GENERAL

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

B. A person who is treated as a non-resident for Indian tax purposes is generally liable to tax in India only on his/her India sourced income or income received or deemed to be received by such person in India. Finance Act, 2020, has introduced deeming provisions whereby non-resident individuals are deemed to be resident in India upon triggering of certain conditions. Such deemed residents would be liable to pay tax in India only on their India sourced income or income from business or profession controlled in India. In case of shares of a company, the source of income from shares would depend on the 'situs' of the shares. As per judicial precedents, generally the 'situs' of the shares is where company is "incorporated" and where its shares can be transferred. Accordingly, since the Company is incorporated in India, the shares of the Company would be "situated" in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the ITA, subject to any specific exemption in this regard. Further, the non-resident can avail the beneficial tax treatment prescribed under the Double Taxation Avoidance Agreement ("**DTAA**"), as modified by the Multilateral Instrument ("**MLI**"), if the same is applicable to the relevant DTAA between India and the respective country of which the said non-resident shareholder is tax resident. The above benefit may be available subject to satisfying relevant conditions prescribed under ITA including but not limited to availability of Tax Residency Certificate, non-applicability of General Anti-Avoidance Rule ("**GAAR**") and providing and maintaining necessary information and documents as prescribed under ITA as well as satisfying the relevant conditions under the respective DTAA including anti-abuse measures under the MLI, if applicable.

C. Classification of Shareholders

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

1. **Resident Shareholders being:**

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

     - Company
     - Other than Company

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

3. **Non-Resident Shareholders being**:

   a. Non-Resident Indians (NRIs)

   b. Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)

   c. Others:

     - Company
     - Other than Company

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

II. 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, TAXATION LAWS (AMENDMENT) ORDINANCE, 2019 AND FINANCE ACT, 2020.

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

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

1. <u>Resident Shareholders or Deemed Resident Shareholders</u>

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

2. Non-Resident Shareholders

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

C. Tax Deducted at Source ('TDS/WHT')

Currently, there are no provisions for tax deduction at source in respect of income earned from transfer/ buy-back of shares in case of resident shareholders/ deemed resident shareholders.

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

D. **Securities Transaction Tax**

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

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

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

24. DECLARATION BY THE BOARD OF DIRECTORS

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

24.1 The Board of Directors confirms that there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banking company.

24.2 The Board has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed an opinion:

(i) that immediately following the date of the Board resolution approving the proposed Buyback, there will be no grounds on which the Company can be found unable to pay its debts;

(ii) as regards the Company's prospects for the year immediately following the date of the Board resolution, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board resolution; and

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

This declaration is made and issued under the authority of the Board of Directors in terms of the resolution passed at the meeting of held on November 27, 2020.

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

Sd/-	Sd/-
Name: Vayu Ramesh Garware	Name: Ramesh Manjnath Telang
Designation: Chairman and Managing Director	Designation: Director
DIN: 00092201	DIN: 00092103

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

The text of the report dated November 27, 2020 received from the statutory auditor of the Company ("**Auditor's Report**") addressed to the Board of the Company is reproduced below:

Quote

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

Dear Sir/ Madam,

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

1. This report is issued in accordance with our agreement dated November 9, 2020.

2. The Board of Directors of Garware Technical Fibres Limited (the "**Company**") have approved a proposal for buyback of equity shares by the Company at its meeting held on November 27, 2020 ("**Board Meeting**") in pursuance of the provisions of Sections 68, 69 and 70 of the Companies Act, 2013 as amended (the "**Act**"), the rules made thereunder, as amended, and the Buyback Regulations.

3. We have been engaged by the Company to perform a reasonable assurance engagement on determination of the amount of permissible capital payment in connection with the proposed buyback by the Company of its equity shares in pursuance of the provisions of Sections 68, 69 and 70 of the Act and regulations as specified in the Buyback Regulations and on the opinions expressed by the Board of Directors of the Company, as required under the Buyback Regulations.

Board of Directors Responsibility

4. The Board of Directors of the Company is responsible for the following:

   (i) The amount of capital payment for the buyback is properly determined; and

   (ii) It has made a full inquiry into the affairs and prospects of the Company and has formed the opinion that the Company will not be rendered insolvent within a period of one year from the date of the Board Meeting at which the buyback was approved.

Auditor's Responsibility

5. Pursuant to the requirement of the Buyback Regulations, it is our responsibility to obtain reasonable assurance on the following "Reporting Criteria":

(i) whether we have inquired into the state of affairs of the Company;

(ii) whether the amount of capital payment for the buyback is within the permissible limit computed in accordance with the provisions of Section 68 of the Act and Regulation 4(i) of the Buyback Regulations; and

(iii) whether the Board of Directors has formed the opinion, as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from the date of the Board Meeting at which the buyback was approved.

6. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting Criteria. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the Reporting Criteria. Within the scope of our work, we performed the following procedures:

(i) Examined authorisation for buyback from the Articles of Association of the Company;

(ii) Examined that the amount of capital payment for the buyback is within the permissible limit computed in accordance with the provisions of Section 68 of the Act and Regulation 4(i) of the Buyback Regulations;

(iii) Examined that the ratio of the secured and unsecured debt owed by the Company after the buyback is not more than twice the paid-up capital and its free reserves based on both, the audited standalone and consolidated financial statements of the Company as on March 31, 2020;

(iv) Examined that all the shares for buyback are fully paid-up;

(v) Inquired into the state of affairs of the Company with reference to the audited standalone and consolidated financial statements of the Company as at and for the year ended March 31, 2020 (the "**Audited Financial Statements**") which has been prepared by the Management of the Company; and examined budgets and projections prepared by the Management;

(vi) Examined minutes of the meetings of the Board of Directors;

(vii) Performed inquiry with the management in relation to the unaudited standalone and consolidated financial results for the six months ended on September 30, 2020. These unaudited financial information have been reviewed by us, on which we have issued unmodified conclusion vide our report dated November 4, 2020;

(viii) Examined Directors' declarations for the purpose of buyback and solvency of the Company; and

(ix) Obtained appropriate representations from the Management of the Company.

7. We conducted our examination in accordance with the 'Guidance Note on Reports and Certificates for Special Purposes, issued by ICAI.

8. The financial statements referred to in paragraph 6 (v) above, have been audited by us on which we issued an unmodified audit opinion vide our report dated June 30, 2020. Our audit of these financial statements was conducted in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audits were not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.

Opinion

9. As a result of our performance of aforementioned procedures, we report that:

(i) We have inquired into the state of affairs of the Company in relation to: (i) its latest audited standalone and consolidated financial statements for the year ended March 31, 2020; and (ii) the statement of unaudited standalone and consolidated financial results for the six months ended on September 30, 2020.;

(ii) The amount of capital payment of Rs. 7299.99 Lakh for the buyback in question ("**Buyback Size**"), as computed in the table below, is within the permissible capital payment of Rs. 7,368.59 Lakh calculated based on the Audited Financial Statements, which, in our opinion, is properly determined in accordance with Section 68 of the Act and Regulation 4(1) of the Buyback Regulations. The amount of equity share capital and free reserves (including securities premium) have been extracted from the Audited Financial Statements of the Company for the year ended March 31,2020 as under:

Rs. in Lakhs

Particulars	***Standalone***	***Consolidated***
Issued, subscribed and paid-up share capital as at March 31, 2020 (2,18,82,060 equity shares of Rs. 10/- each fully paid-up)	2,188.21	2,188.21
Free reserves# as at March 31, 2020:		
-General Reserve	3,869.84	3,869.84
-Retained Earnings	63,482.91	59,927.73
-Securities Premium account	7,700.11	7,700.11
Total	77,241.07	73,685.89
Maximum amount permissible for buyback i.e. 10% of the total paid-up capital and free reserves	7,724.11	7,368.59

#Free reserves as defined in Section 2(43) of the Companies Act, 2013 read along with Explanation II provided in Section 68 of the Companies Act, 2013, as amended.
Calculation in respect of the permissible capital payment towards buyback of equity shares in accordance with Section 68 of the Act and Regulation 4(1) of the Buyback Regulations is done based on the Audited Financial Statements.

(iii) The Board of Directors in their meeting held on November 27, 2020 has formed the opinion, as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from date of the Board Meeting.

Restrictions on Use

10. Our work was performed solely to assist you in meeting your responsibilities with reference to the Buyback Regulations. Our obligations in respect of this report are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care we may have in our capacity as auditors of the Company.

11. This report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Buyback Regulations solely to enable the Board of Directors of the Company to include in:

(i) Public Announcement to be made to the shareholders of the Company;

(ii) The draft letter of offer and letter of offer to be filed with the Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited, Registrar of Companies, National Securities Depository Limited and the Central Depository Services (India) Limited, as applicable; and

(iii) for providing to the merchant banker to the Buyback

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

For Mehta Chokshi and Shah LLP

Chartered Accountants
Firm Registration Number: 106201W/ W100598

Sd/-
Abhay Mehta
Partner
Membership Number: 046088
UDIN: 20046088AAAACG3229

Place: Mumbai
Date: November 27, 2020

Unquote

26. DOCUMENTS FOR INSPECTION

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

1. Copy of the certificate of incorporation;
2. Memorandum and Articles of Association of the Company;
3. Copy of the annual reports of the Company for the fiscal years ended March 31, 2020, March 31, 2019 and March 31, 2018 and limited reviewed financials for six months period ended September 30, 2020;
4. Copy of the resolution passed by the Board of Directors at the meeting held on Friday, November 27, 2020 approving the proposal for Buyback;
5. Copy of Report dated November 27, 2020 received from Mehta Chokshi & Shah LLP, Chartered Accountants, the Statutory Auditor of the Company, in terms of clause (xi) of Schedule I of the SEBI Buyback Regulations;
6. Copy of Declaration of solvency and an affidavit verifying the same in Form SH-9, as prescribed under Section 68(6) of the Companies Act;
7. Copy of the Escrow Agreement dated December 4, 2020 amongst the Company, Ambit Private Limited and HDFC Bank Limited;
8. Certificate from the auditor certifying that the Company has adequate funds for undertaking the Buyback;
9. NCLT order dated February 13, 2020 for reduction of the Company's share capital ;
10. Copy of Public Announcement for Buyback dated November 30, 2020 published in newspapers on Tuesday, December 1, 2020 regarding Buyback of the Equity Shares;
11. Opinion dated December 8, 2020 obtained by the Company from Mehta Chokshi and Shah LLP, Chartered Accountants, on taxation; and
12. Observations from SEBI on the Draft Letter of Offer issued by its letter no. SEBI/HO/CFD/DCR-3/OW/P/2020 dated January 6, 2021.

27. DETAILS OF COMPANY SECRETARY AND COMPLIANCE OFFICER

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

Mr. Sunil Agarwal
Company Secretary
Garware Technical Fibres Limited
Plot No. 11, Block D-1
MIDC, Chinchwad

Pune – 411 019
Tel. No.: +91 020 2799 0224
Fax No.: +91 020 2799 0341
Email: sagarwal@garwarefibres.com

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

(a) In case of any grievances relating to the Buyback (including non-receipt of the Buyback consideration, share certificate, demat credit, etc.), the Eligible Shareholders can approach the Company Secretary and Compliance Officer and/or Manager to the Buyback and/or Registrar to the Buyback for redressal.

(b) If the Company makes any default in complying with Sections 68, 69, 70 of the Companies Act including the rules thereunder, the Company or any officer of the Company who is in default shall be punishable with imprisonment for a term and its limit, or with a fine and its limit or with both in terms of the Companies Act, as applicable.

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

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

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

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

LINK Intime

Link Intime India Private Limited
C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg,
Vikhroli (West), Mumbai 400 083,
Maharashtra, India
Tel No.: +91 22 4918 6200
Fax No.: +91 22 4918 6195
Contact Person: Mr. Sumeet Deshpande
Email: gtfl.buyback@linkintime.co.in; **Website**: www.linkintime.co.in
Investor Grievance Email: gtfl.buyback@linkintime.co.in
SEBI Registration No.: INR000004058
Validity Period: Permanent (unless suspended or cancelled by SEBI)
CIN: U67190MH1999PTC118368

30. DETAILS OF THE MANAGER TO THE BUYBACK

AMBIT
Acumen at work

Ambit Private Limited
Ambit House
449, Senapati Bapat Marg
Lower Parel
Mumbai - 400 013
Tel No.: + 91 22 3982 1819; **Fax No.:** + 91 22 3982 3020
Contact Person: Mr. Praveen Sangal / Mr. Miraj Sampat
Email: gtfl.buyback@ambit.co; **Website**: www.ambit.co
SEBI Registration No.: INM000010585
CIN: U65923MH1997PTC109992

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

In terms of Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors accepts responsibility for all the information contained in this Letter of Offer and confirms that it contains true, factual and material information and does not contain any misleading information. This Letter of Offer is issued under the authority of the Board and in terms of the resolution passed by the Buyback Committee in its meeting on January 8, 2021.

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

Sd/-	*Sd/-*	*Sd/-*
Vayu Ramesh Garware	**S.S. Rajpathak**	**Sunil Agarwal**
Chairman and Managing Director	**Director**	**Company Secretary**
DIN: 00092201	**DIN: 00040387**	**Membership No.: F6407**

Place: Pune
Date: January 8, 2021

32. TENDER FORM

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

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

32.3 Form No. SH-4 – Securities Transfer Form

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

Bid Number:
Date:

BUYBACK OPENS ON:	**Tuesday, January 19, 2021**
BUYBACK CLOSES ON:	**Tuesday, February 2, 2021**

For Registrar / Collection Centre use		
Inward No.	**Date**	**Stamp**

Status ***(please tick appropriate box)***					
	Individual		FII		Insurance Co.
	Foreign Company		FVCI		Pension / PF
	Body Corporate		Mutual Fund		Bank / Financial Institution
	VCF		Partnership / LLP		FPI
	NRI		OCB		Others (specify)

India Tax Residency Status: Please tick appropriate box					
	Resident in India		**Non-Resident in India**		**Resident of** _____ **(***Shareholder to fill the country of residence***)**

Route of Investment (For NR Shareholders only)			
	Portfolio Investment Scheme		**Foreign Investment Scheme**

To,
The Board of Directors
Garware Technical Fibres Limited
C/o Link Intime India Private Limited
C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai, Maharashtra, India – 400 083
Tel No.: +91 22 4918 6200; Fax No.: +91 22 4918 6195

Dear Sir/ Madam**,**

Sub: Letter of Offer dated Friday, January 8, 2021 in relation to the buyback up to 3,17,391 fully paid-up equity shares of face value of INR 10/- each (the "Equity Shares") of Garware Technical Fibres Limited (the "Company") at a price of INR 2,300/- per Equity Share (Buyback Offer Price) through the tender offer process, pursuant to the provisions of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations") and the Companies Act, 2013, as amended ("Buyback") payable in cash

1. I / We having read and understood the Letter of Offer dated Friday, January 8, 2021 issued by the Company hereby tender / offer my / our Equity Shares in response to the Buyback in accordance with the terms and conditions set out below and in the Letter of Offer.
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 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 covenants of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback and that I / We am / are legally entitled to tender the Equity Shares for Buyback.
5. I / We agree that the Company will pay the Buyback Offer Price only after due verification of the validity of documents and that the consideration will be paid as per the secondary market mechanism.
6. I / We agree to receive, at my/our own risk, the invalid / unaccepted Equity Shares tendered under the Buyback in the demat account from where I / we have tendered the Equity Shares in the Buyback.
7. I / We agree to return to the Company any Buyback consideration that may be wrongfully received by me / us.
8. I / We acknowledge that the responsibility to discharge tax, if any, due on any gains arising on the buyback is on me / us. I / We agree to compute gains on this transaction and immediately pay applicable taxes in India(whether by deduction of tax at source, or otherwise) and file tax return in consultation with our custodians / authorized dealers / tax advisors appropriately.
9. I / We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me/us on buyback of shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buyback of Equity Shares by the Company, copy of tax return filed in India, evidence of the tax paid etc., whenever called for.
10. I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act 2013 and the rules made thereunder and SEBI Buyback Regulations and any other applicable laws.
11. **Applicable for all Non-resident shareholders only:**
    - I / We undertake to pay income taxes in India (whether by deduction of tax at source or otherwise) on any income arising on such Buyback and taxable in accordance with prevailing income tax laws in India within the applicable time period for such payment. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me / us.
    - I / We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any, and to the extent required from the concerned authorities including approvals from the RBI under the Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, as amended ("**FEMA**") and any other the rules and regulations, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, and any other rules, regulations and guidelines, in regard to remittance of funds outside India.
12. Details of Equity Shares held and tendered / offered for Buyback:

Particulars	**In Figures**	**In Words**
Number of Equity Shares held as on Record Date (Friday, December 11, 2020)		
Number of Equity Shares entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback (Including additional shares, if any)		

Note*: An Eligible Shareholder may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder shall be accepted in accordance with Paragraph 21 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.*

13. I / We agree that excess Demat Shares or unaccepted Demat Shares, if any, tendered by the Eligible Shareholders would be returned to them by the Clearing Corporation 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 Shareholder's Broker'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 Shareholder's Broker would return these unaccepted Equity Shares to their respective clients on whose behalf the bids have been placed.

----------Tear along this line----------

ACKNOWLEDGMENT SLIP: GARWARE TECHNICAL FIBRES LIMITED BUYBACK 2021
(To be filled by the Eligible Shareholder) (Subject to verification)

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

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

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

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

16. Equity Shareholders Details:

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

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

INSTRUCTIONS:

1. The Buyback will open on Tuesday, January 19, 2021 and close on Tuesday, February 2, 2021.
2. **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.**
3. Eligible Shareholders who desire to tender their Equity Shares in the dematerialized form under the Buyback would have to do so through their respective Shareholder's Broker by indicating the details of the Equity Shares they intend to tender under the Buyback. For Further details, please see the procedure as specified in the section entitled "Procedure for Tender Offer and Settlement" on paragraph 22 of the Letter of Offer.
4. Shareholders may submit their duly filled Tender Form to the office of Registrar to the Buyback (as mentioned in Paragraph 20 of the Letter of Offer) only post placing the bid via the Shareholder Broker.
5. In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered shareholder is still incomplete, then such entity along with the Tender Form should file a copy of the following documents: (i) Approval from the appropriate authority for such merger; (ii) the scheme of merger; and (iii) the requisite form filed with MCA intimating the merger.
6. **The Buyback shall be rejected for Eligible Shareholders holding Equity Shares in dematerialized form in case of receipt of the completed Tender Form and other documents but non-receipt of Equity Shares in the special account of the Clearing Corporation or a non-receipt of valid bid in the exchange bidding system.**
7. The shares in the Buyback would be liable to be rejected if (i) the tenderer is not an Eligible Shareholder of the Company as on the Record date; (ii) if there is a name and PAN mismatch in the demat account of the Eligible Shareholder; and (iii) in the event of non-receipt of the completed Tender Form and other documents from the Eligible Shareholders who were holding shares in physical form as on the Record Date and have placed their bid in dematerialized form.
8. The Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback as may be decided by the Company / Registrar to the Buyback, in accordance with the SEBI Buyback Regulations.
9. Eligible Shareholders to whom the Buyback offer is made are free to tender shares to the extent of their entitlement in whole or in part or in excess of their entitlement, but not exceeding their holding as on Record Date.
10. For the procedure to be followed by Eligible Shareholders for tendering Equity Shares in the Buyback, please refer to paragraph 22 of the Letter of Offer.
11. All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
12. By agreeing to participate in the Buyback, the non-resident Eligible Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
13. In the event of non-receipt of the Letter of Offer by an Eligible Shareholder, the Eligible Shareholder holding Equity Shares may participate in the Buyback by providing their application in writing on plain paper signed by all Eligible Shareholders (in case of joint holding), stating name and address of Eligible Shareholders(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name / ID, beneficiary account number and the number of Equity Shares tendered for the Buyback.
14. Eligible Sellers have to fill up the EVENT number issued by the depository in the column for settlement details along with the market type as "Buyback", ISIN, Quantity of shares and CM BP ID of broker and execution date in the Delivery Instruction Slips (DIS) so that Equity Shares can be tendered in the Buyback.

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

----------Tear along this line----------

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

Investor Service Centre:

Garware Technical Fibres Limited Buyback 2021

Link Intime India Private Limited

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West)

Mumbai, Maharashtra, India – 400 083

Contact Person: Mr. Sumeet Deshpande

Tel: +91 22 4918 6200**; Fax:** +91 22 4918 6195; **E-mail:** gtfl.buyback@linkintime.co.in

Investor Grievance Id: gtfl.buyback@linkintime.co.in**; CIN:** U67190MH1999PTC118368; **SEBI Registration Number:** INR000004058

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

Bid Number:
Date:

BUYBACK OPENS ON:			**Tuesday, January 19, 2021**		
BUYBACK CLOSES ON:			**Tuesday, February 2, 2021**		
For Registrar / Collection Centre use					
Inward No.		**Date**		**Stamp**	
Status *(please tick appropriate box)*					
	Individual		FII		Insurance Co.
	Foreign Company		FVCI		Pension / PF
	Body Corporate		Mutual Fund		Bank / Financial Institution
	VCF		Partnership / LLP		FPI
	NRI		OCB		Others (specify)
India Tax Residency Status: Please tick appropriate box					
	Resident in India		**Non-Resident in India**		**Resident of** _____ **(***Shareholder to fill the country of residence***)**
Route of Investment (For NR Shareholders only)					
	Portfolio Investment Scheme				**Foreign Investment Scheme**

To,
The Board of Directors
Garware Technical Fibres Limited
C/o Link Intime India Private Limited
C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg
Vikhroli (West), Mumbai
Maharashtra, India – 400 083
Tel No.: +91 22 4918 6200; Fax No.: +91 22 4918 6195

Dear Sir / Madam**,**

Sub: Letter of Offer dated Friday, January 8, 2021 in relation to the buyback up to 3,17,391 fully paid-up equity shares of face value of INR 10/- each (the "Equity Shares") of Garware Technical Fibres Limited (the "Company") at a price of INR 2,300/- per Equity Share ("Buyback Offer Price") through the tender offer process, pursuant to the provisions of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended and the Companies Act, 2013, as amended ("Buyback") payable in cash

1. I / We having read and understood the Letter of Offer dated Friday, January 8, 2021 issued by the Company hereby tender / offer my / our Equity Shares in response to the Buyback in accordance with the terms and conditions set out below and in the Letter of Offer.
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 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 covenants of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback and that I / We am / are legally entitled to tender the Equity Shares for Buyback.
5. I / We agree that the consideration for the accepted Equity Shares will be paid to the Shareholder Broker as per secondary market mechanism.
6. I / We acknowledge that the responsibility to discharge tax, if any, due on any gains arising on buyback is on me / us. I / We agree to compute gains on this transaction and immediately pay applicable taxes in India (whether by deduction of tax at source, or otherwise) and file tax return in consultation with our custodians / authorized dealers / tax advisors appropriately.
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., whenever called for.
8. 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.
9. I / We agree that the Company will pay the Buyback Offer Price only after due verification of the validity of documents and that the consideration may be paid to the first named Eligible Shareholder as per the secondary market mechanism.
10. I / We agree to return to the Company any Buyback consideration that may be wrongfully received by me / us.
11. I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act 2013 and the rules made thereunder and Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended, and any other applicable laws.
12. I / We authorise the Company to split the Share Certificate and issue new consolidated Share Certificate for the unaccepted Equity Shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback.
13. Details of Equity Shares held and tendered / offered for Buyback:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date (Friday, December 11, 2020)		
Number of Equity Shares entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback (Including additional shares, if any)		

***Note**: An Eligible Shareholder may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder shall be accepted in accordance with Paragraph 21 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.*

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ACKNOWLEDGMENT SLIP: GARWARE TECHNICAL FIBRES LIMITED BUYBACK 2021

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

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

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

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

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

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

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

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

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

17. **Applicable for all Non-resident shareholders**
   - I / We undertake to pay income taxes in India on any income arising on such Buyback and taxable in accordance with prevailing income tax laws in India within the applicable time period for such payment. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me / us.
   - I / We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999, as amended and the rules and regulations framed there under(the "FEMA Regulations"), 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.

18. Equity Shareholders Details:

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

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

INSTRUCTIONS:

1. The Buyback will open on Tuesday, January 19, 2021 and close on Tuesday, February 2, 2021.
2. **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.**
3. Eligible Shareholders who wish to tender their Equity Shares in response to this Buyback should submit the following documents to their Shareholder Broker. The Eligible Shareholders / Shareholder Broker in turn would deliver the said documents along with the Transaction Registration Slip (TRS) to the Registrar; the documents should be sent to the Registrar only after the placement of a valid bid; non-submission of the below mentioned documents by 5:00 p.m. on Thursday, February 4, 2021 directly to the Registrar shall result in the rejection of the tendered Equity Shares:(i) the Tender Form duly signed (by all Equity Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares; (ii) original share certificates; (iii) valid share transfer form(s) (Form SH-4) duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company/Registrar) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company; (iv) self-attested copy of the Shareholder's PAN Card; (v) any other relevant documents such as (but not limited to (a) duly attested Power of Attorney if any person other than the Equity Shareholder has signed the relevant Tender Form; (b) notarized copy of death certificate and succession certificate or probated will, as applicable, if the original Shareholder has deceased; and (c) necessary corporate authorisations, such as board resolutions etc., in case of companies); (vi) In addition to the above, if the address of the Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.
4. 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. Thursday, February 4, 2021, by 5:00 p.m.
5. In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered shareholder is still incomplete, then such entity along with the Tender Form should file a copy of the following documents: (i) Approval from the appropriate authority for such merger; (ii) the scheme of merger; and (iii) the requisite form filed with MCA intimating the merger.
6. Eligible Shareholders to whom the Buyback is made are free to tender Equity Shares to the extent of their entitlement in whole or in part or in excess of their entitlement, but not exceeding the number of Shares held by them as on Record Date.
7. All documents/ remittances sent by or to Eligible Shareholders will be at their own risk and the Eligible Shareholders are advised to adequately safeguard their interests in this regard.
8. Eligible Shareholders holding shares in physical form are requested to refer to paragraph 22.23 of the Letter of Offer titled 'Procedure to be followed by Eligible Shareholders holding Physical Shares', for details regarding permissibility of acceptance of Equity Shares held in physical form and for details regarding the procedure for tendering, before submitting the Tender Form and Securities Transfer Form with respect to Equity Shares held in physical form.
9. For procedure followed by Eligible Shareholders for tendering shares in the buyback, please refer to Paragraph 22 of the Letter of Offer.
10. All documents as mentioned above shall be enclosed with the valid Tender Form otherwise the shares will be liable for rejection. The shares shall be liable for rejection on the following grounds amongst others: (a)If any other company share certificates are enclosed with the Tender Form instead of the share certificate of the Company; (b) non-submission of Notarized copy of death certificate and succession certificate / probated/Will, as applicable in case any Eligible Shareholder has deceased; (c) if the Eligible Shareholder(s) tender the Equity Shares but the Registrar does not receive the share certificate; (d) in case the signature on the Tender Form and Form SH-4 doesn't match as per the specimen signature recorded with Company / Registrar; (e) if necessary corporate authorizations under official stamp are not accompanied with tender form; (f) if the transmission of the Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; or (g) the Form SH-4 is not witnessed.
11. I/We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the RBI under the Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, as amended ("**FEMA**") and any other the rules and regulations, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, and any other rules, regulations and guidelines, in regard to remittance of funds outside India.
12. By agreeing to participate in the Buyback, the non-resident Eligible Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reportings, if required, including FC-TRS form, and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
13. The Equity Shares tendered in the buyback shall be rejected if (i) the Shareholder is not a Eligible Shareholder of the Company on the Record Date; (ii) if there is a name mismatch in the share certificate of the Shareholder; or (iii) the documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours of Thursday, February 4, 2021 by 5:00 p.m.

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

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

Investor Service Centre:

Garware Technical Fibres Limited Buyback 2021

Link Intime India Private Limited

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West)

Mumbai, Maharashtra, India – 400 083

Contact Person: Sumeet Deshpande

Tel: +91 22 4918 6200**; Fax:** +91 22 4918 6195; **E-mail:** gtfl.buyback@linkintime.co.in

Investor Grievance Id: gtfl.buyback@linkintime.co.in**; CIN:** U67190MH1999PTC118368; **SEBI Registration Number:** INR000004058

Form No. SH-4 - Securities Transfer Form

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

Date of execution:_____/_____/_____

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: L25209MH1976PLC018939

Name of the company (in full): GARWARE TECHNICAL FIBRES LIMITED

Name of the Stock Exchange where the company is listed, (if any): BSE Limited and National Stock Exchange of India 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 Share	INR 10/-	INR 10/-	INR 10/-

No. of Securities being Transferred				Consideration received (Rs.)		
In figures	In words			In words		In figures
Distinctive Number	**From**					
	To					
Corresponding Certificate Nos.						

Transferors' Particulars

Registered Folio Number:

Name(s) in full — Signature(s)

1._____ _____

2._____ _____

3._____ _____

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

Signature of the Witness: _____

Name of the Witness: _____

Address of the Witness: _____

_____Pincode: _____

Transferees' Particulars		
Name in full **(1)** **GARWARE TECHNICAL FIBRES LIMITED**	Father's/ Mother's / Spouse Name **(2)** **NOT APPLICABLE**	Address & E-mail id **(3)** **GARWARE TECHNICAL FIBRES LIMITED, PLOT NO. 11, BLOCK D-1, MIDC, CHINCHWAD, PUNE – 411 019** **secretarial@garwarefibres.com**
Occupation **(4)** **BUSINESS**	Existing Folio No., if any **(5)**	Signature **(6)**

Folio No. of Transferee

_____

Specimen Signature of Transferee(s)

1. _____

2. _____

3. _____

Value of Stamp affixed: Rs. _____

STAMPS

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 Transferee(s)(For all listed Cos.)
4. Others, Specify, _____

For Office Use Only

Checked by _____

Signature Tallied 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 _____